

-Translation-

The Independent Financial Advisor's Opinion Report
on the Connected transaction in providing financial assistance to
Mermaid Maritime Public Company Limited

Present to
Shareholder Thoresen Thai Agencies Public Company Limited



Prepared by
Avantgarde Capital Co., Ltd.



1 November 2023



1 November 2023

Subject The Independent Financial Advisor's Opinion Report on the Connected transaction in providing financial assistance to Mermaid Maritime Public Company Limited.

To The Director and Manager of the Stock Exchange of Thailand.

With reference to Thoresen Thai Agencies Public Company Limited ("TTA" or the "Company") in its Board of Directors' Meeting No. 06/2023 held on 25 September 2023 passed the resolution that it deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2023 ("e-EGM") to consider and approve the provision of financial assistance in the form of loan to Mermaid Maritime Public Company Limited ("MML"), listed on the Singapore Stock Exchange. MML is a subsidiary of the Company holding 58.22 percent of its total shares issued and paid-up. Details of which are as follows:

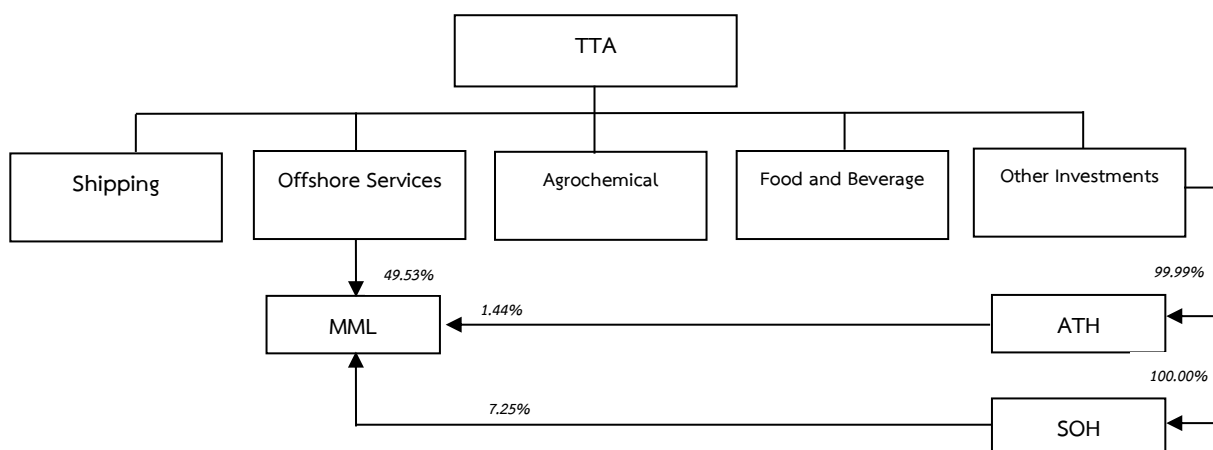
1. Date of Transaction

The Company will be able to enter into the transaction after obtaining approval from the e-EGM.

The transaction and amount of each financial assistance will be determined by MML's funding requirement and the Company's ability to provide financial assistance at any given time.

2. Parties Involved and Relationship with the Company

- Lender: Thoresen Thai Agencies Public Company Limited or TTA
 - A shareholder of MML holding 58.22 percent of the total shares issued and paid-up, directly and indirectly. [Holding directly 49.53 percent and indirectly, through two of its 99.99 and 100 percent owned subsidiaries, 1.44 percent through Athene Holdings Ltd. ("ATH") and 7.25 percent through Soleado Holdings Pte. Ltd. ("SOH"), respectively].
- Borrower: Mermaid Maritime Public Company Limited or MML
 - Primary Activity: Offshore services investments.
 - A subsidiary of TTA holds 58.22 percent the total shares issued and paid-up, directly, and indirectly through ATH and SOH. MML is listed on the Singapore Stock Exchange.
- Shareholding Structure Chart:





In 1H/2023, TTA had revenue of THB 10,766.77 million, which Offshore Services Group (MML) accounted for 33.60 percent of TTA total revenue. MML had revenue of THB 3,617.56 million, increasing 12.19 percent YoY from almost every service. MML's revenue structure consists of subsea inspection, repair, and maintenance (subsea-IRM) 59.71 percent, cable laying 22.08 percent, and decommissioning and transportation & installation (decommissioning T&I) 18.21 percent.

- Name of Connected Persons:

Director

TTA	MML
1. Mr. Prasert Bunsumpun	1. Mr. Prasert Bunsumpun
2. Mr. Chalermchai Mahagitsiri	2. Mr. Chalermchai Mahagitsiri
3. Dr. Jean Paul Thevenin	3. Dr. Jean Paul Thevenin
4. Ms. Aussana Mahagitsiri	
5. Mr. Kamolsut Dabbaransi	

Shareholders

Name	TTA (as of 10 October 2023*)		MML (as of 10 August 2023**)		Hold MML directly and indirectly through TTA Percent
	No. of Shares	Percent	No. of Shares	Percent	
1. TTA Group	-	-	822,908,013	58.22	58.22
● TTA	-	-	700,000,000	49.53	
● ATH	-	-	20,398,420	1.44	
● SOH	-	-	102,509,593	7.25	
2. Mr. Chalermchai Mahagitsiri ^{/1}	427,679,159	23.47	150,461,660	10.65	24.314
● Mr. Chalermchai Mahagitsiri	277,679,159	15.24			
● Credit Suisse AG, Singapore Branch	150,000,000	8.23			
3. Ms. Aussana Mahagitsiri	99,866,937	5.48	63,588,647	4.50	7.690
4. Mr. Prayudh Mahagitsiri ^{/2}	110,152,458	6.04	54,536,882	3.85	7.366
● Mr. Prayudh Mahagitsiri	87,531,758	4.80			
● DBS Bank Ltd. AC DBS Nominees-PB Clients	22,620,700	1.24			
5. Mrs. Suvimol Mahagitsiri	41,325,623	2.28	-	-	1.327
6. Mr. Prasert Bunsumpun	182,000	0.01	-	-	0.006

* The latest book closing of TTA as of 10 October 2023

** The latest information from MML as of 10 August 2023

Remark:



¹ Mr. Chalermchai Mahagitsiri indirectly held 150,000,000 shares under a custodian account. The combined shares of Mr. Chalermchai Mahagitsiri both direct and indirect is totaling 427,679,159 shares or 23.47 percent of the total issued and paid-up shares of the Company.

² Mr. Prayudh Mahagitsiri indirectly held 22,620,700 shares under a custodian account. The combined shares of Mr. Prayudh Mahagitsiri both direct and indirect is totaling 110,152,458 shares or 6.04 percent of the total issued and paid-up shares of the Company.

Reasons, necessity and benefits that person who may have conflicts of interest hold more than 10.00 percent of MML's total voting shares:

Mr. Chalermchai Mahagitsiri has high credential experience and knowledge in marine transportation and business related to offshore services businesses as well as management experience in joint ventures with leading international companies such as the first-ranked company in global food and beverage manufacturers and the world's sixth-ranked steel producer in South Korea. Hence, Mr. Chalermchai Mahagitsiri's expertise and credentials are widely acknowledged internationally. Moreover, Mr. Chalermchai's international business networks are important success factor for MML to build credential and gain trust from international counterparties in various regions of the world including the Middle East, North Africa, and Southeast Asia. Moreover, MML is a listed company on the Singapore Stock Exchange. Mr. Chalermchai's shareholding in MML provides confidence to stakeholders, local and international investors, and joint venture counterparties under MML's subsidiary, for example, the development of robotic and artificial intelligence technologies for subsea-IRM services. This technology will increase the Company's core competency to compete in subsea-IRM services business more effectively and result in earnings growth.

3. General Characteristics of Transaction

MML mainly provides complete offshore services focusing on engineering works that requires specially designed ships and equipment such as underwater diving equipment, remotely operated vehicles (ROVs), and expertise which can be divided into 3 business segments: 1) Inspection, Repair and Maintenance or subsea-IRM 2) cable laying, and 3) decommissioning T&I and petroleum production platform and pipelines. MML needs working capital for operating the cable laying project. This requires working capital in the total amount of USD 55.00 million or approximately THB 1,999.16 million, It should be noted that MML received this amount from the Company on 29 September 2023, the remaining working capital needed for this transaction is USD 50.00 million or approximately THB 1,817.42 million, with details as follows.

- 1) The loan amount of USD 5.00 million, or approximately THB 181.74 million, objective the deposit for the purchase of equipment for cable installation. Which is required in October 2023, it should be noted that MML received this amount from the Company on 29 September 2023, with an annual interest rate of 7.00 percent, payable over a period of 2 years, and without collateral.
- 2) The loan amount of USD 20.00 million, or approximately THB 726.97 million, objective the expenses for enhancing the capabilities of cable laying and investing in underwater exploration using remotely operated vehicles (ROVs). This tranche of fund is required in December 2023.



It is expected that revenue recognition for 1) and 2) amounting to approximately USD 222.19 million or approximately THB 8,076.25 million, will commence from the year 2024 to 2026. This accounts for 11.25 percent of 1) and 2), with details as follows:

- The expense related to upgrading the system for the cable laying project to expand the scope of operations, enhance the capabilities for cable laying, and improve the quality of operations to make them more efficient, the amount is USD 16.00 million or approximately THB 581.57 million.
 - The investment expenses related to underwater exploration work using remotely operated vehicles (ROVs) to invest in equipment for use in remotely operated vehicles (ROVs), as well as operational costs to help MML improve its efficiency in providing subsea engineering business services, the amount is USD 9.00 million or approximately THB 327.14 million.
- 3) The loan amount of USD 30.00 million, or approximately THB 1,090.45 million, objective the expenditure for working capital in carrying out the decommissioning T&I project in the Gulf of Thailand as per the contract with a leading petroleum exploration and production company in Thailand, dated 10 August 2023. This tranche of fund is required by December 2023.

It is anticipated that the total revenue for the decommissioning T&I project, amounting to approximately USD 456.97 million or approximately THB 16,610.28 million, will begin to be recognized from the year 2023 to 2026. This constitutes 6.56 percent of the decommissioning T&I project's revenue and is calculated as borrowing costs.

Furthermore, the sources of funds that MML can obtain include capital increase, bond issuance, credit facilities from financial institutions, and loans from affiliated companies. However, with regard to capital increases, the timeframe for paying dividends to shareholders after such a capital increase would be longer than repaying loans. This is because MML needs to offset accumulated losses before it can proceed with dividend payouts. For loans from shareholders based on their proportional ownership, MML, as a company listed on the Singapore Stock Exchange, must obtain approval from shareholders beforehand. When considering bond issuance and credit facilities from financial institutions, MML has time constraints for fund utilization within October to December 2023. MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of loan of USD 50,000,000 or approximately THB 1,817,420,000, from TTA, in its capacity as the parent company, to meet the aforementioned fund requirements, subject to the significant terms and conditions outlined as follows:



- Non-Revolving Loan amount: USD 50.00 million or equal to approximately THB 1,817.42 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023).
- Interest rate: 7.00 percent per annum Which is TTA cost of fund plus risk premium.
- Maturity date: within 3 years
- Collateral: none.
- Purpose of providing financial assistance: to support working capital to operate in transportation, installation (T&I) and Decommissioning Project of MML
- Conditions that may affect the rights of shareholders: none.

In the past, MML has raised capital for investment and operational activities by seeking credit facilities from financial institutions and loans from affiliated companies. As of 10 October 2023, MML had a total of USD 25.38 million in credit facilities from financial institutions and a total of USD 34.00 million in loans between the Company. The details of the loans between the Company as of 10 October 2023 are as follows:

- Summary o of TTA financial assistance to MML and its subsidiaries as of 10 October 2023

Type of Financial Assistance	Date of Providing Financial Assistance	Principal Amount (MUSD)	Outstanding Amount (MUSD)	Guarantee Fee per Annum/ Interest rate (Percent)	Objective
Corporate Guarantee	16 September 2021	2.75	1.85	0.50	Guarantee a loan for working capital
	21 September 2023*	3.00	-	0.50	Guarantee a loan for working capital
	21 September 2023*	5.95	-	1.00	Guarantee a loan for investment
Total Corporate Guarantee Amount		11.70	1.85		
Loan	27 December 2021	5.00	5.00	7.00	Working capital
	16 December 2022	4.00	4.00	7.00	Working capital
	10 February 2023	7.50	7.50	7.00	Working capital
	27 April 2023	12.50	12.50	7.00	Working capital
	25 September 2023	5.00	5.00	7.00	Investment
	Subject to approval by the e-EGM	50.00	-	7.00	Investment and working capital
Total Loan Amount		84.00	34.00		
Grand Total Amount of Financial Assistance to MML		95.70	35.85		

* MML plan to draw down within December 2023

Remark: In the past, MML has had a clean record of never default payments both principal and interest to the Company.



4. Type and Size of Transaction

This transaction is considered a connected transaction involving the provision of financial assistance to a company that TTA holds more shares than the connected person according to the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions, and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected transactions, 2003 (the “**Notifications**”). Total value of the Transaction is USD 55.42 million (principal and interest over the loan period, calculated based on the interest that will accrue from 1 December 2023) or approximately THB 2,014.42 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023), or equivalent to 9.08 percent of the Company's Net Tangible Assets (“NTA”) according to the latest consolidated financial statements as of 30 June 2023.

When combining the size of this transaction and the connected transactions undertaken by the Company during the past six months based on the aforementioned Notifications, this results in the total value of transactions of 11.81 percent of NTA, these items consist of 1) Loan of 5.00 million with a total value of USD 5.57 million (principal and interest over the loan period) or approximately THB 202.46 million or equivalent to 0.91 percent of NTA, 2) Loan of USD 50.00 million with a total value of USD 55.42 million (principal and interest over the loan period, calculated based on the interest that will accrue from 1 December 2023), or approximately THB 2,014.42 million or equivalent to 9.08 percent of NTA, 3) Corporate guarantee of USD 3.00 million with a total value of USD 3.77 million (principal and interest over the loan period), or approximately THB 137.16 million or equivalent to 0.62 percent of NTA, 4) Corporate guarantee of USD 5.95 million with a total value of USD 7.34 million (principal and interest over the loan period), or approximately THB 266.93 million or equivalent to 1.20 percent of NTA, exceeding 3.00 percent of the Company's NTA according to the latest consolidated financial statements as of 30 June 2023; therefore, the Company is required to:

- a) disclose the information of the transaction to the Stock Exchange of Thailand.
- b) appoint an independent financial advisor, whereby the Company appointed **Avantgarde Capital Co., Ltd.** as an independent financial advisor to provide an opinion on the Company's connected transaction to the shareholders for consideration and approval of the transaction and deliver such opinion to the Securities and Exchange Commission (“**SEC**”) and the Stock Exchange of Thailand (“**SET**”); and
- c) seek approval for entering the Company's connected transaction from a shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, where the Company must send a notice of such meeting to the shareholders at least 14 days prior to the meeting date.



In this regard, items 1), 3), and 4) must be used to calculate the accumulated transaction size retrospectively in accordance with the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions, and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected transactions, 2003.

5. Expected Benefit to be Received

TTA will receive a return at an interest rate of 7.00 percent per annum, which is TTA cost of fund plus risk premium that is in line with investment policy of the Company that the interest rate received must be greater than the Company cost of fund. In addition, the interest rate received is higher than the deposit rate derived from financial institutions and also higher than the return from investing in 3-year investment-grade bonds. This transaction is also regarded as financial assistance in provision of working capital to the subsidiary.

Considering MML's operating results in 1H/2023, there was a net loss of THB 54.15 million, increasing 69.90 percent from the same period last year. The loss in 1H/2023 was from the loss in 1Q/2023 of THB 166.07 million, increasing 37.21 percent from the same period last year and net profit in the 2Q/2023 of THB 111.91 million, increasing 32.38 percent from the same period last year. Due to the increased utilization rate of offshore engineering vessels, which reached 98.67 percent during in 1H/2023, compared to 70.90 percent in the same period of the previous year, profits have consequently increased by 203.74 percent, totaling THB 641.90 million. The gross profit rate has similarly risen from 6.55 percent in 1H/2022 to 17.74 percent. Furthermore, as of 30 June 2023, MML has a Debt Service Coverage Ratio (DSCR) of 1.03, indicating a high debt repayment capability. MML anticipates being able to service its debt effectively. In addition, MML has signed a contract to provide decommissioning T&I services with leading petroleum exploration and production companies. Consequently, MML has a record high order book at the end of August 2023, amounting to USD 727.81 million, which the order book from decommissioning T&I and cable laying account for 72.87 percent of the order book, compared to 27.13 percent at the quarter-end 2Q/2022. In this regard, revenues from decommissioning T&I and cable laying totaled THB 1,456.79 million in 1H/2023, in line with revenue of THB 1,480.78 million in 1H/2022. Therefore, expanding business to operating decommissioning T&I and cable laying services resulted in a more balance and diversified revenue structure and less dependency on revenue from subsea-IRM business. Furthermore, MML would have the opportunity to expand services in this business in the future with other leading petroleum exploration and production companies referencing works and success in decommissioning T&I work for leading petroleum exploration and production companies. Therefore, receiving financial assistance from TTA will provide MML with the potential for sustainable business expansion and stable revenue, accordingly TTA's consolidated financial statements improve.

6. Source of Fund



The source of funds will derive from the internal cash flow of the Company. As of 30 June 2023, cash and cash equivalents were reported at THB 5,647.20 million, while other financial assets were reported at THB 1,134.32 million, according to TTA's separate financial statements. After the cash reservation for future investments and debentures repayments, TTA still has sufficient funds available to provide financial assistance to MML. The Company's financial projections for the period 2023 - 2026 indicate that there is sufficient cash to repay the bond. Details are as follows.

Debenture List	Outstanding (MTHB)	Issued Date	Maturity Date	Term (Yrs.)	TTM ^{/2} (Yrs.)	Coupon (Percent/Year)
TTA239A ^{/1}	1,500.00	26 March 2021	26 September 2023	2.50	0.24	5.00
TTA252A	800.00	11 November 2021	11 February 2025	3.25	1.38	4.75
TTA265A	1,200.00	11 November 2021	11 May 2026	4.50	2.62	5.10
TTA260A	1,698.10	19 January 2023	19 October 2026	3.75	3.06	4.40
Total	5,198.10					

Source The Company's information as of 30 June 2023

Remark: /1 The Company has repaid its bonds on 26 September 2023

/2 Time to Maturity

7. Directors Having Conflict of Interest and/or Directors being Connected Persons

Mr. Prasert Bunsumpun, Mr. Chalermchai Mahagitsiri, Dr. Jean Paul Thevenin are directors of the Company and also serve as directors of MML, Ms. Ausana Mahagitsiri is the younger sister of Mr. Chalermchai Mahagitsiri, and Mr. Kamolsut Dabbaransi is the brother-in-law of Mr. Chalermchai Mahagitsiri, the Company's directors being the connected persons, abstained from participation and voting on this matter.

8. Opinions of the Board of Directors

The Board of Directors (excluding interested directors) has carefully considered this transaction and has the opinion that entering into such a transaction is appropriate and beneficial to the Company and its shareholders. The financial assistance to MML will be used for enhancing the capabilities and as working capital for operations of cable laying and decommissioning T&I projects awarded by leading petroleum exploration and production companies in Thailand. MML will receive the payment after delivering works. Therefore, this working capital will enable MML to operate the awarded project more smoothly and deliver work to customers to recognize revenue in line with the business plan. As a result, MML will generate higher income and achieve diversified revenue portfolio and reduce revenue dependency from the original core business—subsea-IRM business. Furthermore, MML would have the opportunity to expand services in this business in the future with other leading petroleum exploration and production companies referencing works and success in decommissioning T&I work for leading petroleum exploration and production companies. Therefore, receiving financial assistance from TTA will provide MML with the potential for sustainable business expansion and stable revenue, accordingly TTA's consolidated financial statements improve. Moreover, the decommissioning T&I project's



customer is leading petroleum exploration and production company in Thailand who is a long-standing customer with good credit history. In conclusion, this financial assistance will enable MML to operate smoothly, increasing its revenue and net profit which will result in an increase in revenue and net profit of TTA's consolidated financial statements as well. It is anticipated that this will result in higher dividend payments for the Company.

Furthermore, the sources of funds that MML can obtain include capital increase, bond issuance, credit facilities from financial institutions, and loans from affiliated companies. However, with regard to capital increases, the timeframe for paying dividends to shareholders after such a capital increase would be longer than repaying loans. This is because MML needs to offset accumulated losses before it can proceed with dividend payouts. For loans from shareholders based on their proportional ownership, MML, as a company listed on the Singapore Stock Exchange, must obtain approval from shareholders beforehand. When considering bond issuance and credit facilities from financial institutions, MML has time constraints for fund utilization within October to December 2023. MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of loan of USD 50.00 million or approximately THB 1,817.42 million, from TTA, in its capacity as the parent company, to meet the aforementioned fund requirements. If MML secures credit facilities approval from financial institutions, the funds will be utilized to repay the Company's prior loans. It is important to note that MML has a history of consistently meeting its obligations by making principal and interest payments to the Company without any defaults.

The Company will receive a return at an interest rate of 7.00 percent per annum, which is the Company cost of fund plus risk premium that is in line with investment policy of the Company that the interest rate received must be greater than the Company cost of fund. In addition, the interest rate received is higher than the deposit rate derived from financial institutions and also higher than the return from investing in 3-year investment-grade bonds. This transaction is also regarded as financial assistance in provision of working capital to the subsidiary.

9. Opinions of the Audit Committee

The Audit Committee has considered and reviewed the reasonableness of this transaction and has no objection to proceeding or a different opinion from the Board under Item 8.



Glossary

“The Company” or “TTA”	Thoresen Thai Agencies Public Company Limited
“MML”	Mermaid Maritime Public Company Limited (“MML”), listed on the Singapore Stock Exchange. MML is a subsidiary of the Company holding 58.22 percent of its total shares issued and paid-up
“ATH”	Athene Holdings Ltd.
“SOH”	Soleado Holdings Pte. Ltd.
“SET”	Stock Exchange of Thailand
“The IFA”	Avantgarde Capital Company Limited
“SEC”	Securities and Exchange Commission
“Notifications on Connected Transactions”	Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions B.E. 2546 dated November 19, 2003 (as amended)
“Transaction”	Connected transaction in the form of providing financial assistance to Mermaid Maritime Public Company Limited
“COVID-19”	Novel Coronavirus Disease 2019
“Backlog”	Revenue from services pending recognition
“Dry docking”	Bringing the boat in for inspection



Glossary

1.	Executive Summary.....	1-1
2.	Characteristics and details of the transaction.....	2-1
2.1	Background and purpose of the transaction.....	2-1
2.2	Date of Transaction.....	2-3
2.3	Contract parties and their relationship.....	2-3
2.4	Type and size of the transaction.....	2-5
2.5	Summary of key conditions and terms of entering into the transaction.....	2-7
2.6	Meeting attendance and voting in the meeting of the board of directors and interested directors.....	2-8
2.7	Summary of Thoresen Thai Agencies Public Company Limited.....	2-8
2.8	Summary of Mermaid Maritime Public Company Limited.....	2-8
3.	Appropriateness for entering into the transaction.....	3-1
3.1	Objective and necessity of the transaction.....	3-1
3.2	History of providing financial assistance to the Company.....	3-2
3.3	Repayment plan for entering into this transaction.....	3-3
3.4	Impacts from financial assistance to the Company.....	3-4
3.5	Analysis of MML's loan repayment ability.....	3-6
3.6	Appropriateness of the interest rates for entering into the transaction.....	3-19
3.7	Appropriateness of the conditions for entering into the transaction.....	3-22
3.8	Advantages and disadvantages for entering into the transaction.....	3-26
3.9	Advantages and disadvantages for entering into the connected transaction compared to the third party.....	3-28
3.10	Risk of entering into the transaction.....	3-29
4.	Appendix.....	4-1
4.1	Business overview of Thoresen Thai Agencies Public Company Limited ("The Company") ...	4-1
4.2	Business overview of Mermaid Maritime Public Company Limited ("MML").....	4-56



1. Executive Summary

According to the Board of Directors' Meeting No. 06/2023 held on 25 September 2023 passed the resolution that it deemed appropriate to propose the e-EGM to consider and approve the provision of financial assistance in the form of loan to MML, listed on the Singapore Stock Exchange. MML is a subsidiary of the Company holding 58.22 percent of its total shares issued and paid-up. It is a necessary assistance to enable MML to have a need for funds, totaling approximately USD 55.00 million or approximately THB 1,999.16 million, it should be noted that MML received this amount from the Company on 29 September 2023, the remaining working capital needed for this transaction is USD 50.00 million or approximately THB 1,817.42 million, with details as follows.

- 1) The loan amount of USD 5.00 million, or approximately THB 181.74 million, objective the deposit for the purchase of equipment for cable installation. It should be noted that MML received this amount from the Company on 29 September 2023.
- 2) The loan amount of USD 20.00 million, or approximately THB 726.97 million, objective the expenses for enhancing the capabilities of cable laying and investing in underwater exploration using remotely operated vehicles (ROVs).
- 3) The loan amount of USD 30.00 million, or approximately THB 1,090.45 million, objective the expenditure for working capital in carrying out the decommissioning T&I project in the Gulf of Thailand as per the contract with a leading petroleum exploration and production company in Thailand, dated 10 August 2023.

MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of loan of USD 50.00 million or approximately THB 1,817.42 million, from TTA, in its capacity as the parent company (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023)

This transaction is considered connected transaction regarding the provision of financial assistance to a company that TTA holds more shares than the connected person according to the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions, and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected transactions, 2003 (the "Notifications"). Total value of the Transaction is USD 55.42 million (principal and interest over the loan period) or equal to approximately THB 2,014.42 million (USD 1: THB 36.3484, reference to foreign exchange rate announced



by the Bank of Thailand as of 20 September 2023), or equivalent to approximately 9.008 percent of the Company's Net Tangible Assets (“NTA”) according to the latest consolidated financial statements as of 30 June 2023. Therefore, the Transaction is regarded as a connected transaction. It is incumbent upon the Company to seek the requisite approval from the Board of Directors and to meticulously prepare and formally disclose an information memorandum concerning the Transaction to the Stock Exchange of Thailand (“SET”), according to the Notifications on Connected Transactions. Moreover, it is imperative for the Company to secure an approval from the shareholders' meeting, wherein an affirmative vote of not less than three-fourths of the aggregate votes cast by attending shareholders with voting rights, excluding votes of shareholders having an interest. In addition, the Company has to appoint an independent financial advisor (“IFA”) which is on the list of financial advisors approved by the Securities and Exchange Commission (“SEC”).

Based on the analysis of the IFA on the reasonableness and benefits, advantages and disadvantages of entering into the Transaction with connected persons compared to third parties, as well as all risks, including the appropriateness of the transaction price and other conditions of the Transaction, the IFA, as a result, deems **appropriate** as follows:

1. Entering into this transaction will enable MML to conduct its business with greater flexibility and improved liquidity in its operations. This will help MML deliver work to customers as planned and recognize income according to the plan, leading to higher revenue recognition for the Company.
2. Entering into a transaction with MML, a subsidiary of the Company, would have the opportunity to expand services in this business in the future with other leading petroleum exploration and production companies referencing works and success in decommissioning T&I work for leading petroleum exploration and production companies.
3. The Company receives a higher rate of return from providing financial assistance compared to the prevailing rate of return from various types of investments. This includes comparing the rate of return to interest rates on savings accounts, fixed deposit interest rates, Thai government bond yields, and the financial costs associated with issuing corporate bonds.
4. Entering into a transaction with MML, a subsidiary of the Company, will enable MML to receive financial assistance more quickly than if they were to borrow from external sources. This funding can be used for their operations, ultimately leading to higher revenue recognition for the Company.
5. The company can access MML's information and coordinate more conveniently when dealing with a subsidiary than with external entities. This allows for quicker negotiations and agreement on transaction terms with related parties, compared to negotiations with external entities that may



involve more processes and time to verify the borrower's information before finalizing the transaction.

However, entering into the Transaction has **disadvantages** that shareholders should consider additionally in making a decision and voting for approval of the Transaction as follows.

1. The Company will experience a decrease in operating cash flow when lending some cash to MML, which could impact the Company financial position. This, in turn, may lead to a decrease in the liquid asset ratio.
2. The Company misses out on the opportunity to invest in higher-yield assets instead of lending to MML.
3. The Company has additional responsibilities due to its involvement in transactions with connected persons, as stated in the announcement regarding connected transactions.
4. The Company may not negotiate terms as favorably as it would in a transaction with a third party.

In addition, entering into the Transactions may create **risks** for the Company. This may be caused by factors that can and/or cannot be controlled in various situations that should be further considered as follows.

1. The Company is at risk of defaulting on its debt if MML's operating results do not meet expectations due to various factors. This situation would result in MML being unable to pay principal and interest to the Company.
2. The risk of fluctuating foreign exchange rates will directly affect the Company's financial assistance since the Company's funds in the THB must be converted to USD for this loan.

For the reasonableness of the conditions for entering into the transaction, the IFA has considered that financial assistance in the amount of USD 50.00 million or approximately THB 1,817.42 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023) is **appropriate** as the loan amount is consistent with MML's expenses that will occur according to the plan for using funds from the Company to provide funds for the operation of Cable Laying and operating the Project, This funding is in support of MML's core business, which is anticipated to generate future cash flows. MML will generate higher income and achieve diversified revenue portfolio and reduce revenue dependency from the original core business—subsea-IRM business. Furthermore, MML would have the opportunity to expand services in this business in the future with other leading petroleum exploration and production companies referencing works and success in decommissioning T&I work for leading petroleum exploration and production companies. Therefore, receiving financial assistance from TTA will provide MML with the potential for sustainable business expansion and stable revenue,



accordingly TTA's consolidated financial statements improve. Moreover, the decommissioning T&I project's customer is leading petroleum exploration and production company in Thailand who is a long-standing customer with good credit history. In conclusion, this financial assistance will enable MML to operate smoothly, increasing its revenue and net profit which will result in an increase in revenue and net profit of TTA's consolidated financial statements as well. It is anticipated that this will result in higher dividend payments for the Company. Furthermore, the debt repayment schedule for the USD 50.00 million loan is consistent with MML's ability to service its debt and its financial management policy. According to financial consultants' estimates, MML has the ability to service its debt from 2023 to 2026 and will still have net cash remaining after repaying the loan to the company in 2026. Moreover, when analyzing the sensitivity of the cash flow mentioned above. If estimated service income excluding backlog decreases by 10.00 percent and estimated gross profit decreases by 10.00 percent, there will be sufficient cash flow to repay debt throughout the loan period. But if the estimated service income excluding the backlog decreases by 20.00 percent and the estimated gross profit decreases by 20.00 percent, there is insufficient cash flow to repay debts. MML may request an extension of the loan repayment period from the Company. Go out or may issue debentures to repay such loans. To be consistent with future operating results. In addition, the Company holds 58.22 percent of MML total shares issued and paid-up. Therefore, the Company has control over voting rights in MML more than 50.00 percent and has control over majority of votes in the shareholders' meeting of MML. As a result, the Company will be able to know the financial status of MML as well as closely monitor factors that may cause the risk of debt default. The interest rate of 7.00 percent per year is considered appropriate for this transaction as it offers a higher return compared to various types of investments and the financial cost of the Company.

Therefore, after considering the reasonableness and the reasonableness of the Transaction, **IFA has the opinion that the connected transaction of the Company is an appropriate transaction**, and the shareholders should approve the Transaction. Whereby, the shareholders should consider the information, opinion, and details in preparing the opinion of the IFA mentioned above, including the advantages and disadvantages of entering into the Transaction. However, the decision to approve or disapprove of entering into the Transaction is mainly at the discretion of the shareholders.



2. Characteristics and details of the transaction

2.1 Background and purpose of the transaction

With reference to Thoresen Thai Agencies Public Company Limited (“TTA” or “the Company”) in its Board of Directors’ Meeting No. 06/2023 held on 25 September 2023, a resolution was passed to propose providing a loan to MML, a listed company on the Stock Exchange of Singapore and a subsidiary of our company, which holds 58.22 percent of its total issued and sold shares. MML requires working capital for the Cable Laying and project operations, amounting to USD 55.00 million or approximately THB 1,999.16 million, It should be noted that MML received this amount from the Company on 29 September 2023, the remaining working capital needed for this transaction is USD 50.00 million or approximately THB 1,817.42 million, with details as follows.

- 1) The loan amount of USD 5.00 million, or approximately THB 181.74 million, objective the deposit for the purchase of equipment for cable installation. Which is required in October 2023, it should be noted that MML received this amount from the Company on 29 September 2023, with an annual interest rate of 7.00 percent, payable over a period of 2 years, and without collateral.
- 2) The loan amount of USD 20.00 million, or approximately THB 726.97 million, objective the expenses for enhancing the capabilities of cable laying and investing in underwater exploration using remotely operated vehicles (ROVs). This tranche of fund is required in December 2023.

It is expected that revenue recognition for 1) and 2) amounting to approximately USD 222.19 million or approximately THB 8,076.25 million, will commence from the year 2024 to 2026. This accounts for 11.25 percent of 1) and 2), with details as follows:

- The expenses related to upgrading the system for the cable laying project to expand the scope of operations, enhance the capabilities for cable laying, and improve the quality of operations to make them more efficient, the amount is USD 16.00 million or approximately THB 581.57 million.
 - The investment expenses related to underwater exploration work using remotely operated vehicles (ROVs) to invest in equipment for use in remotely operated vehicles (ROVs), as well as operational costs to help MML improve its efficiency in providing subsea engineering business services, the amount is USD 9,000,000 or approximately THB 327,135,600.
- 3) The loan amount of USD 30.00 million, or approximately THB 1,090.45 million, objective the expenditure for working capital in carrying out the decommissioning T&I project in the Gulf of Thailand as per the contract with a leading petroleum exploration and production company in Thailand, dated 10 August 2023. This tranche of fund is required by December 2023.



It is anticipated that the total revenue for the decommissioning T&I project, amounting to approximately USD 456.97 million or approximately THB 16,610.28 million, will begin to be recognized from the year 2023 to 2026. This constitutes 6.56 percent of the decommissioning T&I project's revenue and is calculated as borrowing costs.

Furthermore, the sources of funds that MML can obtain include capital increase, bond issuance, credit facilities from financial institutions, and loans from affiliated companies. However, with regard to capital increases, the timeframe for paying dividends to shareholders after such a capital increase would be longer than repaying loans. This is because MML needs to offset accumulated losses before it can proceed with dividend payouts. For loans from shareholders based on their proportional ownership, MML, as a company listed on the Singapore Stock Exchange, must obtain approval from shareholders beforehand. When considering bond issuance and credit facilities from financial institutions, MML has time constraints for fund utilization within October to December 2023. MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of loan of USD 50.00 million or approximately THB 1,817.42 million, from TTA, in its capacity as the parent company (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023).

This transaction is categorized as a connected transaction, where the Company holds more shares than connected persons. This falls under the regulations stipulated in the Capital Market Supervisory Board's Announcement No. TorChor. 21/2008, which outlines rules for conducting connected transactions, and the Stock Exchange of Thailand's announcement regarding information disclosure and operations of listed companies in the 2003 connected transactions. The total value of this transaction is approximately 55.42 million US dollars, including both principal and interest throughout the loan period, which is equivalent to about 2,014.42 million baht (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023). This transaction represents approximately 9.08 percent of the Company's net tangible assets (Net Tangible Asset: NTA) as per the latest consolidated financial statements as of June 30, 2023. The Company's responsibilities in this matter include the following:

- 1) disclose the information of the transaction to the Stock Exchange of Thailand.
- 2) appoint an independent financial advisor, whereby the Company appointed **Avantgarde Capital Co., Ltd.** as an independent financial advisor to provide an opinion on the Company's connected transaction to the shareholders for consideration and approval of the transaction



and deliver such opinion to the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”); and

- 3) seek approval for entering into the Company’s connected transaction from a shareholders’ meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, where the Company must send a notice of such meeting to the shareholders at least 14 days prior to the meeting date.

2.2 Date of Transaction

The Company will be able to enter into the transaction after receiving approval from the e-EGM No. 1/2023 of the Company. The entry into the transaction and the value of each financial assistance will depend on the need for capital of the Company. MML and the Company's ability to provide financial assistance at that time.

2.3 Contract parties and their relationship

Financial Assistance Provider	The Company
Financial Assistance Receiver	MML
Relationship	The company holds 58.22 percent in aggregation of both direct and indirect of the total shares issued and paid-up. (directly Holding 49.53 percent and indirectly, through two of its 99.99 and 100 percent owned subsidiaries, 1.44 percent through Athene Holdings Ltd. (“ATH”) and 7.25 percent through Soleado Holdings Pte. Ltd. (“SOH”) respectively). Major shareholders and some directors of the Company are shareholders and directors of MML.



The list of directors who are related and the nature of the relationship between the Company and MML totals 5 persons, details as follows:

Name	The Company (as of 29 September 2023) ^{1/}	MML (as of 10 August 2023) ^{2/}
Mr. Chalermchai Mahagitsiri (Ms. Ausana Mahagitsiri's brother and Mr. Kamolsut Dabbaransi's brother-in-law)	<ul style="list-style-type: none"> Executive Director President and Chief Executive Officer Member of Executive Committee Chairman of Investment Committee Hold the Company both directly and indirectly 23.47 percent 	<ul style="list-style-type: none"> Non-Executive Director President and Chief Executive Officer Deputy Chief Executive Officer Hold the Company both directly and indirectly 24.31 percent
Mr. Prasert Bunsumpun	<ul style="list-style-type: none"> Chairman of the Board Non-Executive Director Chairman of Executive Committee Hold the Company directly 0.01 percent 	<ul style="list-style-type: none"> Non-Executive Director Chairman of the Board Chairman of Executive Committee Hold the Company both directly and indirectly 0.006 percent
Mr. Jean Pual Thevenin	<ul style="list-style-type: none"> Non-Executive Director Member of Executive Committee Member of Risk Management Committee Member of Investment Committee Member of Corporate Governance Committee 	<ul style="list-style-type: none"> Non-Executive Director Member of Executive Committee Chairman of Risk Management Committee Member of Audit Committee Member of Nomination Committee Member of Remuneration Committee
Ms. Ausana Mahagitsiri (Mr. Chalermchai Mahagitsiri's sister and Mr. Kamolsut Dabbaransi's spouse)	<ul style="list-style-type: none"> Executive Director Deputy Chief Executive Officer Member of Executive Committee Member of Nomination and Remuneration Committee Member of Corporate Governance Committee Hold the Company directly 5.48 percent 	<ul style="list-style-type: none"> Hold MML both directly and indirectly 7.69 percent
Mr. Kamolsut Dabbaransi (Ms. Ausana Mahagitsiri's spouse and Mr. Chalermchai Mahagitsiri's brother-in-law)	<ul style="list-style-type: none"> Executive Director Senior Executive Vice President, Head of Food & Beverage Chairman of Sustainable Development Committee 	

Note: 1/ Information as of the Company's latest book closing date, September 29, 2023, and shareholding details can be found in Appendix 4.1.

2/ Latest MML information as of 10 August 2023, and includes shareholding details.



According to the Board of Directors Meeting No. 06/2023 held on 25 September 2023, the list directors above have conflict of interest in entering into the transaction. Those persons did not attend the meeting and did not have rights to vote for this agenda.

Mr. Chalermchai Mahagitsiri may have conflicts of interest hold more than 10.00 percent of MML since he has high credential experience and knowledge in marine transportation and offshore services businesses as well as management experience in joint ventures with leading international companies such as 1st ranked company in global food and beverage manufacturers and the world's sixth-ranked steel producer in South Korea. Hence, Mr. Chalermchai Mahagitsiri's expertise and his international business relations are important success factor for MML to build credential and gain trust from international counterparties in various regions of the world including the Middle East, North Africa, and Southeast Asia. Moreover, MML is a listed company on the Singapore Exchange. Mr. Chalermchai's shareholding in MML provides confidence to stakeholders, local and international investors, and joint venture counterparties. For example, a joint venture under MML's subsidiary successfully developed robotic and artificial intelligence technologies for subsea IRM services. This technology will increase the Company's core competency to compete in subsea IRM services business more effectively and result in earnings growth.

2.4 Type and size of the transaction

The financial assistance transaction is considered a connected transaction as the Company and MML have common directors and shareholders. This transaction is considered as a connected transaction on offering financial assistance according to the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions, and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 and its amendments (together called "Announcement of Connected Transactions") The key components as follow:

1. **Being a connected person:** Since the Company holds 58.22 percent of total shares in MML and there are 5 connected persons consisting of Mr. Chalermchai Mahagitsiri, Mr. Prasert Bunsumpun, Mr. Jean Pual Thevenin, Ms. Ausana Mahagitsiri, and Mr. Kamolsut Dabbaransi, whom will be called "directors with conflicts of interests" under the definition of a connected persons.
2. **Calculation of the connected transaction per the details below:** this transaction size is USD 55.42 million or equal to THB 2,014.42 million, consisting of USD 50.00 million or equal to THB 1,817.42 million in principal and USD 5.42 million or equal to THB 197.00 million in interest (USD 1: THB 36.3484, reference with foreign exchange rate announced by the Bank of Thailand as of 20 September 2023), equivalent to 9.08 percent of the Company's Net Tangible Assets (NTA). The details are shown below.



Transaction	Guideline	Size
Financial assistance to MML	Principal and Interest NTA of the Company ^{1/}	= $\frac{1,817.42 + 197.00}{22,180.98} = 9.08$ Percent

Note: Net total assets (NTA) = Total assets – Intangible assets – Total liability – non-controlling interests (if any)

Connected Transaction over the past 6 months: The financial assistance transactions that occurred within 6 months prior to the date of approval by the board of directors. The total transaction size of the Company is 9.08%. The scale of related party transactions in the past 6 months is as follows:

Transaction over the past 6 months	Date	Transaction size (Percent)
1. Corporate guarantee to MML in the amount of USD 3.00 million	21 September 2023	0.62
2. Corporate guarantee to MML in the amount of USD 5.95 million	21 September 2023	1.20
3. Financial assistance to MML in the amount of USD 5.00 million	25 September 2023	0.91
4. Financial assistance to MML in the amount of USD 50.00 million	Subject to approval by the e-EGM No. 1/2023	9.08
Total		11.81

In this regard, the total value of the loan with its interest over the loan period for this transaction is no more than THB 2,014.42 million, which has the transaction size of 9.08 percent of NTA according to the audited consolidated financial statements of the Company and its subsidiaries ended 30 June 2023 (NTA are equal to THB 21,064.64 million) by KPMG Phoomchai Audit.co., ltd. When combining the size of connected transaction size over the past 6 months, this results in the total value of transaction is 11.81 percent. therefore, the Company is required to:

- 1) disclose the information of the Transaction to the Stock Exchange of Thailand.
- 2) appoint an independent financial advisor, whereby the Company appointed **Avantgarde Capital Company Limited** as an independent financial advisor to provide an opinion on the Company’s connected transaction to the shareholders for consideration and approval of the Transaction and deliver such opinion to the Securities and Exchange Commission (“**SEC**”) and the Stock Exchange of Thailand (“**SET**”); and
- 3) seek approval for entering into the Company’s connected transaction from a shareholders’ meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders, where



the Company must send a notice of such meeting to the shareholders at least 14 days prior to the meeting date.

2.5 Summary of key conditions and terms of entering into the transaction

Term and Conditions	Details																											
Credit parties	The Company as a “Financial Assistance Provider” MML as a “Financial Assistance Receiver”																											
Credit details	Non-Revolver Loan does not exceed USD 50.00 million or equals to THB 1,817.42 million ^{1/}																											
Objectives	Working capital for subsea pipe laying operations (Cable Laying) and installation projects and demolition under the sea (Decommissioning T&I).																											
Interest	7.00 percent per annum. The payment is made on the last business day in each quarter.																											
Repayments	<p>Within 3 years. The Company and MML have initially negotiated on the following payment plan:</p> <table border="1"> <thead> <tr> <th>Date</th> <th>Amount (MUSD)</th> <th>Amount (MTHB)^{1/}</th> </tr> </thead> <tbody> <tr> <td>30 September 2024</td> <td>3.50</td> <td>127.22</td> </tr> <tr> <td>31 December 2024</td> <td>4.00</td> <td>145.39</td> </tr> <tr> <td>31 March 2025</td> <td>24.00</td> <td>872.36</td> </tr> <tr> <td>30 June 2025</td> <td>3.00</td> <td>109.05</td> </tr> <tr> <td>30 September 2025</td> <td>5.00</td> <td>181.74</td> </tr> <tr> <td>31 December 2025</td> <td>5.00</td> <td>181.74</td> </tr> <tr> <td>31 March 2026</td> <td>5.50</td> <td>199.92</td> </tr> <tr> <td>Total</td> <td>50.00</td> <td>1,817.42</td> </tr> </tbody> </table>	Date	Amount (MUSD)	Amount (MTHB) ^{1/}	30 September 2024	3.50	127.22	31 December 2024	4.00	145.39	31 March 2025	24.00	872.36	30 June 2025	3.00	109.05	30 September 2025	5.00	181.74	31 December 2025	5.00	181.74	31 March 2026	5.50	199.92	Total	50.00	1,817.42
Date	Amount (MUSD)	Amount (MTHB) ^{1/}																										
30 September 2024	3.50	127.22																										
31 December 2024	4.00	145.39																										
31 March 2025	24.00	872.36																										
30 June 2025	3.00	109.05																										
30 September 2025	5.00	181.74																										
31 December 2025	5.00	181.74																										
31 March 2026	5.50	199.92																										
Total	50.00	1,817.42																										
Default interest rate	9.00 per annum.																											
Collateral	None.																											
Conditions that may affect the rights of shareholder	None.																											

Note: 1/ USD 1: THB 36.3484, reference with foreign exchange rate announced by the Bank of Thailand as of 20 September 2023



2.6 Meeting attendance and voting in the meeting of the board of directors and interested directors

According to the Board of Directors Meeting No. 06/2023 held on 25 September 2023, there are 5 directors who have conflict of interest: of Mr. Chalermchai Mahagitsiri, Mr. Prasert Bunsumpun, Mr. Jean Pual Thevenin, Ms. Ausana Mahagitsiri, and Mr. Kamolsut Dabbaransi. Those persons did not attend the meeting and did not have rights to vote for this agenda.

2.7 Summary of Thoresen Thai Agencies Public Company Limited

Details appear in Appendix 4.1

2.8 Summary of Mermaid Maritime Public Company Limited

Details appear in Appendix 4.2



3. Appropriateness for entering into the transaction

3.1 Objective and necessity of the transaction

MML provides offshore services focusing on engineering works that requires specially designed ships and equipment such as underwater diving equipment, remote control underwater vehicle and expertise which can be divided into the following: 1) Inspection, Repair and Maintenance or IRM 2) Cable Lay and 3) Transportation & Installation and Decommissioning or T&I and Decommissioning

For the objective of entering into the transaction of financial assistance to MML, a company listed on the Stock Exchange of Singapore and is a subsidiary of the Company holds 58.22 percent of all issued and paid-up shares, it is a necessary assistance to enable MML has a need for funds during 2023 - 2026, totaling approximately USD 50.00 million. Throughout the project period, MML is required to use working capital for Cable Laying and project operations. This requires working capital in the total amount of USD 50.00 million or approximately THB 1,817.42 million, with details as follows, 1) Expenses for improving the potential for cable lay project and expenses for invest in undersea exploration work with a Remotely Operated Vehicle (ROV) in the amount of USD 20.00 million. 2) Working capital expenses for implementing the installation project, and demolition under the sea (Decommissioning T&I) according to the signed contract with the customer, which is a leading company in petroleum exploration and production in Thailand, in the amount of USD 30.00 million, MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of loan of USD 50.00 million or approximately THB 1,817.42 million, from TTA, in its capacity as the parent company (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023), helping as needed. To provide funds for the Cable Laying operation and project operations, the Company calculates a return at an interest rate of 7.00 percent per year (which is the interest rate plus the risk-additional return of Company) that has better returns than investing in deposits with financial institutions or other general short-term investment management forms. The Company expects that entering into this transaction will help MML carry out its work as promised. The signature with the customer went smoothly. Able to deliver work to customers and recognize income according to MML's plan, which helps MML reduce its dependence on income from undersea exploration, repair, and maintenance (IRM) business. In addition, MML has opportunities to expand. Continuing to provide services in this business in the future to customers of other leading E&P companies by referring work and success in decommissioning, transportation, and installation work to leading E&P companies, resulting in MML Has the potential to expand a sustainable



business and have stable income. This results in higher income according to the Company's consolidated financial statements.

3.2 History of providing financial assistance to the Company

During 1 January 2020 – 25 September 2023, the Company has the financial assistance transactions between the Company and MML as follows:

Lender	Borrower	Transaction	Amount of Assistance (MUSD)	Interest rate (Percent)	Repayment Date
The Company	MML	27 December 2021	5.00	7.00	Last business day of March 2025 ^{1/}
The Company	MML	16 December 2022	4.00	7.00	On call But within 12 months ^{1/}
The Company	MML	10 February 2023	7.50	7.00	On call But within 24 months ^{1/}
The Company	MML	27 April 2023	12.50	7.00	Last business day of December 2025 ^{1/}
The Company	MML	25 September 2023	5.00	7.00	Last business day of September 2026 ^{1/}
Total			34.00		

Note: 1/ The Company has informed MML that it has received an extension of the debt repayment period until 31 March 2025 due to MML's liquidity situation.

On 27 December 2021, during the Company's board meeting No. 07/2021, it was approved to provide financial assistance to MML in the form of a non-revolving loan not exceeding USD 5.00 million with an interest rate of 7.00% per annum. The purpose of this financial assistance was to use it as working capital for MML's operations, with the repayment due by 30 June 2023. However, on 30 June 2023, the Company made an amendment to the repayment schedule for the mentioned loan. The new repayment deadline was changed to 31 March 2025.

On 16 December 2022, during the Company's board meeting No. 01/2022, it was approved to provide financial assistance to MML in the form of a non-revolving loan not exceeding USD 4.00 million with an interest rate of 7.00% per annum. The purpose of this financial assistance was to use it as working capital for MML's operations, with the repayment due by 16 December 2024. However, on 7 August 2023, the Company made an amendment to the repayment schedule for the mentioned loan. The new repayment deadline was changed to 31 March 2025.

On 10 February 2023, during the Company's board meeting No. 01/2023, it was approved to provide financial assistance to MML in the form of a non-revolving loan not exceeding USD 7.50 million with an interest rate of 7.00% per annum. The purpose of this financial assistance was to use it as working



capital for MML's operations, with the repayment due by 10 February 2025. However, on 7 August 2023, the Company made an amendment to the repayment schedule for the mentioned loan. The new repayment deadline was changed to 31 March 2025.

On 10 February 2023, during the e-AGM from the year 2023, it was approved to provide financial assistance to MML in the form of a non-revolving loan not exceeding USD 12.50 million with an interest rate of 7.00% per annum. The purpose of this financial assistance was to use it as working capital for MML's operations, with the repayment due by 30 June 2025. However, on 29 September 2023, the Company made an amendment to the repayment schedule for the mentioned loan. The new repayment deadline was changed to 31 December 2025.

On 25 September 2023, during the Company's Board of Directors meeting No. 06/2023, it was approved to provide financial assistance to MML in the form of a non-revolving loan not exceeding USD 5.00 million with an interest rate of 7.00% per annum. The purpose of this financial assistance was to use it as an investment in MML's business operations.

3.3 Repayment plan for entering into this transaction

According to the conditions in the draft credit agreement between the Company and MML, which determines the repayment plan for financial assistance of this transaction. The total amount does not exceed USD 50.00 million, equivalent to THB 1,817.42 million, which is divided into 4 installments as follows:

Table of repayment schedule for financial assistance of this transaction

Date	Amount (MUSD)	Equivalent Amount (MTHB) ^{1/}
30 September 2024	3.50	127.22
31 December 2024	4.00	145.39
31 March 2025	24.00	872.36
30 June 2025	3.00	109.05
30 September 2025	5.00	181.74
31 December 2025	5.00	181.74
31 March 2026	5.50	199.92
Total	50.00	1,817.42

Source: Draft credit agreement between the Company and MML.

Note: 1/ The exchange rate of USD 1 equal to THB 36.3484 announced by the Bank of Thailand on 20 September 2023.

The debt repayment schedule is consistent with the debt repayment ability, and MML's liquidity management policy, as well as setting the debt repayment schedule in 7 installments, allowing MML to plan principal and interest payments. From the independent financial advisor's estimate of MML's operating performance between 2023 - 2026, which is the period during which related transactions occur until the expiration date of the loan agreement between The Company and MML, it is found



that MML will have the ability Debt repayment of the business from 2023 - 2026. After repaying all loans to the Company in 2026, MML still has net cash remaining after debt repayment equal to USD 57.60 million. or equivalent to THB 2,093.67 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023).

3.4 Impacts from financial assistance to the Company

According to the Company's financial statement in 2Q/2023, the company has highly liquid assets of THB 6,781.52 million, consisting of THB 5,647.20 million in cash and cash equivalents and THB 1,134.32 million in other current financial assets, which is sufficient to provide the financial assistance to MML in the amount of USD 55.00 million or equivalent to THB 1,999.16 million. (USD 1: THB 36.3484, reference with foreign exchange rate announced by the Bank of Thailand as of 20 September 2023). As a result, the Company will have highly liquid assets in the amount of THB 4,782.36 million after providing the financial assistance. Moreover, the Company's quick ratios are higher than 1.00 times from 2018 to 2022 and Q2/2023, which means the Company's current assets are higher than the Company's current liabilities over the period. In Q2/2023, the Company has quick ratio of 7.72 times. As a result, the Company will have quick ratio of 6.71 times after providing the financial assistance.

Considering the Company's financial position in 2Q/2023, the Company has total assets of THB 41,522.85 million, with highly liquid assets totaling THB 6,781.52 million, consisting of cash and cash equivalents equal to THB 5,647.20 million and current financial assets. Others are THB 1,134.32 million and the Company has total liabilities of THB 7,739.14 million, with total interest-bearing debt of THB 1,897.19 million, consisting of short-term loans from related businesses of THB 389.72 million, debentures of THB 7,221.90 million and lease liabilities of THB 9.46 million, That is, the Company There is a total debt to total assets ratio of 0.19 times, which is sufficient to pay off interest-bearing debt that will occur within 2023 and in the future. Important financial information about the Company can be summarized as follows.

Key financial ratios (Separate financial statement) ¹	2018	2019	2020	2021	2022	Q2/2023	After this transaction
Total highly liquid assets (MTHB)	1,558.42	2,687.31	2,774.25	5,629.35	4,476.87	6,781.52	4,782.36
Quick ratio (times)	5.51	7.45	2.53	4.66	4.59	7.72	6.71
Total liabilities to total assets (times)	0.15	0.14	0.16	0.19	0.13	0.19	0.20

Remark: 1/ Details appear in appendix 4.1

2/ Financial assistance to MML in the total amount of USD 55.00 million.

In addition, the independent financial advisor has performed a sensitivity analysis (Sensitivity Analysis) of foreign currency exchange rates. with an increase and decrease of 5.00 percent in the aforementioned factors This is because it is a factor that directly affects the Company's financial assistance. The change interval of -5.00 to 5.00 percent is sufficient to cover the sensitivity of important



factors of the IFA's assumptions at the time of evaluation, such as changes in interest rates. Inflation rate Thailand economy and other factors in which the said change period is a range of possible sensitivity. The result can be summarized as follows.

Table of Sensitivity Analysis

Changing factors	Changing range
Foreign currency exchange	increase and decrease 5.00 percent. (33.67 – 39.12 THB/USD)

Based on the aforementioned sensitivity analysis. The results of the analysis of the sensitivity of 1) total highly liquid assets 2) quick ratio 3) total liabilities to total asset. In the summary as follows:

Table of sensitivity analysis results

Key financial ratios	Foreign currency exchange rates				
	-5.00%	-2.50%	Base	2.50%	5.00%
Total highly liquid assets (MTHB)	4,929.79	4,832.33	4,782.36	4,732.37	4,629.92
Quick ratio (times)	6.79	6.74	6.71	6.69	6.63
Total liabilities to total assets (times)	0.20	0.20	0.20	0.20	0.20

Source: The IFA's estimation

From the table above, when performing a sensitivity analysis of 1) total assets with high liquidity are between THB 4,629.92 - 4,929.79 million 2) liquidity ratio is between 6.63 - 6.79 times 3) total debt to equity ratio Total assets equal to 0.20 times.

Considering a 5.00% increase in foreign exchange rates, the total amount of highly liquid assets is THB 4,629.92 million. The total amount of interest liabilities is THB 1,897.19 million, with sufficient cash to assist MML.

Therefore, when entering into this transaction, the Company possesses sufficient cash to provide financial assistance without adversely affecting its financial position. Consequently, the Company faces relatively low risk as a result of this transaction. Additionally, the independent financial advisor has assessed the risk in the event that MML is unable to repay the entire amount of the assistance to the Company. The Company retains the capability to manage cash flow effectively to cover interest-bearing debt that will become due and its operating expenses. Furthermore, there remains ample capital available for the company's future investment plans.



3.5 Analysis of MML's loan repayment ability

Due to entering this financial assistance transaction, there is a loan period of not more than 3 years from the date of such transaction. Therefore, the IFA has estimated the performance of MML between 2023 and 2027, which is the period of the transaction until the maturity date. The termination of the loan agreement between the Company and MML was determined by analyzing information from MML's financial statements audited by the auditor, KPMG Phoomchai Audit Ltd., for the period ended 31 December 2018 to 30 June 2023, including references to information, documents, evidence, and news that are publicly disclosed, and MML's management interview to assess MML's loan repayment capability based on the details of the following assumptions:

Assumptions

Items	Assumption details					
(1) Revenue from services	Revenue from services consists of 1) Revenue from Inspection, Repair and Maintenance (IRM), 2) Revenue from Cable Lay service, and 3) Revenue from Transportation & Installation and Decommissioning or T&I and Decommissioning.					
	The IFA has examined the employment contract information and found that most of MML's customers are world-renowned in the oil and gas industry and are employed on a long-term and ongoing basis. Because MML has a long experience in operations, it can operate according to the customer's requirements and strictly comply with the rules and conditions of the customer and the operating country. The employment contract ranges from 3 months to 24 months or more, depending on the risks of the industry and the scope of work received. The IFA has examined the backlog and revenue from services in the past 5 years of MML as follows:					
	Unit: USD Million	2018A	2019A	2020A	2021A	2022A
	Total backlog value		94.77	109.01	106.89	190.10
	The growth rate of backlog (percentage)			15.03	(1.94)	77.85
	Revenue from services					
	Sub-sea IRM	94.76	105.93	83.78	82.27	113.68
	Cable Laying		-	-	22.07	53.07
	Decommissioning T&I		-	-	7.25	57.19
	Total revenue from services	94.76	105.93	83.78	111.59	223.94
The growth rate of revenue from services (percentage).		11.79	(20.91)	33.19	100.68	



Items	Assumption details																																																																				
	<p>From the above table, it is evident that the backlog value of MML has consistently increased every year, rising from USD 94.77 million in 2022 to USD 190.10 million in 2025. This represents a Compound Annual Growth Rate (CAGR) of 26.12 percent. This growth can be attributed to MML's expansion into the decommissioning and installation services market, leading to the establishment of offshore transportation services, installation services, and Decommissioning T&I services. MML now provides services in construction, subcontracting, cable laying, and subsea pipeline projects. It is noteworthy that the actual revenue generated by MML in most cases exceeds the backlog, demonstrating MML's operational capabilities and the trust it has gained from both existing and new clients in securing contracts.</p> <p>MML currently has a signed backlog value and will be recognized as revenue in the future. Details in 2023 - 2026 are as follows:</p>																																																																				
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #002060; color: white;">Unit: USD Million</th> <th style="background-color: #002060; color: white;">2023F</th> <th style="background-color: #002060; color: white;">2024F</th> <th style="background-color: #002060; color: white;">2025F</th> <th style="background-color: #002060; color: white;">2026F</th> </tr> </thead> <tbody> <tr> <td colspan="5" style="text-align: center; background-color: #002060; color: white;">Backlog Value</td> </tr> <tr> <td>Sub-sea IRM</td> <td style="text-align: right;">120.00</td> <td style="text-align: right;">131.87</td> <td style="text-align: center;">-</td> <td style="text-align: right;">111.58</td> </tr> <tr> <td>Cable Laying</td> <td style="text-align: right;">27.00</td> <td style="text-align: right;">8.77</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Decommissioning T&I</td> <td style="text-align: right;">55.00</td> <td style="text-align: right;">243.13</td> <td style="text-align: right;">112.71</td> <td style="text-align: right;">2.42^{1/}</td> </tr> <tr> <td>Total backlog Value</td> <td style="text-align: right;">202.00</td> <td style="text-align: right;">383.77</td> <td style="text-align: right;">112.71</td> <td style="text-align: right;">114.00</td> </tr> <tr> <td>The growth rate of backlog (percentage)</td> <td></td> <td style="text-align: right;">89.99</td> <td style="text-align: right;">(70.63)</td> <td style="text-align: right;">1.14</td> </tr> <tr> <td colspan="5" style="text-align: center; background-color: #002060; color: white;">Estimated Revenue from services</td> </tr> <tr> <td>Sub-sea IRM</td> <td style="text-align: right;">161.45</td> <td style="text-align: right;">147.45</td> <td style="text-align: right;">134.50</td> <td style="text-align: right;">129.58</td> </tr> <tr> <td>Cable Laying</td> <td style="text-align: right;">30.64</td> <td style="text-align: right;">62.20</td> <td style="text-align: right;">73.29</td> <td style="text-align: right;">93.45</td> </tr> <tr> <td>Decommissioning T&I</td> <td style="text-align: right;">83.93</td> <td style="text-align: right;">295.12</td> <td style="text-align: right;">172.41</td> <td style="text-align: right;">204.23</td> </tr> <tr> <td>Total revenue from services</td> <td style="text-align: right;">276.01</td> <td style="text-align: right;">504.77</td> <td style="text-align: right;">380.20</td> <td style="text-align: right;">427.25</td> </tr> <tr> <td>The growth rate of revenue from services (percentage).</td> <td></td> <td style="text-align: right;">82.88</td> <td style="text-align: right;">(24.68)</td> <td style="text-align: right;">12.38</td> </tr> </tbody> </table>				Unit: USD Million	2023F	2024F	2025F	2026F	Backlog Value					Sub-sea IRM	120.00	131.87	-	111.58	Cable Laying	27.00	8.77	-	-	Decommissioning T&I	55.00	243.13	112.71	2.42 ^{1/}	Total backlog Value	202.00	383.77	112.71	114.00	The growth rate of backlog (percentage)		89.99	(70.63)	1.14	Estimated Revenue from services					Sub-sea IRM	161.45	147.45	134.50	129.58	Cable Laying	30.64	62.20	73.29	93.45	Decommissioning T&I	83.93	295.12	172.41	204.23	Total revenue from services	276.01	504.77	380.20	427.25	The growth rate of revenue from services (percentage).		82.88	(24.68)	12.38
Unit: USD Million	2023F	2024F	2025F	2026F																																																																	
Backlog Value																																																																					
Sub-sea IRM	120.00	131.87	-	111.58																																																																	
Cable Laying	27.00	8.77	-	-																																																																	
Decommissioning T&I	55.00	243.13	112.71	2.42 ^{1/}																																																																	
Total backlog Value	202.00	383.77	112.71	114.00																																																																	
The growth rate of backlog (percentage)		89.99	(70.63)	1.14																																																																	
Estimated Revenue from services																																																																					
Sub-sea IRM	161.45	147.45	134.50	129.58																																																																	
Cable Laying	30.64	62.20	73.29	93.45																																																																	
Decommissioning T&I	83.93	295.12	172.41	204.23																																																																	
Total revenue from services	276.01	504.77	380.20	427.25																																																																	
The growth rate of revenue from services (percentage).		82.88	(24.68)	12.38																																																																	
	<p>Note: In 2026, contracts for certain projects expired, resulting in MML not recognizing revenue from the backlog for Offshore Transportation Services, Installation Services, and Decommissioning T&I</p>																																																																				
	<p>From the above table, it is evident that MML's future backlog value continues to increase. It rose from USD 190.10 million in 2022 to USD 117.33 million and USD 383.77 million in 2023 and 2567 respectively. This represents a Compound Annual Growth Rate (CAGR) of 42.08 percent. This growth can be attributed to MML's expansion into the Decommissioning and T&I (Transportation and Installation) service market in August 2023. During this period, MML secured contracts with a leading exploration and production company in Thailand,</p>																																																																				



Items	Assumption details
	<p>resulting in an increased backlog value for Decommissioning and T&I services, totaling USD 43.18 million and USD 243.13 million in 2023 and 2024 respectively.</p> <p>However, it is noteworthy that MML's backlog value stabilized at USD 112.71 million and USD 114.00 million in 2025 and 2026 respectively. This adjustment occurred due to contract delays in the Subsea Inspection, Repair, and Maintenance (IRM) projects. These delays led to an accelerated recognition of revenue for MML in 2024, resulting in a backlog value of USD 58.04 million, which was originally scheduled for recognition in 2568. Additionally, in 2027, there were contract expirations in certain projects, leading to MML not recognizing any backlog revenue for Transportation and Installation services, as well as Decommissioning T&I services.</p> <p>Considering the above table, IFA has provided an estimation for MML's actual revenue generation in the future. This estimation reflects a Compound Annual Growth Rate (CAGR) of 15.68% between the years 2023 and 2026. This growth is attributed to several factors, including the value of partially signed backlog contracts, along with the continued trust from existing customers in contract renewals, as well as engagements with new clients in signing contracts with MML, all of which contribute positively to this projection. As a result of (1) significant revenue from MML's Subsea Inspection, Repair, and Maintenance (Subsea IRM) projects comes from major clients, who are oil producers in the Central East region. These are secured through long-term annual service contracts established through collaborations between MML and local partners in the Central East region. These contracts have been consistently renewed up until the present. When combined with the industry trends, it is projected that the investment expenditure in offshore oil and gas will experience an average annual growth rate of 6.50% from 2564 to 2568, as referenced in the Oil & Gas Global Capex Outlook^{1/} Expanding the business in the areas of (2) Cable Laying services provided by MML in the Republic of South Africa, where there are few competitors, increases MML's chances of winning projects in this field. Furthermore, (3) the expansion of services in the Transport, Installation, and Decommissioning (T&I) projects benefits from the Ministry of Energy's regulations to permanently close and abandon wells. This includes the removal, relocation, or destruction of structures in the sea that are no longer useful, such as production platforms, natural gas burning platforms, and other necessary facilities for the production, storage, or transportation of petroleum. This is particularly relevant in the Gulf of Thailand, where there are over 400 drilling platforms that need to be decommissioned. Therefore, IFA believes that MML has the potential to generate revenue as estimated above, which is a conservative estimate based on sound reasoning.</p> <p>Note: 1/ For further information, please refer to section 4.2.8 Industry Overview and Business Trends.</p>



Items	Assumption details																														
(2) Cost of services	<p>The cost of services consists of 1) project expenses, most of which is the cost of divers and engineers, 2) vessel running costs, and 3) overhead costs. The IFA determines the assumptions of cost of services based on the ratio of cost of services to revenue from each type of service according to interviews with the management of MML as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #002060; color: white;">Cost to revenue ratio (percent)</th> <th style="background-color: #002060; color: white;">2023F</th> <th style="background-color: #002060; color: white;">2024F</th> <th style="background-color: #002060; color: white;">2025F</th> <th style="background-color: #002060; color: white;">2026F</th> </tr> </thead> <tbody> <tr> <td>Sub-sea IRM</td> <td style="text-align: center;">116.22</td> <td style="text-align: center;">108.28</td> <td style="text-align: center;">99.65</td> <td style="text-align: center;">95.38</td> </tr> <tr> <td>Cable Laying</td> <td style="text-align: center;">35.84</td> <td style="text-align: center;">57.44</td> <td style="text-align: center;">62.43</td> <td style="text-align: center;">77.39</td> </tr> <tr> <td>Decommissioning T&I</td> <td style="text-align: center;">66.01</td> <td style="text-align: center;">253.74</td> <td style="text-align: center;">137.25</td> <td style="text-align: center;">175.81</td> </tr> <tr> <td>Total Cost of services</td> <td style="text-align: center;">218.08</td> <td style="text-align: center;">419.46</td> <td style="text-align: center;">299.32</td> <td style="text-align: center;">348.57</td> </tr> <tr> <td>The proportion of service costs to service revenue (percent)</td> <td style="text-align: center;">85.29</td> <td style="text-align: center;">87.68</td> <td style="text-align: center;">84.57</td> <td style="text-align: center;">86.67</td> </tr> </tbody> </table> <p>The cost of providing services for the years 2023 to 2026 amounts to USD 218.08 million, USD 419.46 million, USD 299.32 million, and USD 348.57 million respectively. This calculation was derived based on the scope of work outlined in the contracted services. IFA has calculated the proportion of service costs to align with the actual operational plan. The resulting proportion of service costs to service revenue falls within the range of 84.57% to 87.68%.</p>	Cost to revenue ratio (percent)	2023F	2024F	2025F	2026F	Sub-sea IRM	116.22	108.28	99.65	95.38	Cable Laying	35.84	57.44	62.43	77.39	Decommissioning T&I	66.01	253.74	137.25	175.81	Total Cost of services	218.08	419.46	299.32	348.57	The proportion of service costs to service revenue (percent)	85.29	87.68	84.57	86.67
Cost to revenue ratio (percent)	2023F	2024F	2025F	2026F																											
Sub-sea IRM	116.22	108.28	99.65	95.38																											
Cable Laying	35.84	57.44	62.43	77.39																											
Decommissioning T&I	66.01	253.74	137.25	175.81																											
Total Cost of services	218.08	419.46	299.32	348.57																											
The proportion of service costs to service revenue (percent)	85.29	87.68	84.57	86.67																											
(3) Selling and administrative expenses	<p>Based on the interviews with the management, MML's ability to manage sales expenses and operations is projected to remain at the current level. The IFA therefore estimates sales and operational expenses based on the actual pro-rated figures from the second quarter of 2566. For the years 2567 to 2569, an annual growth rate of 10.00% is applied to align with the revenue growth from service provision.</p>																														
(4) Share of profit (loss) of associates and joint venture	<p>MML's joint venture partners in the underwater services business are expected to share profits (or losses) from the investment in the joint venture. The IFA has estimated this to be in the range of USD 3.49 to 4.20 million, which closely aligns with the historical average profit (or loss) sharing from joint ventures for MML, which averaged 3.07 million US dollars between 2018 and 2022.</p>																														
(5) Depreciation and amortization	<p>The IFA has determined the depreciation and amortization expenses based on interviews with MML's management, ensuring alignment with accounting policies and the investment expenditure timeline. The depreciation and amortization expenses are as follows for the years 2023 to 2027: USD 25.05 million, USD 27.6 million, USD 27.60 million and USD 18.00 million, respectively.</p>																														
(6) Trade and other receivables	<p>IFA specified a credit collection period of 80 days in 2022 and 70 days in 2023-2025. This adjustment is based on interviews with management, which indicated that after the COVID-19 situation eased, trade creditors have been more punctual with payments. This change aligns with MML's 70-day policy. Additionally, in August 2025, MML signed a contract for underwater installation and</p>																														



Items	Assumption details																									
	decommissioning projects with a leading company, leading to an improved efficiency in debt collection and a reduction in the credit collection period from 2024 onwards.																									
(7) Trade and other payables	IFA has set the trade credit term at 60 days from 2022 to 2025, in line with MML's policy. According to interviews with management, the current trade credit term remains in line with MML's policy, and it is expected to continue in accordance with MML's policy in 2022-2025.																									
(8) Capital expenditure	<p>Capital expenditure of MML consist of</p> <ol style="list-style-type: none"> Investment in equipment and vessels: MML plans to invest USD 22.00 million in equipment and vessels in the year 2024. This is a long-term investment that can be used for operations according to the accounting policy, with a useful lifespan of 5-30 years. Investment in rescue boats for use in projects within Business Zone 1 (Gulf of Thailand and Asia-Pacific Region): MML has plans to invest in rescue boats in the years 2023 – 2026, with amounts of USD 1.40 million, USD 2.00 million, USD 2.00 million, and USD 2.00 million respectively. Investment for dry docking to support underwater civil engineering services, including inspection, repair, and maintenance of equipment, various tools, and engines according to the specified timeframe. MML has plans to dry dock ships for maintenance. The financial consultant refers to the estimated dry docking expenses of MML in the years 2023 – 2026, which are USD 9.10 million, USD 4.00 million, and USD 9.00 million, respectively. <p style="text-align: center;">Capital Expenditure</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #002060; color: white;"> <th>Unit: USD Million</th> <th>2023F</th> <th>2024F</th> <th>2025F</th> <th>2026F</th> </tr> </thead> <tbody> <tr> <td>Sub-sea IRM</td> <td style="text-align: right;">(22.00)</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Cable Laying</td> <td style="text-align: right;">(1.40)</td> <td style="text-align: right;">(2.00)</td> <td style="text-align: right;">(2.00)</td> <td style="text-align: right;">(2.00)</td> </tr> <tr> <td>Decommissioning T&I</td> <td style="text-align: right;">(9.10)</td> <td style="text-align: right;">(4.00)</td> <td style="text-align: right;">(9.00)</td> <td style="text-align: center;">-</td> </tr> <tr style="font-weight: bold;"> <td>Total</td> <td style="text-align: right;">(32.50)</td> <td style="text-align: right;">(6.00)</td> <td style="text-align: right;">(11.00)</td> <td style="text-align: right;">(2.00)</td> </tr> </tbody> </table>	Unit: USD Million	2023F	2024F	2025F	2026F	Sub-sea IRM	(22.00)	-	-	-	Cable Laying	(1.40)	(2.00)	(2.00)	(2.00)	Decommissioning T&I	(9.10)	(4.00)	(9.00)	-	Total	(32.50)	(6.00)	(11.00)	(2.00)
Unit: USD Million	2023F	2024F	2025F	2026F																						
Sub-sea IRM	(22.00)	-	-	-																						
Cable Laying	(1.40)	(2.00)	(2.00)	(2.00)																						
Decommissioning T&I	(9.10)	(4.00)	(9.00)	-																						
Total	(32.50)	(6.00)	(11.00)	(2.00)																						
(9) Loans from parent company	<p>As of June 30, 2023, MML had borrowed a total of USD 29.00 million from the Company. Additionally, MML requested financial assistance from the Company after June 30, 2023, in the amount of USD 55.00 million. The total borrowed amount sums up to USD 84.00 million. The details are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #002060; color: white;"> <th>Amount (Unit: USD Million)</th> <th>Date of Financial Assistance Granted</th> <th>According to the repayment schedule.</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">5.00</td> <td style="text-align: center;">27 December 2021</td> <td style="text-align: center;">By the end of March 2025</td> </tr> <tr> <td style="text-align: center;">4.00</td> <td style="text-align: center;">16 December 2022</td> <td style="text-align: center;">When call upon, but not exceeding 12 months.</td> </tr> </tbody> </table>	Amount (Unit: USD Million)	Date of Financial Assistance Granted	According to the repayment schedule.	5.00	27 December 2021	By the end of March 2025	4.00	16 December 2022	When call upon, but not exceeding 12 months.																
Amount (Unit: USD Million)	Date of Financial Assistance Granted	According to the repayment schedule.																								
5.00	27 December 2021	By the end of March 2025																								
4.00	16 December 2022	When call upon, but not exceeding 12 months.																								



Items	Assumption details		
	7.50	10 February 2023	When call upon, but not exceeding 24 months.
	12.50	27 February 2023	By the end of December 2025
	5.00	25 September 2023	By the end of September 2025
	50.00	Subject to approval at the Annual Shareholders' Meeting for the year 2023.	by the end of March 2569.

Therefore, MML will have a total loan value from the Company of USD 84.00 million after this financial assistance from the Company. MML has a repayment plan for the principal amount as follows:

The debt repayment plan for all items totals of USD 84.00 million.

Amount (Unit: USD Million)	2023F	2024F	2025F	2026F
Repayment: Loan from the Company in the amount of USD 29.00 million.	-	(10.00)	(19.00)	-
Repayment: Loan from the Company in the amount of USD 5.00 million.	-	-	(5.00)	-
Repayment: Loan from the Company in the amount of USD 50.00 million.	-	(7.50)	(37.00)	(5.50)
Total of Repayment Plan	-	(17.50)	(47.00)	(5.50)

- The debt repayment plan for the total amount of USD 29.00 million However, as of June 30, 2023, the Company entered into an amendment agreement to modify the repayment schedule of the aforementioned facility, changing it to be due in full by March 31, 2025.
- The debt repayment plan for the total amount of 5.00 million US dollars is as follows: In 2568, MML plans to repay this amount in 2 equal installments: within June, September: USD 2.50 million each.
- The repayment plan for the total debt of 50.00 million US dollars is outlined as follows: In 2567, MML is scheduled to repay the loan to the Company. The amount is 7.50 million US dollars, with USD 3.50 million due in September and USD 4.00 million due in December. In 2568, there is a plan to repay the loan to the Company amounting to USD 37.00 million. This will be divided into four installments: USD 24.00 million due in March, USD 3.00 million due in June,



Items	Assumption details																
	USD 5.00 million due in September, and USD 5.00 million due in December. In 2569, within March, there is a plan to repay USD 5.50 million.																
(10) Loans from financial institution	<p>As of 30 June 2023, according to the consolidated financial statements, MML had a long-term loan from financial institutions amounting to USD 32.48 million. Additionally, in 2023, MML requested further financial assistance from the Company, amounting to USD 6.00 million. Furthermore, in 2025, there is a plan to request additional financial assistance of USD 20.00 million. The details are as follows:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="background-color: #002060; color: white;">Amount (Unit: USD Million)</th> <th style="background-color: #002060; color: white;">Date of Financial Assistance Requested:</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">6.00</td> <td style="text-align: center;">November 2023</td> </tr> <tr> <td style="text-align: center;">20.00</td> <td style="text-align: center;">November 2025</td> </tr> </tbody> </table> <p>Therefore, the repayment plan for long-term loans from financial institutions is detailed as follows:</p> <p style="text-align: center;">The repayment plan for all outstanding debts is as follows:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="background-color: #002060; color: white;">Amount (Unit: USD Million)</th> <th style="background-color: #002060; color: white;">2023F</th> <th style="background-color: #002060; color: white;">2024F</th> <th style="background-color: #002060; color: white;">2025F</th> <th style="background-color: #002060; color: white;">2026F</th> </tr> </thead> <tbody> <tr> <td>Repayment: Long-term loan from financial institution.</td> <td style="text-align: center;">(14.27)</td> <td style="text-align: center;">(17.47)</td> <td style="text-align: center;">(3.07)</td> <td style="text-align: center;">(6.37)</td> </tr> </tbody> </table>	Amount (Unit: USD Million)	Date of Financial Assistance Requested:	6.00	November 2023	20.00	November 2025	Amount (Unit: USD Million)	2023F	2024F	2025F	2026F	Repayment: Long-term loan from financial institution.	(14.27)	(17.47)	(3.07)	(6.37)
Amount (Unit: USD Million)	Date of Financial Assistance Requested:																
6.00	November 2023																
20.00	November 2025																
Amount (Unit: USD Million)	2023F	2024F	2025F	2026F													
Repayment: Long-term loan from financial institution.	(14.27)	(17.47)	(3.07)	(6.37)													
(11) Interest expense	The IFA estimates the interest to be paid, referencing an average long-term loan interest rate from financial institutions of 7.67 percent. This aligns with the financial statement note of MML. Specifically, the loan interest rate from the Company is 7.00 percent, as stipulated in the loan agreement between the Company and MML.																

Assessment of MML's ability to repay loans from the net cash flow of the business.

The IFA has applied the above assumptions and performed the projection of MML's net cash flow to assess MML's ability to repay the loan. The details are as follows:

(Unit: Million USD)	2023F	2024F	2025F	2026F
Revenue from rendering of services	276.01	504.77	380.20	427.25
Costs of rendering of services	(218.08)	(419.46)	(299.32)	(348.57)
Depreciation and amortization	(25.05)	(27.60)	(27.60)	(18.00)
Gross profit	32.88	57.70	53.27	60.68
Administrative expenses	(19.76)	(21.74)	(23.91)	(26.30)
Other income	1.37	-	-	-
Operating profit	14.49	35.97	29.36	34.38
Share of profit (loss) of associates and joint venture	3.49	4.20	4.20	4.20
EBIT	17.97	40.17	33.56	38.58



(Unit: Million USD)	2023F	2024F	2025F	2026F
Interest Expense	(6.17)	(6.89)	(3.84)	(1.78)
Income tax	(2.36)	(6.66)	(5.94)	(7.36)
Net Profit	9.45	26.62	23.78	29.44
Adjustment:				
Depreciation and amortization	25.05	27.60	27.60	18.00
Share of profit (loss) of associates and joint venture	(3.49)	(4.20)	(4.20)	(4.20)
Change in working capital	(14.89)	(3.20)	4.14	(0.93)
Interest Expense	6.17	6.89	3.84	1.78
Cash flow from operating activities	22.28	53.71	55.16	44.09
Capital expenditure	(33.50)	(6.00)	(11.00)	(2.00)
Short-term loans provided to individuals or related businesses.	(1.00)	-	-	-
Cash flow from investing activities	(34.50)	(6.00)	(11.00)	(2.00)
Proceeds from borrowing from parent company	75.00	-	-	-
Repayment from borrowing from parent company	-	(17.50)	(61.00)	(5.50)
Proceeds from long-term borrowings from financial institution	5.95	-	20.00	-
Repayment from long-term borrowings from financial institution	(14.27)	(17.47)	(3.07)	(6.37)
Lease	(10.44)	(9.60)	(9.00)	-
Income tax	(6.17)	(6.89)	(3.84)	(1.78)
Cash flow from financing activities	50.08	(51.46)	(56.91)	(13.65)
Net increase (decrease) in cash and cash equivalents	37.86	(3.75)	(12.75)	28.44
Cash and cash equivalents at 1 January	7.80	45.66	41.91	29.15
Cash and cash equivalents at 31 December	45.66	41.91	29.15	57.60

Opinion of the IFA on the operating results and loan repayment ability of MML

According to MML's consolidated financial statements for the year 2022, MML's revenue from services was USD 223.94 million, an increase of USD 112.34 million or an increase of 100.67 percent from the year 2021, with revenue from services equal to USD 111.59 million. Due to the relaxation of quarantine measures to prevent the spread of COVID-1, including MML began to recognize revenue from cable lay service, and MML has more Transportation & Installation and Decommissioning (T&I) work. In 2022, MML's performance turned around with a profit of USD 0.34 million or equivalent to a net profit margin of 0.15 percent and a debt service coverage ratio (DSCR) of 1.00 times, indicating that MML has sufficient cash flow to meet its annual debt obligations, including principal repayments. The IFA views that the operating results of MML tend to improve. In addition, most of MML's customers are world-renowned in the oil and gas industry and are employed on a long-term and ongoing basis. Because MML has a long experience in operations, it can operate according to the customer's requirements



and strictly comply with the rules and conditions of the customer and the operating country. Furthermore, the growth of the industry tends to improve, offshore oil and gas investment expenditure is projected to grow at a CAGR of 6.50 percent from 2023 to 2027 based on the Oil & Gas Global Capex Outlook^{1/}. When considering together with the above cash flow projections, if MML is able to manage and achieve the targeted performance, it is found that **MML has the ability to pay interest from 2023 - 2026 and has the ability to repay the principal of the loan from the Company with the total amount of USD 50.00 million**, which consists of the past loan from the Company of USD 29.00 million and a loan from this transaction of USD 55.00 million, which is in accordance with the planned loan repayment plan. After repayment of principal to the Company in 2026, MML still has a net cash balance after debt repayment of USD 57.60 million or equivalent to THB 2,093.67 million (USD 1 equals THB 36.3484, referring to the foreign exchange rate announced by the Bank of Thailand on 20 September 2023).

Note: For further details, refer to section 4.2.8. Overall Industry Overview and Business Trends.

Cash flow sensitivity analysis

IFA conducted an analysis on the (1) net cash flow from operations, (2) net cash flow after debt repayment of MML to demonstrate the sufficiency of cash flow after debt repayment in each year. Additionally, (3) Debt Service Coverage Ratio (DSCR) was assessed. This ratio compares operating income before interest, taxes, depreciation, and amortization (EBITDA) with the financial obligations from debt, providing an evaluation of MML's ability to meet its debt obligations. To assess MML's ability to repay debt resulting from borrowing, a Sensitivity Analysis was conducted on two key assumptions that significantly impact the debt repayment capacity. These are: 1) Service revenue excluding backlog 2) Initial profit. The results of the analysis on sensitivity and vulnerability can be demonstrated as follows.

Assumption 1: Change in revenue from services excluding backlog

(Unit: Million USD)	2023F	2024F	2025F	2026F
1. Base case				
Revenue from services	276.01	504.77	380.20	427.25
Cash flow from operating activities	22.28	53.71	55.16	44.09
Cash and cash equivalents at 31 December (after repayment)	45.66	41.91	29.15	57.60
DSCR (Times)	1.28	1.24	0.74	3.84
2. Sensitivity analysis of revenue from services excluding backlog decreased by 10.00 percent.				
Revenue from services	275.73	492.67	353.45	395.93
Cash flow from operating activities	22.12	46.29	36.57	19.91
Cash and cash equivalents at 31 December (after repayment)	45.50	34.32	2.98	7.24
DSCR (Times)	1.27	1.00	0.39	1.54



(Unit: Million USD)	2023F	2024F	2025F	2026F
3. Sensitivity analysis of revenue from services excluding backlog decreased by 20.00 percent.				
Revenue from services	275.45	480.57	326.70	364.60
Cash flow from operating activities	21.96	38.87	13.23	(9.44)
Cash and cash equivalents at 31 December (after repayment)	45.33	26.74	(27.95)	(53.04)
DSCR (Times)	1.26	0.77	0.05	(0.75)

Note: 1/ The Debt Service Coverage Ratio (DSCR) is calculated from Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) divided by the Debt Service Obligations.

From considering the impact of adjusting the assumption of revenue from services excluding backlog, it can show the impact on net cash flow from operations, MML's cash flow after payment and, debt service coverage ratio (DSCR) are as follows:

1. Sensitivity Analysis for a 10.00% Reduction in Service Revenue Excluding Backlog from the Base Case:

The scenario will result in the following outcomes for MML: 1) MML will experience a positive net cash flow from operations throughout the estimated year. The net cash flow from operations will range between USD 19.91 to 46.36 million. 2) MML will have remaining cash after repaying the borrowed funds throughout the estimated year. The remaining cash will range between USD 2.42 to 45.50 million. 3) The Debt Service Coverage Ratio (DSCR) will range between 0.35 to 1.27 during 2023 to 2026. A DSCR value greater than 1.00, as observed in 2023 -2024, and 2026, indicates a high ability to repay debt. This is based on the comparison of EBITDA to debt service. However, in 2025, the DSCR value was less than 1.00. Due to MML's significant borrowing for investment purposes, it has resulted in an insufficient cash flow from operations to service its debt in 2025 - 2026. According to MML's response, the likelihood of this scenario occurring is very low. This is primarily because a substantial portion of the employment contracts are short-term in nature, with durations ranging from 3 to 24 months. Furthermore, the majority of MML's customers are well-established in the oil and natural gas industry, and they engage MML's services on a long-term and continuous basis. When contracts conclude, MML often secures extensions or new contracts with these clients. In case the cash flow is insufficient to cover the debt, MML may request an extension for loan repayments from the Company, or potentially issue convertible bonds to align with future operational performance. Additionally, considering the Debt-to-Equity (D/E) ratio in Q2 2022 is 0.18, it indicates that MML has the capacity to take on more debt in the future. However, MML has sufficient cash flow to operate and repay loans throughout the estimated fiscal year.



2. Sensitivity Analysis for a 20.00% Reduction in Service Revenue Excluding Backlog from the Base Case:

The sensitivity analysis suggests the following potential outcomes for MML: 1) MML is projected to maintain a positive net cash flow from operations throughout the projected period, ranging from USD (9.44) to 38.94 million. 2) MML is expected to have remaining cash balances after loan repayments between USD (53.67) and 45.33 million. 3) The Debt Service Coverage Ratio (DSCR) is anticipated to range from (0.75) to 1.26 from 2023 to 2026. A DSCR value less than 1.00, as observed in 2024 - 2026, these projections indicate that MML may face challenges in meeting its debt obligations during the projected period, especially if the lower end of the range is realized. It is important for MML to closely monitor its cash flow and financial performance to ensure it can effectively service its debt. Due to MML's significant borrowing for investment purposes, it has resulted in an insufficient cash flow from operations to service its debt in 2025 - 2026. According to MML's response, the likelihood of this scenario occurring is very low. This is primarily because a substantial portion of the employment contracts are short-term in nature, with durations ranging from 3 to 24 months. Furthermore, the majority of MML's customers are well-established in the oil and natural gas industry, and they engage MML's services on a long-term and continuous basis. When contracts conclude, MML often secures extensions or new contracts with these clients. In case the cash flow is insufficient to cover the debt, MML may request an extension for loan repayments from the Company, or potentially issue convertible bonds to align with future operational performance. Additionally, considering the Debt-to-Equity (D/E) ratio in Q2 2022 is 0.18, it indicates that MML has the capacity to take on more debt in the future.



Assumption 2: Changes in Gross Profit

(Unit: Million USD)	2023F	2024F	2025F	2026F
1. Base case				
Gross profit	32.88	57.70	53.27	60.68
Cash flow from operating activities	22.28	53.71	55.16	44.09
Cash and cash equivalents at 31 December (after repayment)	45.66	41.91	29.15	57.60
DSCR (Times)	1.28	1.24	0.74	3.84
2. Sensitivity analysis of gross profit decreased by 10.00 percent.				
Gross profit	24.22	46.16	42.17	49.81
Cash flow from operating activities	16.78	44.94	46.20	35.36
Cash and cash equivalents at 31 December (after repayment)	40.15	27.64	5.93	25.64
DSCR (Times)	1.00	1.01	0.60	3.04
3. Sensitivity analysis of gross profit decreased by 20.00 percent.				
Gross profit	15.55	34.61	31.07	38.94
Cash flow from operating activities	10.17	36.18	37.25	26.62
Cash and cash equivalents at 31 December (after repayment)	33.54	12.26	(18.40)	(7.43)
DSCR (Times)	0.72	0.79	0.45	2.24

Note: 1/ The Debt Service Coverage Ratio (DSCR) is calculated from Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) divided by the Debt Service Obligations.

From considering the impact of adjusting the assumption of gross profit, it can show the impact on net cash flow from operations, MML's cash flow after payment and, debt service coverage ratio (DSCR) are as follows:

1. Analyzing the sensitivity in the scenario where initial profit decreases by 10.00 percent from the base case

The sensitivity analysis indicates the following potential outcomes for MML: 1) MML is projected to maintain a positive net cash flow from operations throughout the projected period, ranging from USD 16.78 to 46.20 million. 2) MML is expected to have remaining cash balances after loan repayments between USD 5.93 and 40.15 million. 3) The Debt Service Coverage Ratio (DSCR) is anticipated to range from 0.60 to 3.04 from 2023 to 2026. A DSCR value greater than 1.00, as observed in 2023 -2024, and 2026, indicates a high ability to repay debt. This is based on the comparison of EBITDA to debt service. However, in 2025, the DSCR value was less than 1.00. Due to MML's significant borrowing for investment purposes, it has resulted in an insufficient cash flow from operations to service its debt in 2025 – 2026. According to MML's response, the likelihood of this scenario occurring is very low. This is primarily because a substantial portion of the employment contracts are short-term in nature,



with durations ranging from 3 to 24 months. Furthermore, the majority of MML's customers are well-established in the oil and natural gas industry, and they engage MML's services on a long-term and continuous basis. When contracts conclude, MML often secures extensions or new contracts with these clients. In case the cash flow is insufficient to cover the debt, MML may request an extension for loan repayments from the Company, or potentially issue convertible bonds to align with future operational performance. Additionally, considering the Debt-to-Equity (D/E) ratio in Q2 2022 is 0.18, it indicates that MML has the capacity to take on more debt in the future. However, MML has sufficient cash flow to operate and repay loans throughout the estimated fiscal year.

2. Analyzing the sensitivity in the scenario where initial profit decreases by 20.00 percent from the base case

These scenarios would result in the following impacts on MML: 1) MML would experience positive net cash flow from operations throughout the estimated year, with net cash flow ranging from a surplus of USD 10.17 million to USD 37.32 million. 2) MML would have remaining cash after repaying loans throughout the estimated year, with the remaining cash ranging from a deficit of USD 18.40 million to a surplus of USD 33.54 million. 3) The Debt Service Coverage Ratio (DSCR) would range between 0.45 to 2.24 in the years 2022 to 2025. A DSCR value less than 1.00, as observed in 2024 - 2026, these projections indicate that MML may face challenges in meeting its debt obligations during the projected period, especially if the lower end of the range is realized. It is important for MML to closely monitor its cash flow and financial performance to ensure it can effectively service its debt. Due to MML's significant borrowing for investment purposes, it has resulted in an insufficient cash flow from operations to service its debt in 2025 - 2026. According to MML's response, the likelihood of this scenario occurring is very low. This is primarily because a substantial portion of the employment contracts are short-term in nature, with durations ranging from 3 to 24 months. Furthermore, the majority of MML's customers are well-established in the oil and natural gas industry, and they engage MML's services on a long-term and continuous basis. When contracts conclude, MML often secures extensions or new contracts with these clients. In case the cash flow is insufficient to cover the debt, MML may request an extension for loan repayments from the Company, or potentially issue convertible bonds to align with future operational performance. Additionally, considering the Debt-to-Equity (D/E) ratio in Q2 2022 is 0.18, it indicates that MML has the capacity to take on more debt in the future.



3.6 Appropriateness of the interest rates for entering into the transaction

The IFA has considered the interest rate that the Company received for entering into this financial assistance transaction at 7.00 percent per year by comparing the interest rate that the Company receives with fixed deposit interest rates, the Company's financial cost, and the rate of return for investing in other alternatives with a similar duration (according to the loan period not exceeding 3 years) as follows:

3.6.1 Comparison with commercial bank deposit rates or the yield of investment in government bonds

- Savings Interest Rates of Financial Institutions: interest rates on deposits of commercial banks registered in Thailand are in the range of 0.13 - 2.00 percent per year (information from the Bank of Thailand as of 25 September 2023).
- Interest rates for 2-year fixed deposits of financial institution: interest rates for 2-year fixed deposits of commercial banks registered in Thailand are in the range of 1.30 – 2.45 percent per year (information from the Bank of Thailand as of 25 September 2023).
- The yield of investment in Thai government bonds with a tenor of 0.5 - 3 years: rate of return on investment are in the range of 2.39 – 2.63 percent per year (information from the Thai Bond Market Association as of 25 September 2023).

3.6.2 Comparison with the rate of return on investment in corporate bonds and the financial cost of loans from financial institutions (Cost of Debt)

- Rate of return of investing in corporate bonds with the maturity not exceeding 3 years: debentures issued by the companies to raise funds for use in various business operations with a credit rating at investment grade and a tenor of 3 years. which will have a rate of return at 3.09 – 5.90 percent per year (information from the Thai Bond Market Association as of 25 September 2023).
- Interest rates on corporate bonds issued by the Company: according to the Company's information as of 25 September 2023, the Company has outstanding debentures of THB 5,772.50 million with interest rates in the range of 4.40 - 5.10 percent per year as follows:

Table of the details of the Company's debentures

Debenture List	Outstanding (MTHB)	Issued Date	Maturity Date	Term (Yrs.)	TTM (Yrs.)	Coupon (Percent)
TTA252APO	800.00	11 November 2021	11 February 2025	3.25	1.38	4.75
TTA265APO	1,200.00	11 November 2021	11 May 2026	4.50	2.62	5.10
TTA260APO	1,698.10	19 January 2023	19 October 2026	3.75	3.06	4.40
TTA281APO	2,074.40	19 January 2023	19 January 2028	5.00	4.31	4.90
Total	5,772.50					4.40 – 5.10

Source: The Company as of 25 September 2023



- The interest rate for MML's loans from financial institutions: the interest rate is in the range of 7.38 - 8.15 percent per year as shown in the following table.

Table of MML's loans from financial institutions

List of loans	Interest rate
Long-term loans from financial institutions	7.38 – 8.15 percent per year

Source: The notes to financial statements for the year 2022 of MML

3.6.3 Comparison with minimum loan rate (MLR)

- Interest rate for prime customer loans with a term (Minimum Loan Rate: MLR): the IFA references MLR interest rates from 4 major financial institutions in Thailand which consists of Bangkok Bank, Krung Thai Bank, Kasikorn Bank, and Siam Commercial Bank. The interest rate is between 6.80 – 7.02 percent per year as follows:

Table of minimum loan rate of from 4 major financial institutions in Thailand

Bank	Interest Rate (Percent per year)
Bangkok Bank	6.85
Krung Thai Bank	6.80
Kasikorn Bank	7.02
Siam Commercial Bank	6.80

Source: Bank of Thailand as of 25 September 2023

Table of the summary of comparing the rates of return on various types of investments
and financial costs of the Company

Types of investments and financial costs	Interest Rate (Percent per year)	Compared with the rate of return from this transaction
Comparison with depositing money in a bank account or a low-risk investment		
Savings deposit rates of financial institutions ^{1/}	0.13 – 2.00	Lower
2-year fixed deposit rates of financial institutions ^{1/}	1.30 – 2.45	Lower
Thai Government Bond Yield 0.5 – 3 years ^{2/}	2.39 – 2.63	Lower
Comparison to investing in corporate bonds		
Corporate Bond Yield with a maturity of not more than 3 years ^{2/}	3.09 – 5.90	Lower
Comparison with financial cost of the Company and MML		
Interest rate of the Company's debentures ^{3/}	4.40 – 5.10	Lower
Interest rates on loans from financial institutions of MML ^{4/}	7.38 – 8.15	Higher
Comparison with lending rates of financial institutions		
Financial institution loan interest rate (MLR) ^{1/}	6.80 – 7.02	In range
Interest rate of financial assistance to MML	7.00	

Source: 1/ The Bank of Thailand as of 25 September 2023

2/ The Thai Bond Market Association as of 27 September 2023

3/ The Company

4/ The notes to financial statements for the year 2022 to MML



The IFA's opinion on the appropriateness of interest rates

The independent financial advisor has considered comparing the interest rate of financial assistance to MML this time with the interest rate from depositing money in a financial institution's savings account. and the interest rate for 2-year fixed deposits of financial institutions, it was found that the Company will receive a return of only 0.13 - 2.45 percent per year only. And if the Company by investing cash in Thai government bonds (Government Bond Yield) with a term of 0.5 - 3 years, the Company will receive a return of 2.39 - 2.63 percent per year, which is higher than interest on savings and fixed deposits. But it is still lower than the interest rate for financial assistance to MML at 7.00 percent per year. When compared with the rate of return of investing in private debt instruments with a maturity of no more than 3 years with a credit rating of Investment Grade, the Company will have a rate of return of 3.09 - 5.90 percent. per year, which has a return lower than the interest rate of financial assistance to MML at 7.00 percent per year.

In addition to the interest rate comparisons mentioned earlier, it is important to consider the Company's financial costs. The Company primarily raises funds by issuing corporate bonds with interest rates ranging from 4.40% to 5.10% per annum. It's worth noting that the interest rates on these corporate bonds are still lower than the 7.00% per annum interest rate for providing financial assistance to MML. Furthermore, when evaluating the interest rates on loans from financial institutions, the rates for loans from MML are in the range of 7.38% to 8.15% per annum, which are higher than the 7.00% per annum rate for providing financial assistance to MML in this case. when considering interest rates for loans offered by leading financial institutions in Thailand, which are extended to high-quality large corporate clients, the interest rates for Medium-Long Term Loans (MLR) are in the range of 6.80% to 7.02% per annum. The interest rates for providing financial assistance to MML in this instance still fall within the range of returns offered by financial institutions for loans extended to high-quality large corporate clients, particularly Minimum loan rate (MLR).

So based on the comparison of returns from different types of investments, including interest rates for savings deposits, fixed deposits, government bonds, and corporate debt securities, and considering the financial costs of the Company, the independent financial advisor finds that the 7.00% per annum interest rate for providing financial assistance to MML is appropriate. This rate is suitable because it offers a higher return compared to the returns on various investment types and is competitive in terms of the Company's financial costs.



3.7 Appropriateness of the conditions for entering into the transaction

The IFA has considered the reasonableness of the transaction conditions which is about the financial assistance in the amount of USD 50.00 million, equivalent to THB 1,817.42 million (USD 1 = THB 36.3484 referring to foreign exchange rates announced by the Bank of Thailand on 7 March 2023) in the form of a non-revolving loan facility. For the key conditions and opinions of the IFA are as follows:

Table of the key conditions and opinions of the IFA

Key condition	Details	Opinions of the IFA
Loan amount	The total amount does not exceed USD 50.00 million, equivalent to THB 1,817.42 million.	<u>Appropriate</u> Since the loan amount provided aligns with the anticipated expenses of MML, which total 50.00 million US dollars, equivalent to the financial assistance to MML in this instance, the expected expenses consist of 1) Expenses for improving the potential for cable lay project and expenses for invest in undersea exploration work with a Remotely Operated Vehicle (ROV) in the amount of USD 20.00 million. 2) Working capital expenses for implementing the installation project, and demolition under the sea (Decommissioning T&I) according to the signed contract with the customer, which is a leading company in petroleum exploration and production in Thailand, in the amount of USD 30.00 million Furthermore, when considering the sources of capital used, including the Company's cash flow from its operations for the second quarter of 2023, the Company holds highly liquid assets totaling THB 6,781.52 million. These assets comprise cash and cash equivalents amounting to THB 5,647.20 million and other current financial assets totaling THB 1,134.32 million. Taking this into account along with the Company's ability to service debt with interest, the independent financial advisor finds that the Company remains capable of servicing debt from its highly liquid assets.
Purpose of this transaction	To provide working capital for the Decommissioning T&I project.	<u>Appropriate</u> The provided loan is intended to serve as capital for the Company's cable laying operations and the mentioned project. The Company expects that entering into this transaction will help MML carry out its work as promised. The signature with the customer went smoothly. Able to deliver work to customers and recognize income according to MML's plan, which helps MML reduce its dependence on income from undersea exploration, repair, and maintenance (IRM) business. In addition, MML has opportunities to expand. Continuing to



Key condition	Details	Opinions of the IFA																		
		<p>provide services in this business in the future to customers of other leading E&P companies by referring work and success in decommissioning, transportation, and installation work to leading E&P companies, MML is currently in the process of seeking a loan from a financial institution and expects approval in the first quarter of 2024. However, due to the time constraints of needing to use the funds between October and December 2026, it has become necessary to provide this financial assistance to MML at this time.</p>																		
Interest rate	7.00 percent per annum, payable on the last business day of each quarter	<p><u>Appropriate</u> Since there is a higher rate of return than the rate of return for each type of investments, the financial cost from issuing debentures of the Company, and in range the returns of financial institutions in granting credit term to prime customers (MLR) whereby the Company will recognize interest income from lending in every quarter of the Company's operating results.</p>																		
Maturity date	<p style="text-align: center;">Repayment Schedule</p> <table border="1" data-bbox="395 1032 799 1462"> <thead> <tr> <th data-bbox="395 1032 644 1115">Date</th> <th data-bbox="644 1032 799 1115">Amount (MUSD)</th> </tr> </thead> <tbody> <tr> <td data-bbox="395 1115 644 1160">30 September 2567</td> <td data-bbox="644 1115 799 1160">3.50</td> </tr> <tr> <td data-bbox="395 1160 644 1205">31 December 2567</td> <td data-bbox="644 1160 799 1205">4.00</td> </tr> <tr> <td data-bbox="395 1205 644 1249">31 March 2568</td> <td data-bbox="644 1205 799 1249">24.00</td> </tr> <tr> <td data-bbox="395 1249 644 1294">30 June 2568</td> <td data-bbox="644 1249 799 1294">3.00</td> </tr> <tr> <td data-bbox="395 1294 644 1339">30 September 2568</td> <td data-bbox="644 1294 799 1339">5.00</td> </tr> <tr> <td data-bbox="395 1339 644 1384">31 December 2568</td> <td data-bbox="644 1339 799 1384">5.00</td> </tr> <tr> <td data-bbox="395 1384 644 1429">31 March 2569</td> <td data-bbox="644 1384 799 1429">5.50</td> </tr> <tr> <td data-bbox="395 1429 644 1462" style="text-align: center;">Total</td> <td data-bbox="644 1429 799 1462" style="text-align: center;">50.00</td> </tr> </tbody> </table>	Date	Amount (MUSD)	30 September 2567	3.50	31 December 2567	4.00	31 March 2568	24.00	30 June 2568	3.00	30 September 2568	5.00	31 December 2568	5.00	31 March 2569	5.50	Total	50.00	<p><u>Appropriate</u> Since the debt repayment schedule is consistent with the debt repayment ability. and MML's liquidity management policy, as well as setting the debt repayment schedule in 7 installments, allowing MML to plan principal and interest payments. From the independent financial advisor's estimate of MML's operating performance between 2023 - 2026, which is the period during which related transactions occur until the expiration date of the loan agreement between The Company and MML, it is found that MML will have the ability Debt repayment of the business from 2023 - 2026. After repaying all loans to the Company in 2026, MML still has net cash remaining after debt repayment equal to USD 57.60 million. or equivalent to THB 2,093.67 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023). <i>Details according to section 3.5, Analysis of MML's Loan repayment ability.</i></p>
Date	Amount (MUSD)																			
30 September 2567	3.50																			
31 December 2567	4.00																			
31 March 2568	24.00																			
30 June 2568	3.00																			
30 September 2568	5.00																			
31 December 2568	5.00																			
31 March 2569	5.50																			
Total	50.00																			
Term of payment default	9.00 percent per annum	<p><u>Appropriate:</u> Due to the calculation of the default interest rate according to the Bank of Thailand's announcement, the contractual interest rate can be added not more than 3.00 percent and the maximum not more than 15.00 percent in order to be fair to borrowers and lenders which the default interest rate of the transaction this time as specified by the Bank of Thailand.</p>																		



Key condition	Details	Opinions of the IFA
Collateral	None	<p><u>Inappropriate</u> As the collateral acts as a secondary source of repayment. If MML is unable to repay the loan without collateral, the Company may not receive the principal repayment either in the form of cash or property as collateral.</p> <p>Therefore, this is based on the independent financial advisor’s estimate of MML’s operating performance between 2023 - 2026, which is the period during which related transactions occur until the expiration date of the loan agreement between the Company and MML. MML will have income in the year. 2023 – 2026 is equal to USD 276.01 million, USD 504.77 million, USD 380.20 million, and USD 427.25 million, respectively, and gross profit in 2023 – 2026 is equal to USD 32.88 million, USD 57.70 million, USD 53.27 million, and USD 60.68 million, respectively. It is found that MML will have the ability to pay off the business’s debt from 2023 - 2026 because there is still cash flow after paying off debt of MML. Moreover, when analyzing the sensitivity of the cash flow mentioned above. If estimated service income excluding backlog decreases by 10.00 percent and estimated gross profit decreases by 10.00 percent, there will be sufficient cash flow to repay debt throughout the loan period. But if the estimated service income excluding the backlog decreases by 20.00 percent and the estimated gross profit decreases by 20.00 percent, there is insufficient cash flow to repay debts. MML may request an extension of the loan repayment period from the Company, go out or may issue debentures to repay such loans. To be consistent with future operating results If considering the debt-to-equity ratio (D/E ratio) in the second quarter of 2023 equal to 0.18 times, MML has the ability to raise additional debt in the future.</p> <p>In addition, the Company holds 58.22 percent of MML total shares issued and paid-up. Therefore, the Company has control over voting rights in MML more than 50.00 percent and has control over majority of votes in the shareholders’ meeting of MML. As a result, the Company will be able to know the financial status of MML as well as closely monitor factors that may cause the risk of debt default.</p>



Key condition	Details	Opinions of the IFA
Conditions that may affect the rights of shareholders	None	<u>Appropriate</u> Due to the rights of the Company's shareholders will not be affected by the financial assistance provided to MML.

Remark: 1/ USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023



3.8 Advantages and disadvantages for entering into the transaction

3.8.1 Advantages for entering into the transaction

- 1) The Company will receive higher return from entering this transaction than current investments in deposit and other short-term investments.

Entering into this transaction of financial assistance to MML in the total amount not exceeding USD 12.50 million, or approximately THB 433.59 million, the Company will receive interest at the rate of 7.00 percent per year which is higher than the rate of return from each type of investments. *Details according to section 3.6, Appropriateness of the interest rates for entering into the transaction.*

- 2) It will enhance liquidity and increase flexibility in capital management to companies in the same group.

MML, which is a subsidiary of the Company, has a need for funds during 2023 - 2026, totaling approximately USD 50.00 million. Throughout the project period, MML is required to use working capital for Cable Laying and project operations. This requires working capital in the total amount of USD 50.00 million or approximately THB 1,817.42 million, with details as follows, 1) Expenses for improving the potential for cable lay project and expenses for invest in undersea exploration work with a Remotely Operated Vehicle (ROV) in the amount of USD 20.00 million. 2) Working capital expenses for implementing the installation project, and demolition under the sea (Decommissioning T&I) according to the signed contract with the customer, which is a leading company in petroleum exploration and production in Thailand, in the amount of USD 30.00 million, MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of a loan of USD 50.00 million or approximately THB 1,817.42 million, from TTA, in its capacity as the parent company.

- 3) It helps increase the opportunity to expand services in this business in the future with other leading petroleum exploration and production companies.

Entering into this transaction of financial assistance to MML will help MML carry out its work as promised. The signature with the customer went smoothly. Able to deliver work to customers and recognize income according to MML's plan, which helps MML reduce its



dependence on income from undersea exploration, repair, and maintenance (subsea-IRM) business. In addition, MML can capitalize on future growth opportunities by expanding its services in various potential offshore locations, including more than 22 in the Gulf of Thailand. Continuing to provide services in this business in the future to customers of other leading E&P companies by referring work and success in decommissioning, transportation, and installation work to leading E&P companies, resulting in MML Has the potential to expand a sustainable business and have stable income. This results in higher income according to the Company's consolidated financial statements.

3.8.2 Disadvantages for entering into the transaction

1) The Company will have a lower cash flow to use in operations.

Entering into this transaction, The Company will provide financial assistance to MML in the amount of USD 55.00 million or approximately THB 1,999.16 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023). This has led to a decrease in the company's cash flow. Therefore, when considering the company's liquidity from the separate financial statements ending 30 June 2023, the Company had cash and cash equivalents of THB 5,647.20 million and other current financial assets of THB 1,134.32 million, totaling THB 6,781.52 million, when consideration of ability to repay interest bearing debt and future investment plans of the Company, the IFA found that the Company still be able to pay off debt and carry out investment plans from the Company's assets and income from dividends. If considering the financial status of the Company in the second quarter of 2023 the Company has total assets of THB 41,522.85 million and total liabilities of THB 7,739.14 million. So, the debt to total assets ratio is 0.19 times, which is sufficient to repay interest-bearing debts that will occur within the year 2023 and in the future. Therefore, entering this transaction, the Company has sufficient cash for providing financial assistance and affects the Company's financial position insignificantly. In conclusion, the Company has relatively low risk from entering into the transaction and does not cause damage to the Company's financial position in any way significant.

2) The Company may lose the investment opportunities that returns more than 7.00 percent per year in the future.

Entering into this transaction, the Company will receive the rate of return of 7.00 percent per year which may causes the Company to lose the opportunity to invest cash in any type of investment in the future that returns more than 7.00 percent per year. Moreover, this transaction may cause the Company to lose the opportunity to make big investments



in the future such as acquisitions (M&A) or joint ventures (JV) in businesses related to the Company or other businesses according to the Company deem appropriate.

3.9 Advantages and disadvantages for entering into the connected transaction compared to the third party

3.9.1 Advantages for entering the connected transaction compared to the third party

1) MML will get financial assistance faster than the third parties.

Entering into this transaction, the Company will allow MML to receive working capital for the year 2023 as expected timeline. Since the Company is MML's major shareholder holding 58.22 percent of total shares issued and paid-up both directly and indirectly. As well as having major shareholders and common directors with the Company who know and understand MML's business well and see the potential for MML's industry and business growth. In addition, obtaining a loan from a financial institution requires more than 6 months of approval time which will not be able to support the need for working capital of MML within the specified period.

2) The Company may be asked to negotiate for a waiver of conditions and debt repayment more easily compared to third parties.

This financial assistance transaction is considered a connected transaction because it is a transaction with a subsidiary that has major shareholders and common directors with the Company. This may cause a conflict of interest in terms of negotiating for a waiver of various repayment conditions compared to third parties if MML does not comply with the contract conditions or unable to pay principal and/or interest according to the debt repayment plan for this transaction. The company should operate in accordance with the policy of related party transactions of the Company strictly for transparency and to eliminate such potential conflicts of interest.

3.9.2 Disadvantages for entering into the connected transaction compared to the third party

1) The Company may be asked to negotiate for a waiver of conditions and debt repayment more easily compared to third parties.

This financial assistance transaction is considered a connected transaction because it is a transaction with a subsidiary that has major shareholders and common directors with the Company. This may cause a conflict of interest in terms of negotiating for a waiver of various repayment conditions compared to third parties if MML does not comply with the contract conditions or unable to pay principal and/or interest according to the debt repayment plan for this transaction. The company should operate in accordance with the



policy of related party transactions of the Company strictly for transparency and to eliminate such potential conflicts of interest.

3.10 Risk of entering into the transaction

3.10.1 Risk before entering into the transaction

- 1) The risk of not being approved by the shareholders' meeting of the Company.

Due to the size of the transaction, which is considered a connected transaction, the Company is obligated to hold a shareholders' meeting of the Company to request approval to enter into a transaction. This must receive a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote without counting the shareholders' equity. Therefore, there is a risk that without approval from the shareholders' meeting, the Company will not be able to enter the transaction.

3.10.2 Risk after entering into the transaction

- 1) The risk that MML will default on debt repayment.

Due to the current volatility in oil and natural gas prices, it may enable entrepreneurs in the oil and natural gas production business to revise their investment plans and operational plans. As a result, MML's subsea engineering services may be affected as well, which results in unexpected in MML's operating results. This may cause MML to be unable to repay principal and interest to the Company.

However, the independent financial advisor's estimate of MML's operating performance between 2023 - 2026, which is the period during which related transactions occur until the expiration date of the loan agreement between The Company and MML, it is found that MML will have the ability Debt repayment of the business from 2023 - 2026. After repaying all loans to the Company in 2026, MML still has net cash remaining after debt repayment equal to USD 57.60 million. or equivalent to THB 2,093.67 million (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023). Moreover, when analyzing the sensitivity of the cash flow mentioned above. If estimated service income excluding backlog decreases by 10.00 percent and estimated gross profit decreases by 10.00 percent, there will be sufficient cash flow to repay debt throughout the loan period. But if the estimated service income excluding the backlog decreases by 20.00 percent and the estimated gross profit decreases by 20.00 percent, there is insufficient cash flow to repay debts. MML may request an extension of the loan repayment period from the Company. go out or may issue debentures to repay



such loans. To be consistent with future operating results If considering the debt-to-equity ratio (D/E ratio) in the second quarter of 2023 equal to 0.18 times, MML has the ability to raise additional debt in the future. Details according to section 3.5. Analysis of MML's loan repayment ability.

MML's strong partnerships within the oil and natural gas industry underline its expertise and experience in the field. These partnerships have been long-standing due to MML's consistent delivery of high-quality work, which has earned them a continuous flow of projects in the oil and natural gas sector. Furthermore, with an Interest-Bearing Debt to Equity Ratio as of second quarter of 2023 equal to 0.50 times, MML maintains the capacity to secure funds, including potential loans, to repay the Company's loan. In the worst-case scenario where MML might face difficulties in repaying the loan to the Company, the Company would still have a current ratio of 6.71, which is slightly lower than the 7.72 in second quarter of 2023. The debt-to-asset ratio would remain at 0.20 times, which is sufficient for covering outstanding bond obligations due in the year, addressing operational expenses, and maintaining cash reserves for future investments. In such an event, it would not significantly impact on the Company's financial standing, and it would not result in material harm or substantial disruption to the Company's cash flow management. This further illustrates the low risk associated with the proposed financial assistance.

2) The risk associated with foreign exchange rates

Foreign currency exchange rates fluctuate based on financial market conditions and various economic factors, including national economic policies and political situations. These fluctuations can lead to changes in exchange rates, which, in turn, may cause the value of the provided assistance to increase or decrease. Changes in the THB to USD exchange rate directly impact on the Company's financial assistance, as the Company needs to convert THB into USD when providing assistance to MML. If the foreign exchange rate tends to rise, it may result in increased costs for the Company. However, the Company mitigates this risk by utilizing forward contracts.



Summary of Opinion of the Independent Financial Advisor

With reference to Thoresen Thai Agencies Public Company Limited (“TTA” or “the Company”) in its Board of Directors’ Meeting No. 06/2023 held on 25 September 2023, a resolution was passed to propose providing a loan to MML, a listed company on the Stock Exchange of Singapore and a subsidiary of our company, which holds 58.22 percent of its total issued and sold shares. MML requires working capital for the Cable Laying and project operations, amounting to USD 55.00 million or approximately THB 1,999.16 million, with details as follows, 1) The deposit for the purchase of equipment for cable installation, amounting to USD 5.00 million, It should be noted that MML received this amount from the Company on 29 September 2023. 2) The expenses for enhancing the capabilities of cable laying and investing in underwater exploration using remotely operated vehicles (ROVs) amounting to USD 20.00 million. 3) The expenditure for working capital in carrying out the decommissioning T&I project in the Gulf of Thailand, totaling USD 30.00 million. The Company expects that entering into this transaction will help MML carry out its work as promised. The signature with the customer went smoothly. Able to deliver work to customers and recognize income according to MML's plan, which helps MML reduce its dependence on income from undersea exploration, repair, and maintenance (IRM) business. In addition, MML has opportunities to expand. Continuing to provide services in this business in the future to customers of other leading E&P companies by referring work and success in decommissioning, transportation, and installation work to leading E&P companies, resulting in MML Has the potential to expand a sustainable business and have stable income. This results in higher income according to the Company's consolidated financial statements.

The IFA considers that MML has working capital requirements in the amount of USD 50.00 million or approximately THB 1,817.42 million, with details as follows 1) The expenses for enhancing the capabilities of cable laying and investing in underwater exploration using remotely operated vehicles (ROVs) amounting to USD 20.00 million. 2) The expenditure for working capital in carrying out the decommissioning T&I project in the Gulf of Thailand, totaling USD 30.00 million. MML has time constraints for fund utilization between October to December 2023. MML is currently in the process of seeking credit facilities from financial institutions and expects to receive approval in the first quarter of 2025. Therefore, when evaluating the suitability of the timeframe for fund utilization and the objectives of fund usage and source of fund, it was found that seeking credit facilities from financial institutions and loans from affiliated companies are the most suitable and aligned with the fund usage objectives. Thus, MML deems it necessary to request financial assistance in the form of a loan of USD 50.00 million or approximately THB 1,817.42 million, from TTA, in its capacity as the parent company, for this transaction.

In addition, the transaction conditions are reasonable and acceptable. The loan amount and the objectives of this transaction are consistent with MML's expenses that will occur for the year 2023. Also, when considering the use of the source of funds which comes from the internal cash flow of the Company. As of 30 June 2023, the Company has cash and cash equivalents in the amount of THB 5,647.20 million and other



financial assets in the amount of THB 1,134.32 million according to the separate financial statements, when considering together with the ability to pay interest-bearing debt and future investment plans of the Company, the IFA found that the Company still be able to pay off debt and carry out investment plans from its assets and income from dividends received by the Company. Furthermore, the debt repayment schedule for MML aligns with its debt repayment ability. Even though these loans will not have any collateral, according to the independent financial advisor estimates, MML's operating results between 2023 - 2026, which is the period during which the transactions occur until the loan contract with the Company ends, indicate that MML will have revenues during 2023 - 2026 of USD 276.01 million, USD 504.77 million, USD 380.20 million, and USD 427.25 million, respectively. MML also has gross profit during 2023 - 2026 of USD 32.88 million, USD 57.70 million, USD 53.27 million, and USD 60.68 million, respectively. It is found that MML will have the ability to repay the business's debt starting from 2023 through 2026 because it will still have cash flow remaining after repaying the debt. By the end of 2026, MML will still have cash on hand, equivalent to USD 57.60 million, equal to THB 2,093.67 million after repaying the debt (USD 1: THB 36.3484, reference to foreign exchange rate announced by the Bank of Thailand as of 20 September 2023). If the estimated revenue from services, excluding the Backlog, were to decrease by 10.00%, there would still be sufficient cash flow to service the debt throughout the loan period. However, in the case of a 20.00% decrease in estimated service income, the cash flow might not be adequate for debt servicing. Due to MML's significant borrowing for investment purposes, it has resulted in an insufficient cash flow from operations to service its debt in 2025 - 2026. According to MML's response, the likelihood of this scenario occurring is very low. This is primarily because a substantial portion of the employment contracts are short-term in nature, with durations ranging from 3 to 24 months. Furthermore, the majority of MML's customers are well-established in the oil and natural gas industry, and they engage MML's services on a long-term and continuous basis. When contracts conclude, MML often secures extensions or new contracts with these clients. In case the cash flow is insufficient to cover the debt, MML may request an extension for loan repayments from the Company, or potentially issue convertible bonds to align with future operational. In the event of a 10.00% decrease in gross profit, MML would still maintain sufficient cash flow to meet its debt obligations throughout the loan period. However, if the gross profit decreases by 20.00%, MML will not have sufficient cash flow for debt servicing. According to MML's response, the likelihood of this scenario occurring is very low. Considering the nature of MML's business, which involves project bidding and the need to estimate costs before undertaking projects, the Company maintains flexibility in its financial approach. Contracts often specify cost agreements for fuel after the fact. If fuel costs fluctuate and cash flow becomes insufficient to meet debt payments, MML may seek an extension for debt repayment from its lending institution or consider issuing debt securities to align with its future business performance. This approach allows MML to adapt to the challenges posed by cost estimation, fuel price fluctuations, and cash flow management in its project-based business. Additionally, considering the Debt-to-Equity (D/E) ratio in Q2 2022 is 0.18, it indicates that MML has the capacity to take on more debt in the future. Furthermore, MML has established partnerships with globally recognized firms in the oil and gas industry, underscoring its expertise and track record. These enduring



relationships are a testament to the consistently high-quality work that MML delivers, resulting in long-term collaborations. Therefore, it is highly likely that MML will continue to secure projects within the oil and natural gas sector.

In a worst-case scenario where MML is unable to repay the loan to the Company, the Company will still maintain a current ratio of 6.71, slightly lower than the 7.72 recorded in the second quarter of 2026, and a debt-to-equity ratio of 0.20. These financial metrics are adequate to meet the outstanding loan obligations due within the year, cover operational expenses, and maintain cash reserves for future investments. Consequently, a loan default by MML will not have a significant impact on the Company's financial standing, resulting in no substantial financial harm or significant disruption to its cash flow management. In addition, the Company holds 58.22 percent of MML total shares issued and paid-up. Therefore, the Company has control over voting rights in MML more than 50.00 percent and has control over majority of votes in the shareholders' meeting of MML. As a result, the Company will be able to know the financial status of MML as well as closely monitor factors that may cause the risk of debt default. The interest rate of 7.00 percent per year is considered appropriate for this transaction as it offers a higher return compared to various types of investments, including 1) Savings deposit interest rates offered by financial institutions. 2) 2-year fixed deposit interest rates provided by financial institutions. 3) Yields on Thai government bonds with maturities ranging from 0.5 to 3 years. 4) Returns on investments in private sector debt securities with maturities not exceeding 3 years. Additionally, this interest rate is also competitive when compared to the financial costs of both the Company and MML, as well as the minimum loan rate (MLR).

However, entering into this transaction may result in a reduction in the Company's operational cash flow. However, the impact is deemed sufficient for providing this financial assistance. When evaluating its effect on the Company's financial position, it is apparent that the Company faces relatively low risks associated with this transaction, and it does not pose a significant threat to the Company's financial standing. Furthermore, the independent financial advisor has assessed the Company's ability to service the interest-bearing debt and concluded that the Company still retains the ability to service the debt.

Therefore, the Independent Financial Advisor has an opinion that the shareholders should consider approving the financial assistance to MML in the non-revolving loan facility in the amount not exceeding USD 50.00 million, equivalent to THB 1,817.42 million.

However, the decision to vote for approval of this transaction is mainly at the discretion of the Company's shareholders. The shareholders should study additional information in the documents attached to the invitation letter to the shareholders' meeting in order to use discretion for consideration in making decisions to pass a resolution appropriately.



The IFA certified that the IFA carefully considered and provided financial opinions in accordance with the professional standard by taking into account the best interest of the shareholders.

The Independent Financial Advisor

Avantgarde Capital Co., Ltd.

(Mr. Sornchai Wattanasukchai)

Supervisor

(Mr. Worawas Wassanont)

Managing Director



4. Appendix

4.1 Business overview of Thoresen Thai Agencies Public Company Limited (“The Company”)

4.1.1 General information of the Company

Company Name	Thoresen Thai Agencies Public Company Limited		
Address	Orakan Building, 26/26-27 Soi Chidlom, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Business Type	Investment Holding with 5 core business groups such as shipping, offshore service, agrochemical, food & beverage and investment		
Registration No.	0107548000064		
Website	http://www.thoresen.com		
Issued Capital	THB 1,998,446,888.00		
Paid-up Capital	THB 1,822,464,564.00		
Directors	Rank	Name	Position
	1	Mr. Prasert Bunsumpun	Chairman of the Board of Directors, Chairman of Executive Committee
	2	Mr. Chalermchai Mahagitsiri	Board of Directors, Chief Executive Officer, and Chief Investment Officer, Directors
	3	Mr. Jean Paul Thevenin	Director
	4	Ms. Ausana Mahagitsiri	Deputy Chief Executive Officer, Director
	5	Mr. Kamolsut Dabbaransi	Senior Assistant to the CEO, and Chairman of the Food and Beverage Group, Chairman of Sustainable Development Committee.
	6	Mr. Somchai Chaisuparakul	Director
	7	Mr. Somboonkiat Kasemsuwan	Independent Director, Chairman of the Audit Committee
	8	Mr. Santi Bangor	Independent Director, Auditor, Chairman of Nominating and Compensation Committee, Chairman of Corporate Governance Committee
	9	Mr. Cherdpong Siriwit	Independent Director, Audit Committee, Chief Risk Officer
	10	Mr. Chitrapongse Kwangsuksith	Independent Director
11	Mr. Mohammed Rashed Ahmad M. Al Nasser	Independent Director, Director	

Source: One Report of the Company for the year 2022



4.1.2 Background of the Company

Thoresen Thai Agencies Public Company Limited was established in Hong Kong in 1904 initially provided shipping services to Norwegian companies on the coast of China and Asian businesses trading between China and Thailand under the name Thoresen & Co., Limited (Hong Kong). As Thoresen's transportation services expanded in the Asia-Pacific region, its Bangkok office became ever busier, culminating in the establishing of Thoresen & Company (Bangkok) Ltd. on 31 October 1974, with a registered capital of Baht 100,000. All business activities done by the branch office were transferred to its new company. In order to convert into a public company limited, Thoresen Thai Agencies Limited purchased all shares in Thoresen & Company (Bangkok) Limited. It was also decided that Thoresen Thai Agencies Limited would own shares of all newly established group companies. As of 31 December 2022, the Company had issued capital of THB 1,998,446,888.00 and paid-up capital of THB 1,822,464,564.00 consists of 1,822,464,564 ordinary shares with a par value of THB 1.00

The Company had significant changes and events as follows:

Year	Important Event
2017	<ul style="list-style-type: none"> ■ The Company established 70.00 percent owned subsidiary PH Capital Co., Ltd. (PHC) and through PHC, the Company successfully acquired the Pizza Hut business in Thailand from Yum Restaurants International (Thailand) Co., Ltd. (YUM) on 1 June 2017. PHC has been operating all Pizza Hut restaurants in Thailand since then. ■ The Company and TSS established Thoresen Shipping (Thailand) Co., Ltd. (TST) to own and operate Thai-flagged vessels. One vessel was transferred from TSS to TST to operate business. Mermaid acquired a 49.00 percent stake in Cambodian company, PTGC Co., Ltd. (PTGC), to generate future returns
2018	<ul style="list-style-type: none"> ■ The Company, through its 70.00 percent owned subsidiary Siam Taco Company Limited (STC) was granted the rights to enter into a Franchise Agreement (the Agreement was signed in early 2019) with Taco Bell Restaurants Asia Pte. Ltd. (TBRA) to operate Taco Bell restaurants in Thailand and to expand its business into fast-growing and stable food retail sector. ■ TTA issued 2 tranches of senior unsecured domestic debentures in the total amount of Baht 3,305.2 million to repay maturing debentures and increase its working capital. ■ The Company acquired an 80.50 percent stake in a Thai water service specialist, Asia Infrastructure Management (Thailand) Company Limited (AIM), to enhance its existing water business. Asia Coating Services Ltd. (ACS) (currently known as V Ventures Technologies Co., Ltd. (VVT), 99.99 percent owned subsidiary of the Company, acquired a 16.67 percent stake in Alpha Digital Pte. Ltd. (Alpha) in Singapore to invest in V-Finance Technologies Ltd. (V-Finance), a company incorporated in Israel.
2019	<ul style="list-style-type: none"> ■ The Company disposed 40.00 percent of its interests in PMT Property Co., Ltd. (PMT), a 99.99 percent owned subsidiary of the Company, to Kanden Realty & Development Co., Ltd. (KRD) on 19 July 2019 to jointly develop real estate business on the land owned by PMT.



Year	Important Event
2020	<ul style="list-style-type: none"> ▪ The Company issued a senior unsecured domestic debentures with debenture holders' representative in the total amount of Baht 716 million. ▪ Mermaid International Ventures (MIV), Mermaid's wholly-owned subsidiary, disposed all its shares in Asia Offshore Drilling (AOD) to Seadrill Ltd. in September 2020. ▪ Mermaid Subsea Services (Thailand) Ltd. (MSST) set up 2 joint venture companies in September 2020 under the name of ZeaQuest Co., Ltd. to develop AI and robotic technologies to provide subsea engineering services and Mermaid- MOE JV Co., Ltd. to provide engineer, procurement, construct and installation services for the petrochemical, energy, and upstream oil and gas industry.
2021	<ul style="list-style-type: none"> ▪ The Company issued a senior unsecured domestic debenture with debenture holders' representative in the total amount of Baht 1,500 million ▪ The Company redeemed the Company's debentures No. 1/2018 in the amount of Baht 1,805 million according to the redemption schedule. ▪ Mermaid Ventures Co., Ltd. (MV) established a joint venture company called KK Venture Company Limited (KKV) with Fico Corporation Company Limited (FICO), holding 50.00 percent each, to own and operate technology-based businesses. ▪ Mermaid Subsea Services (Thailand) Ltd. (MSST) established 100 percent owned subsidiary called Mermaid Subsea Oil and Gas Services DMCEST (MSOG) to provide subsea and related services. ▪ V Ventures Technologies Co., Ltd. (VVT) acquired a 60.00 percent stake in Skootar Beyond Co., Ltd. (SKOOTAR) to expand the potential for the Company's business operation in segment of logistics in order to cover the online platform. ▪ The Company established 100 percent owned subsidiary Thoresen FSO Co., Ltd. (TFSO) to provide floating storage and offloading.
2022	<ul style="list-style-type: none"> ▪ The Company has established Trecent LPG Limited (TLPG), which is now renamed as Petrolift (Thailand) Company Limited (PLTL), holding 100% of the shares. The purpose is to engage in the business of transporting liquefied petroleum gas or cooking gas. ▪ The Company has redeemed its debentures for the second time in 2018, amounting to THB 1,500 million, in accordance with the redemption schedule. ▪ Mermaid Subsea Services (Thailand) Limited (MSST) has established Mermaid Decom Company Limited (MDCOM), holding 100% of the shares. The purpose is to engage in the business of decommissioning installations in both onshore and offshore exploration and production activities of petroleum. ▪ The Company has established P80 Air Limited (P80A), holding 100% of the shares. The purpose is to engage in the airline business. ▪ The Company has established P80 Jet Limited (P80J), holding 100% of the shares. The purpose is to engage in the business of leasing aircraft on a charter basis. ▪ Thoresen Shipping Singapore PTE Ltd (TSS) has established Thoresen Shipping Dry Bulk DMCC (TSB), holding 100% of the shares. The purpose is to engage in the business of dry bulk cargo shipping.

Source: One Report of the Company



4.1.3 Shareholders of the Company

Table of top 10 shareholders of the Company

Rank	Shareholder	No. of shares	Percentage
1	Mr. Chalermchai Mahagitsiri ^{1/, 2/}	277,679,159	15.24
2	Credit Suisse AG, Singapore Branch ^{1, 2/}	150,004,700	8.23
3	Thai NVDR Company Limited	125,282,963	6.87
4	Ms. Ausana Mahagitsiri ^{2/}	99,866,937	5.48
5	Mr. Pipat Tiathawat	89,000,000	4.88
6	Mr. Prayudh Mahagitsiri ^{3/}	87,531,758	4.80
7	South East Asia UK (Type C) Nominees Limited	52,380,621	2.87
8	Ms. Mahagitsiri	41,325,623	2.27
9	DBS Bank Ltd. AC DBS Nominees-PB Clients ^{3/}	22,620,700	1.24
10	STATE STREET EUROPE LIMITED	19,789,969	1.09
11	Other shareholders	856,983,234	47.03
Total		1,822,464,564	100.00

Source: The Company's book of shareholder registration as of 29 September 2023

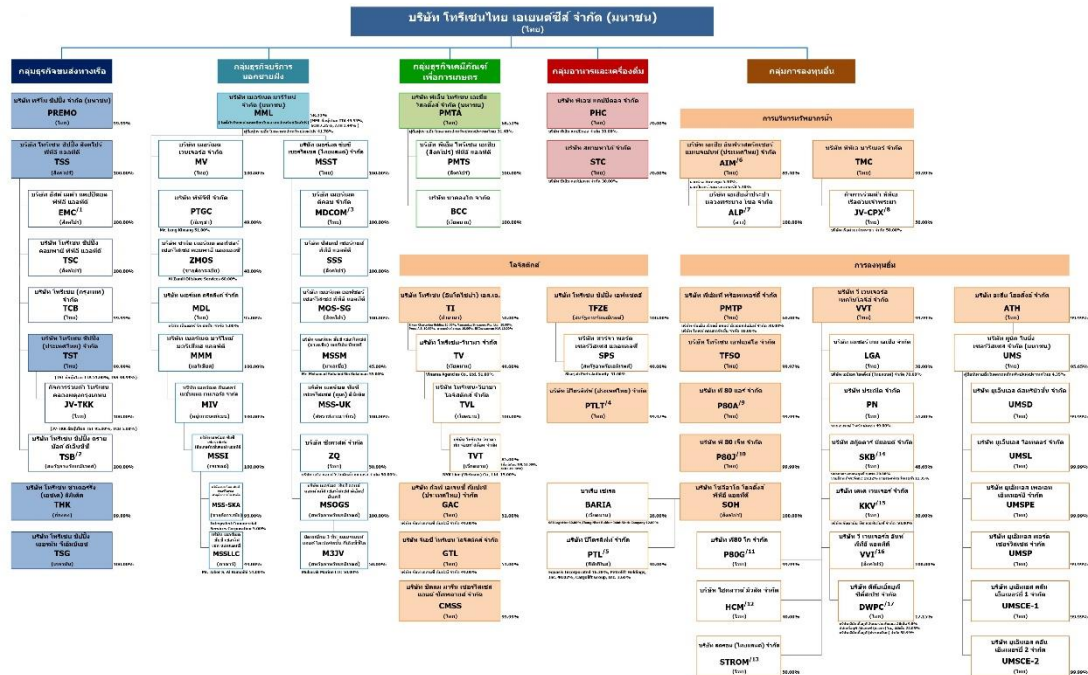
Remark: 1/ Mr. Chalermchai Mahagitsiri indirectly held 150,000,000 shares under a custodian account. The combined shares of Mr. Chalermchai Mahagitsiri both direct and indirect is totaling 427,679,159 shares or 23.47 percent of the total issued and paid-up shares of the Company.

2/ Mr. Chalermchai Mahagitsiri and Ms. Ausana Mahagitsiri, the Company's directors and executives, held 527,546,096 shares or 28.95 percent of the total issued and paid-up shares of the Company. However, the shareholding of the two persons is not a group of persons acting jointly in concert (Concert Party) pursuant to the Notification of the Capital Market Supervisory Board No. 7/2552 re: acting in concert as a result of the nature of a relationship or behavior and requirements under sections 246 and 247

3/ Mr. Prayudh Mahagitsiri indirectly held 22,620,700 shares under a custodian account. The combined shares of Mr. Prayudh Mahagitsiri both direct and indirect is totaling 110,152,458 shares or 6.04 percent of the total issued and paid-up shares of the Company.



4.1.4 Company structure of the Company



Source: One Report of 2022 of the Company



4.1.5 Related Party Transactions (2020-2023)

Related party transactions between the Company, Subsidiaries, Associates and joint ventures are shown in the notes to the consolidated financial statements. All related party transactions mostly occur in the normal course of business and the pricing is akin to market prices or at an arm’s length basis. Such related party transactions have complied with Law, Announcement, Notification and other regulations determined by the regulatory agencies. All transactions must have complied with the principles of good Corporate Governance, Transparency besides reasonable to create the highest benefit for the Company.

Major related party transactions between the Company, its subsidiaries, associates, and joint ventures or a transaction with a Company or persons that may have conflicts of interest are shown as follows:

Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
1. Mermaid Maritime PLC. (“MML”) and ZeaQuest Co., Ltd. (“Zeaquest”) <i>Mermaid Maritime PLC. (“MML”) is a 58.2% subsidiary held by the Company. Zeaquest is a 50% joint venture held by Mermaid Subsea Services (Thailand) Ltd. (“MSST”) whom wholly owned by MML.</i>	ZeaQuest Co., Ltd. entered into rental agreement with MML for office rental of 2 locations. 1) Office at Bangkok: The service fee consists of rental and service fee and charge at 300-600 Baht per sq.m. which is a year-to-year rental agreement. 2) Office at Pinthong Industrial Park (Chonburi): Rental charge and service fee charge at 12,500 USD					The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the Company.



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	per month. Zeaquest will renew the agreement every 2 years.					
	MML recognized such transaction as					
	<ul style="list-style-type: none"> Rental income 	736	6,721	7,514	4,500	
	<ul style="list-style-type: none"> Receivables from related parties 	498	-	52	786	
	MML lent money to Zeaquest with interest rate of 7.0% p.a. Zeaquest used such loan as its working capital.					The interest rate is set up based on the borrowing cost of MML plus margin. As aforementioned, such transactions were reasonable and create the benefit for the Company.
	MML recorded such transaction as short-term loans to related parties.	-	-	43,203	52,601	
	MML recorded interest income from such loan as					
	<ul style="list-style-type: none"> Interest income 	-	-	592	1,585	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p>2. Mermaid Maritime PLC. ("MML") and PSM Land Co., Ltd.</p> <p><i>Mermaid Maritime PLC. ("MML") is a 58.2% subsidiary held by the Company.</i></p> <p><i>Both MML and PSM Land Co., Ltd. have</i></p> <p><i>Mr. Chalermchai Mahagitsiri as director and shareholder.</i></p>	<p>MML entered into office rental agreement of 368 sq.m. with PSM Land Co., Ltd. Rental charge and service fee charge at 410 Baht per sq.m. per month. MML will renew the agreement every 3 years.</p> <p>MML recognized such transaction as rental expense.</p>	1,806	1,819	1,811	904	<p>The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>
<p>3. Mermaid Subsea Services (Thailand) Ltd. ("MSST") and Gulf Agency Company (Thailand) Ltd. ("GAC")</p> <p><i>Mermaid Maritime PLC. ("MML") is a 58.2% subsidiary held by the Company. And MML holds 100% stake in MSST. GAC is a 51% associates held by the Company.</i></p>	<p>MSST engaged GAC for customs clearance of goods and transportation.</p> <p>MSST recognized such transaction as</p> <ul style="list-style-type: none"> • Cost of providing services • Trade payables 	<p>871</p> <p>72</p>	<p>2,003</p> <p>1,402</p>	<p>28,918</p> <p>14,933</p>	<p>1,709</p> <p>9,655</p>	<p>The service fees were determined based on the price normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<i>Both MSST and GAC have Mr. Chalermchai Mahagitsiri as director.</i>						
<p>4. Mermaid Subsea Services (Thailand) Ltd. (“MSST”) and ZeaQuest Co.,Ltd (“Zeaquest”)</p> <p><i>Mermaid Maritime PLC. (“MML”) is a 58.2% subsidiary held by the Company. And MML holds 100% stake in MSST. Zeaquest is a 50% joint venture held by Mermaid Subsea Services (Thailand) Ltd. (“MSST”) whom wholly owned by MML.</i></p>	<p>MSST provided accounting, legal, other back-office services and charter hire service to ZeaQuest Co., Ltd.</p> <p>MSST recorded such transaction as</p> <ul style="list-style-type: none"> • Offshore service income • Management fee income • Receivables from related parties 	<p>-</p> <p>1,323</p> <p>-</p>	<p>165</p> <p>7,675</p> <p>-</p>	<p>92,059</p> <p>5,869</p> <p>4,498</p>	<p>56,573</p> <p>616</p> <p>9,703</p>	<p>The service fees were determined based on the price normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>
5. Mermaid Subsea Services (Thailand) Ltd. (“MSST”) and Millennium 3 Ship Management And Operations DMCCO (“M3JV”).	MSST sold support vessel (“Millennium 3”) to M3JV at a market price.					<p>The selling price is approximately at market price. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<i>Mermaid Maritime PLC. ("MML") is a 58.2% subsidiary held by the Company. And MML holds 100% stake in MSST. And MSST holds 100% stake in Mermaid Subsea Oil and Gas Services DMCEST ("MSOGS") which holds 50% stake in M3JV.</i>	Due to M3JV not yet paying the MSST, the entry is recorded as a debt from related business operations. It is anticipated to be converted into an investment within the year 2566.	-	534,718	552,998	569,429	
6. Mermaid Subsea Services (International) Ltd. ("MSSI") and Zamil Mermaid Offshore Services Company (LLC) ("ZMOS") <i>Mermaid Maritime PLC. ("MML") is a 58.2% subsidiary held by the Company. And MML holds 100% and 40% stake in MSSI and ZMOS, respectively.</i>	ZMOS engaged MSSI for offshore services to Saudi Aramco. MSSI recognized such transaction as <ul style="list-style-type: none"> • Service income • Trade receivables 	1,772,666 322,859	1,871,250 337,962	2,227,383 591,692	1,305,949 709,986	The service fees were determined based on the price normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the Company.
7. Mermaid Subsea Services (International) Ltd. ("MSSI") and ZeaQuest Co.,Ltd ("Zeaquest")						The selling price is approximately at market price. As aforementioned, such



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p><i>Mermaid Maritime PLC. ("MML") is a 58.2% subsidiary held by the Company. And MML is an ultimate parent of MSSl. Zeaquest is a 50% joint venture held by Mermaid Subsea Services (Thailand) Ltd. ("MSST") whom wholly owned by MML.</i></p>	<p>MSSl sold Remotely Operated Vehicle ("ROV") to ZeaQuest at a market price.</p> <p>MSSl recorded such transaction as</p> <ul style="list-style-type: none"> • Other income • Receivables from related parties 	-	6,316	-	-	<p>transactions were reasonable and create the benefit for the Company.</p>
<p>8. Baconco Co., Ltd. ("Baconco") and Thoresen (Indochina) S.A. ("TI")</p> <p><i>The Company holds a 68.5% stake in PM Thoresen Asia Holdings PLC. ("PMTA"), a subsidiary of the Company. And PMTA wholly holds Baconco. TI is a 50.0% joint venture held by the Company.</i></p>	<p>Baconco received maritime transportation services from TI.</p>	77,501	59,106	108,471	14,167	<p>The service fees were determined based on the price normally charge to a third party which based on quantity and distance of shipment. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p><i>PMTA and TI have two common directors being:</i></p> <ul style="list-style-type: none"> • Mr. Chalermchai Mahagitsiri • Mr. Sigmund Stromme 	<p>Baconco recognized such transaction as transportation expense.</p>	2,571	-	48,337	11,710	
<p>9. Baconco Co., Ltd. ("Baconco") and Thoresen-Vinama Co., Ltd. ("TVA")</p> <p><i>The Company holds a 68.5% stake in PM Thoresen Asia Holdings PLC. ("PMTA"), a subsidiary of the Company. And PMTA wholly holds Baconco. Thoresen (Indochina) S.A. ("TI") is a 50% joint venture held by the Company and TI holds 49% in TVA.</i></p> <p><i>PMTA and TVA have a common directors being Mr. Sigmund Stromme</i></p>	<p>Baconco rent out a factory area to TVA at space of 76,646 sq.m. This contact will automatically renew every 5 years.</p> <p>Baconco recognized such transaction as</p> <ul style="list-style-type: none"> • Rental income • Trade receivables <p>Baconco received maritime transportation services from TVA.</p>	<p>46,278</p> <p>2,975</p>	<p>59,872</p> <p>7,373</p>	<p>95,331</p> <p>11,333</p>	<p>51,443</p> <p>17,864</p>	<p>The rental and service fee is a fixed rate per sq.m., which are the same price normally charged to a third party. The rental and service fee are computed based on area. Such price is similar to Vietnamese's current market price. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p> <p>The service fees were determined based on the price normally charge to a third party which based on quantity</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	<p>Baconco recognized such transaction as</p> <ul style="list-style-type: none"> • Transportation expense • Trade payables 	41,708 4,616	67,870 778	77,449 10,662	15,360 2,466	and distance of shipment. Price and trading conditions are in line with those which TVA charged to other customers. As aforementioned, such transactions were reasonable and create the benefit for the Company.
<p>10. Baconco Co., Ltd. (“Baconco”) and Thoresen-Vinama Logistic Co., Ltd. (“TVL”)</p> <p><i>The Company holds a 68.5% stake in PM Thoresen Asia Holdings PLC. (“PMTA”), a subsidiary of the Company. And PMTA wholly holds Baconco. Thoresen (Indochina) S.A. (“TI”) is a 50% joint venture held by the Company and TI holds 49% in TVA and TVA wholly holds TVL.</i></p> <p><i>PMTA and TVL have a common directors being Mr. Sigmund Stromme</i></p>	<p>Baconco received maritime transportation services from TVL.</p> <p>Baconco recognized such transaction as</p> <ul style="list-style-type: none"> • Transportation expense • Trade payables 	31,504 3,034	38,360 4,218	34,149 6,076	10,450 6,927	The service fees were determined based on the price normally charge to a third party which based on quantity and distance of shipment. Price and trading conditions are in line with those which TVL charged to other customers. As aforementioned, such transactions were reasonable and create the benefit for the Company.



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p>11. Baconco Co., Ltd. (“Baconco”) and Baria Serece (“Baria”)</p> <p><i>The Company holds a 68.5% stake in PM Thoresen Asia Holdings PLC. (“PMTA”), a subsidiary of the Company. And PMTA wholly holds Baconco. The Company wholly holds Soleado Holdings Pte. Ltd. (“Soleado”) and Soleado holds a 28% stake in Baria.</i></p> <p><i>PMTA and Baria have two common directors being:</i></p> <ul style="list-style-type: none"> • Mr. Chalermchai Mahagitsiri • Mr. Sigmund Stromme 	<p>Baconco received maritime transportation services from Baria.</p> <p>Baconco recognized such transaction as transportation expense.</p> <p>Baconco received services from Baria.</p> <p>Baconco recognized such transaction as</p> <ul style="list-style-type: none"> • Administrative expense • Trade payables 	<p>20,930</p> <p>4,341</p> <p>1,157</p>	<p>16,281</p> <p>3,525</p> <p>1,638</p>	<p>19,187</p> <p>-</p> <p>2,469</p>	<p>5,138</p> <p>-</p> <p>242</p>	<p>The service fees were determined based on the price normally charge to a third party which based on quantity and distance of shipment. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p>12. Thoresen Thai Agencies Plc. (“TTA”) and Mermaid Maritime Plc. (“MML”)</p> <p><i>TTA holds a 58.2% stake in MML.</i></p> <p><i>TTA and MML have three common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> • <i>Mr. Prasert Bunsumpun</i> • <i>Dr. Jean Paul Thevenin</i> <p><i>And Mr. Chalermchai Mahagitsiri holds shares in both TTA and MML.</i></p>	<p>TTA entered into an agreement with MML to lease office space in Bangkok of 417 square meters. This agreement was expired in October 2020. Service fees under the contract consist of rental and service fees.</p> <p>TTA recorded such transaction as rental and facilities income.</p> <p>TTA provided IT service to MML.</p> <p>TTA recorded such transaction as IT support income.</p> <p>TTA provided support service charge to MML.</p>	1,780	-	-	-	<p>The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p> <p>Same price as normally charged to a third party. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>
		156	72	72	36	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	<p>TTA recorded such transaction as other income.</p> <p>Referring to the loan agreement TTA lent money to MML with interest rate of 7% p.a. MML intends to use such loan as its working capital.</p> <ul style="list-style-type: none"> - Dated 1 December 2021, TTA lent money to MML of USD 5.0 million - Date 17 March 2022, TTA lent money to MML of USD 4.0 million - Date 7 February 2023, TTA lent money to MML of USD 7.5 million - Date 28 April 2023, TTA lent money to MML of USD 12.5 million <p>TTA recorded such transactions as long-term loans to related parties.</p>	-	-	1,503	921	<p>The transaction approved by the Board of Directors. The interest rate is set up based on the borrowing cost of TTA plus margin. As aforementioned, such transactions were reasonable and create the benefit for the Company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	TTA recorded interest income from such loan as	-	169,462	309,522	999,516	
	<ul style="list-style-type: none"> • Interest income • Accrued interest income. 	-	291	12,867	19,724	
	Receivables from related party	-	291	-	-	
	The majority comes from accrued interest receivable from long-term loans provided to related businesses.	-	153	4,370	20,590	
	Payables to related party.	101	-	-	-	
13. Thoresen Thai Agencies Plc. ("TTA") and Mermaid Subsea Services (Thailand) Ltd. ("MSST") <i>TTA holds a 58.2% stake in Mermaid Maritime Plc. ("MML") and MML holds 100% stake in MSST.</i> <i>TTA and MSST have two common directors being:</i> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> 	Referring to guarantee agreement dated 16 September 2021, TTA shall be a guarantor to MSST under the loan facility from a financial institution that the maximum principal amount not exceeding Baht 100.0 million or equivalent amount. TTA charges 0.5% p.a. to MSST as guarantee fee.					The transaction approved by the Board of Directors. The guarantee fee is set up at the same rate that a financial institution normally charge to its client. As aforementioned, such transactions were reasonable and create the benefit for the Company.



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<ul style="list-style-type: none"> • <i>Dr. Jean Paul Thevenin</i> 	TTA recorded such transaction as other income.	-	147	476	207	
<p>14. Thoresen Thai Agencies Plc. ("TTA") and PM Thoresen Asia Holdings Plc. ("PMTA")</p> <p><i>TTA holds a 68.5% stake in-PMTA.</i></p> <p><i>TTA and PMTA have two common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> • <i>Dr. Jean Paul Thevenin</i> <p><i>And Mr. Chalermchai Mahagitsiri holds shares in both TTA and PMTA</i></p>	TTA leased office space of 182.25 sq.m. to PMTA which is a year-to-year rental agreement.					The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.
	TTA recorded such transaction as rental and facilities income.	984	984	984	492	
	TTA provided IT service to PMTA.					
	TTA recorded such transaction as IT support income.	66	66	66	33	Same price as normally charged to a third party. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.
	TTA provided accounting service and other services to PMTA					
	TTA recorded such transaction as other income.	212	185	513	180	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	TTA receive dividend from PMTA. TTA recorded such transaction as dividend income	34,669	48,537	34,669	20,802	The transaction approved by PMTA's Annual General Meeting. As aforementioned, such transactions were reasonable and create the benefit for the company.
	Due to above mentioned service providing, the uncollectible balance is recorded as receivables from related parties.	321	319	416	478	Price and condition are in line with market.
15. Thoresen Thai Agencies Plc. ("TTA") and PH Capital Co., Ltd ("PHC") <i>PHC has stakeholder from TTA and PM Capital Co., Ltd. ("PMC") which hold 70% and 30% respectively.</i> <i>TTA and PHC have two common directors being:</i> <ul style="list-style-type: none"> • Ms. Ausana Mahagitsiri • Mr. Kamolsut Dabbaransi 	TTA leased office space to PHC for office rental of 4 locations. 1. TTA leased office space of 44 sq.m. to PHC. 2. TTA leased office space of 34 sq.m. to PHC.					The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<i>And Ms. Ausana Mahagitsiri holds shares and being director in both TTA and PMC.</i>	3. TTA leased office space of 30 sq.m. to PHC.					were reasonable and create the benefit for the company.
	4. TTA leased office space of 729 sq.m. to PHC.					
	TTA recorded such transaction as rental and facilities income.	1,781	1,759	4,099	2,049	
	TTA provided IT service to PHC.					
	TTA recorded PHC as IT support income.	130	140	300	150	Same price as normally charged to a third party. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.
	Receivables from related parties	-	-	1,574	376	
	Payables from related parties	2,187	2,189	-	11	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p>16. Thoresen Thai Agencies Plc. ("TTA") and Siam Taco Co., Ltd ("STC")</p> <p><i>STC has stakeholder from TTA and CM Corporate Co., Ltd. ("CMC") which hold 70% and 30% respectively.</i></p> <p><i>TTA and STC have two common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> • <i>Mr. Kamolsut Dabbaransi</i> <p><i>And Mr. Chalermchai Mahagitsiri holds shares and being director in both TTA and CMC.</i></p>	<p>TTA leased office space of 120 sq.m. to STC which is a year-to-year rental agreement.</p> <p>TTA recorded such transaction as rental and facilities income.</p>	529	648	648	324	<p>The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	TTA provided service for room and utilization to STC.					Same price as normally charged to a third party. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.
	TTA recorded such transaction as admin and facilities income.	43	5	-	-	
	TTA provided IT service to STC.					
	TTA recorded such transaction as IT support income.	360	360	360	240	
	TTA purchased food and beverages for STC's meeting.					



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	TTA recorded such transaction as admin and facilities income.	262	9	11	-	
	TTA shared the software IT expense with STC.					
	TTA recorded such transaction as IT expenses.	-	348	-	-	
	TTA provided guarantee fee to STC. Agreement period is 6 years.					
	TTA recorded such transaction as other income.	-	-	73	46	
	Receivables from related parties	-	-	88	143	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p>17. Thoresen Thai Agencies Plc. (“TTA”) and PMT Property Co., Ltd (“PMTP”)</p> <p><i>PMTP has stakeholder from TTA, Kanden Realty & Development Co., Ltd. (“KRD”) and Toray Construction Co., Ltd. which hold 60%, 30% and 10%, respectively.</i></p> <p><i>TTA and PMTP have two common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> • <i>Ms. Ausana Mahagitsiri</i> 	<p>TTA leased office space of 166 sq.m. to PMTP which is a year-to-year rental agreement.</p> <p>TTA recorded such transaction as rental and facilities income.</p> <p>TTA provided IT service to PMTP.</p> <p>TTA recorded such transaction as IT support income.</p> <p>TTA provided accounting, HR and admin service to PMTP.</p> <p>TTA recorded such transaction as admin and facilities income.</p>	<p>766</p> <p>360</p> <p>960</p>	<p>896</p> <p>360</p> <p>960</p>	<p>896</p> <p>390</p> <p>960</p>	<p>448</p> <p>210</p> <p>480</p>	<p>The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.</p> <p>Same price as normally charged to a third party. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	TTA provided consultant service to PMTP. Agreement period is 1 year.					
	TTA recorded such transaction as admin and facilities income.	-	1,267	210	-	
	TTA lent money to PMTP with interest rate of 7% p.a. PMTP used such loan as its working capital.					The transaction approved by the Board of Directors. The interest rate is set up based on the borrowing cost of TTA plus margin. As aforementioned, such transactions were reasonable and create the benefit for the company.
	TTA recorded such transaction as short-term loans to related parties.	1,139,631	1,163,631	1,235,631	1,235,631	
	TTA recorded interest income from such loan as interest income.	78,147	80,336	85,679	42,892	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	Receivables from related parties	112,824	193,286	278,836	321,801	
18. Thoresen Thai Agencies Plc. ("TTA") and Asia Infrastructure Management (Thailand) Co., Ltd. ("AIM")	TTA lent money to AIM with interest rate of 7% p.a. AIM used such loan as its working capital.					The transaction approved by the Board of Directors. The interest rate is set up based on the borrowing cost of TTA plus margin. As Aforementioned, such transactions were reasonable and create the benefit for the company.
<i>TTA holds stake in AIM as follows.</i>	TTA recorded such transaction as short-term loans to related parties.	180,000	171,800	171,800	171,800	
<i>June 2023 90.3%</i> <i>December 2022 89.4%</i> <i>December 2021 83.8%</i> <i>December 2020 80.5%</i>						
<i>TTA and AIM have two common directors being:</i>	TTA recorded interest income from such loan as					
<ul style="list-style-type: none"> • Mr. Chalermchai Mahagitsiri • Dr. Jean Paul Thevenin 	<ul style="list-style-type: none"> • Interest income • Receivables from related parties • Accrued interest income 	3,124	11,234	15,248	5,964	
		7,713	6,072	21,926	29,083	
		359	1,295	1,291	1,280	



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	TTA provided consultant service to AIM. Agreement period is 1 year. TTA recorded such transaction as admin and facilities income.	-	-	6,750	3,252	Same price as normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the company.
19. Thoresen Thai Agencies Plc. ("TTA") and PH Macaron (Thailand) Co., Ltd. <i>TTA and PH Macaron Co., Ltd. have two common directors being:</i> <ul style="list-style-type: none">• Mr. Chalermchai Mahagitsiri• Ms. Ausana Mahagitsiri.	TTA purchased goods as gifts for new year from PH Macaron Co., Ltd. TTA recorded such transaction as gift and new year gift.	-	169	114	2	Same price as normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the company.
20. Thoresen Thai Agencies Plc. ("TTA") and Four One One Entertainment Co., Ltd.	TTA rent space on Ground Floor of 120 sq.m. from Four One One Entertainment Co., Ltd. at Baht 850					The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party.



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p><i>TTA and Four One One Entertainment Co., Ltd. have two common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> <p><i>Ms. Ausana Mahagitsiri.</i></p>	<p>per sq.m. The agreement had expired and not renewed since 14 February 2021</p> <p>TTA recorded such transaction as rental-office expenses and utilities expenses.</p>	1,262	155	-	-	Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.
<p>21. Thoresen Thai Agencies Plc. ("TTA") and Four One One Ecommerce Co., Ltd.</p> <p><i>TTA and Four One One Ecommerce Co., Ltd. have three common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> • <i>Ms. Ausana Mahagitsiri</i> <p><i>Mr. Kamolsut Dabbaransi.</i></p>	<p>TTA leased office space to Four One One Ecommerce Co., Ltd. The agreement had expired and not renewed since 2021</p> <p>TTA recorded such transaction as rental and facilities income.</p>	486	365	-	-	The rental and service fee is a fixed rate per sq.m. which are the same price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p>22. Thoresen Thai Agencies Plc. ("TTA") and Natural Bev. Co., Ltd.</p> <p><i>TTA and Natural Bev. Co., Ltd. have two common directors being:</i></p> <ul style="list-style-type: none"> • Mr. Chalermchai Mahagitsiri • Ms. Ausana Mahagitsiri. 	<p>TTA purchased goods as gifts for new year from Natural Bev. Co., Ltd.</p> <p>TTA recorded such transaction as gift and new year gift.</p>	280	1,015	749	6	Same price as normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the company.
<p>23. Thoresen Thai Agencies Plc. ("TTA") and Four One One Production Co., Ltd.</p> <p><i>TTA and Four One One Production Co., Ltd. have two common directors being:</i></p> <ul style="list-style-type: none"> • Mr. Chalermchai Mahagitsiri • Ms. Ausana Mahagitsiri 	<p>TTA sponsor advertisement for Charity Concert Festival provided in 2023.</p> <p>TTA recorded such transaction as sponsor.</p>	-	-	-	1,070	Same price as normally charged to a third party. As aforementioned, such transactions were reasonable and create the benefit for the company.
<p>24. Thoresen Thai Agencies Plc. ("TTA") and PSM Land Co., Ltd</p>	<p>TTA has leased an office building of 361 square meters from PSM Land</p>					The rental and service fee is a fixed rate per sq.m. which are the same



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p><i>TTA and PSM Land Co., Ltd. have two common directors being:</i></p> <ul style="list-style-type: none"> • <i>Mr. Chalermchai Mahagitsiri</i> • <i>Ms. Ausana Mahagitsiri</i> 	<p>Co., Ltd. at the rental and service fees of 300 baht per square meter and 110 baht per square meter, respectively. The contract starts from January 1, 2019 to December 31, 2021 with the extension of the contract for another 3 years. The rental and service fees charged under the contract are 108,300 baht and 39,710 per month, respectively.</p> <p>TTA recorded such transaction as office rental expenses.</p>	1,697	1,776	1,787	905	<p>price normally charged to a third party. Such price is similar to market price at the time of contract. The rental and service fee are computed based on area. The fee will be billed and collected on monthly basis. As aforementioned, such transactions were reasonable and create the benefit for the company.</p>
<p>25. Soleado Holdings Pte. Ltd. ("SOH") and Thoresen Vinama Tug Joint Stock Company ("TVT")</p>						<p>The interest rate is set up based on the borrowing cost of SOH plus margin. As</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
<p><i>TVT is held by Thoresen Vinama Logistics Co., Ltd. ("TVL") and SOH at 51.0% and 34.0%, respectively.</i></p>	<p>SOH lent money to TVT with interest rate of 3.5% p.a. TVT used such loan as its working capital.</p> <p>SOH recorded such transaction as short-term loans to related party.</p> <p>SOH recorded interest income from such loan as</p> <ul style="list-style-type: none"> • Interest income • Accrued interest income. 	<p>12,408</p> <p>151</p> <p>147</p>	<p>11,801</p> <p>431</p> <p>223</p>	<p>9,266</p> <p>381</p> <p>175</p>	<p>6,516</p> <p>158</p> <p>7</p>	<p>aforementioned, such transactions were reasonable and create the benefit for the company.</p>
<p>26. Soleado Holdings Pte. Ltd. ("SOH") and Petrolift Inc.</p> <p><i>TTA holds a 100.0% stake in SOH and SOH holds a 40.0% stake in Petrolift Inc.</i></p>	<p>SOH lent money to Petrolift Inc. with interest rate of 7.0% p.a. Petrolift Inc. used such loan as its working capital.</p>					<p>The interest rate is set up based on the borrowing cost of SOH plus margin. As aforementioned, such transactions were reasonable and create the benefit for the company.</p>



Name of related party / Relationship	Description of Transactions	Transaction amount (Thousand Baht)				Pricing policy and reasonable of transaction
		2020	2021	2022	Six-month 2023	
	SOH recorded such transaction as short-term loans to related parties.	-	-	115,496	-	
	SOH recorded interest income from such loan as					
	<ul style="list-style-type: none"> • Interest income • Accrued interest income. 	-	-	3,106}	2,874	
		-	-	898	-	



4.1.6 Business Overview of the Company

There are 5 main business groups of the Company as follows:

1. Shipping Group

- **Thoresen Shipping Singapore Pte. Ltd (Thoresen Shipping)**

Thoresen Shipping and is an internationally acclaimed participant in the global freight markets. Thoresen Shipping provides worldwide deep-sea transportation services, hauling a wide range of dry bulk and breakbulk commodities such as mineral ore, coal, agriculture products, construction materials, and steel products. Thoresen Shipping's fleet services our clients' requirements in the spot market, under time charters, and through Contracts of Affreightment ("COA"). In addition to the tonnage supplied by our vessels, the Company further complement our feet with chartered-in vessels to better address the growing demand in the market. The combined fleet is commercially managed by experienced and professional teams based in Singapore, Thailand, United Arab Emirates, and the United Kingdom. Thoresen Shipping vessels, and those they charter in, are fitted with cranes, which enable self-loading and self-discharging of cargoes in ports with limited or no shore-based infrastructure. The ability to call in these less facilitated ports, which are often doors to emerging markets, provides Thoresen Shipping with cargo handling leverages. Nevertheless, Thoresen Shipping's competitive advantages continue to come from the efficiency of our operation and the skills of our people.

2. Offshore Services Group

The main operating company is Mermaid Maritime Public Company Limited (MML), a listed company on the Singapore Stock Exchange (SGX), in which TTA holds a 58.22 percent stake. In this regard, the revenue proportion of the offshore service business group is accounted for 20.00 percent and 16.00 percent of TTA's total revenue in 2020 and 2021, respectively.

- **Mermaid Maritime Public Company Limited (MML)**

Mermaid Maritime Public Company Limited (MML) is a Thailand-based subsea services company. The Company offers sub-sea engineering and inspection by divers and remotely operated vehicle (ROV) systems and ownership and operations of a fleet of offshore service vessels. MML is a leading international subsea services company for major oil and gas companies or their contractors. Our corporate headquarters is in Asia (Thailand). MML has operational bases in South East Asia, West Africa, the Middle



East and the North Sea. MML provides full turnkey services to oil and gas majors operating offshore through our diversified portfolio of subsea vessels, specialized diving and survey equipment as well as remotely operated vehicles. MML has been in the offshore business for over 38 years and Mermaid is today present in five geographical regions with a team of over 500 professional divers, technicians, surveyors, management and support staff.

MML's business activities are focused on diving and remote intervention by unmanned submersibles (ROV) with world first autonomous underwater vehicle (AUV) and subsea flowline control and repair (SFCR) units that are being developed. Its Subsea Division is represented by Mermaid Subsea Services (Thailand) and Mermaid Subsea Services (International) Ltd. Both subsea units are integrated and operate under the same brand "Mermaid Subsea Services". A wide range of subsea engineering services are provided, including subsea installation engineering, offshore decommissioning, inspection, repair and maintenance, construction and installation support, commissioning, cable and pipe laying projects.

3. Agrochemical Group

The main operating companies are PM Thoresen Asia Holdings Public Company Limited (PMTA), in which the Company holds 68.5 percent of shares. The income portion of the agrochemical group accounted for 22 percent and 18 percent of the total revenue of TTA in 2020 and 2021, respectively.

- **PM Thoresen Asia Holdings Public Company Limited (PMTA)**

PM Thoresen Asia Holdings Public Company Limited (PMTA) which owns Baconco Co., Ltd. (Baconco). Baconco is currently operating in the agrochemical industry, having its headquarter located at the Phu My I Industrial Park, Vung Tau Province, Ba Ria Vung Tau Area, in southern Vietnam about 70 kilometers from Ho Chi Minh City. Baconco develops, manufactures, markets and distributes mixed fertilizers, compound fertilizers and single fertilizers with a total production capacity of approximately 450,000 metric tons per year and had the packaging capacity of 550,000 metric tons per year. All Baconco's fertilizers distributed in Vietnam and Cambodia are under the "STORK" trademark registered by Baconco since 2005. The STORK brand has been highly-recognized and credited for quality and reliability, a result from Baconco's strategy to produce highquality fertilizers with major nutrients of nitrogen (N), phosphate (P2O5) and potash (K2O). In order to expand customer



base and increase sales and distribution channels overseas, Baconco also manufactures and distributes fertilizers for external customers. At present, it exports fertilizers relation over 30 countries worldwide with main clusters of customers in Africa, Middle East and Southeast Asia. Apart from the fertilizers, Baconco also distributes pesticides in Vietnam and Foliar both in Vietnam and abroad where it outsources production process and packaging of pesticides based on formulas and criteria determined thereby to the third party. In addition, Baconco markets, sells and distributes fertilizers, pesticides and foliar under its trademarks registered in Vietnam and overseas.



4. Food and Beverage Group

The main operating companies are PH Capital Co., Ltd. (PHC), in which TTA holds 70.00 percent of shares, is a franchisee and operates Pizza Hut restaurants, and Siam Taco Company Limited (STC), in which TTA holds 70.00 percent of shares, is a franchisee and operates Taco Bell restaurants. The income portion of the food and beverage group accounted for 16 percent and 9 percent of the total revenue of TTA in 2020 and 2021, respectively.

- **PH Capital Co., Ltd. (PHC)**

The Company holds 70.00 shares in PH Capital Co., Ltd. (PHC). PH Capital Co., Ltd. (PHC), is a franchisee of Yum! Brands, Inc., the world's leading company, and operates a restaurant business under the trademark "Pizza Hut". PHC was registered on 9 February 2017 and has 92 Pizza Hut restaurants and has opened more branches each year. By the end of the year, 31 December of 2019, 2020, and 2021, there are a total of 148 branches, 167 branches, and 177 branches, respectively, covering the Bangkok metropolitan area and other provinces. The Pizza Hut restaurants are located in the community area, both in large department stores, local shopping malls, hypermarkets such as Lotus and Big C, gas stations, and standalone restaurants, all operated by PHC. Pizza Hut's restaurant-style includes a full-service restaurant with large spaces and tables, as well as table service and a restaurant focused on delivery or take-away.

Pizza Hut is a global pizza brand and number one in the creation of premium quality and great tasting menus in Thailand, with PHC being the sole franchisee of the "Pizza Hut" trademark. They offer dine in, home or office delivery, take away, and through food aggregators. The main dishes served are pizza, spaghetti, as well as appetizers such as chicken, fish donuts, cheesy balls, etc.



- **Siam Taco Company Limited (STC)**

The Company holds a 70.00 percent stake in Siam Taco Company Limited (STC), a franchisee of the world leading Yum! Brands, Inc., who operates a restaurant under the trademark "Taco Bell". STC was registered on 14 June 2018. There were a total of 8 branches in 2020, and as of 31 December 2021, there were a total of 11 branches. Taco Bell restaurants are located in urban areas as standalone shops, as well as in chain department stores, local department stores, and gas stations within communities. Every restaurant is operated by STC. Modes of Taco Bell restaurants include both full-service fast-food stores with large areas and dining tables and smaller stores that mainly support delivery or customer pick-up services. Most restaurants are full-service fast-food stores; however, there has recently been an increase in the proportion of smaller stores that mainly support delivery services, as they necessitate smaller investment and meet the growing consumer demand for delivery services.

Taco Bell is a global Mexican fast-food brand and a leader in the creation of premium quality tasting dishes. In Thailand, STC is the sole franchisee of the trademark "Taco Bell", offering dine in, take away, and delivery services as well as distributing through food aggregators. Food served includes tacos, nachos, quesadillas, and burritos.

5. Other Investment Group

Other Investment group comprises of other businesses besides the aforementioned businesses such as Unique Mining Services Public Company Limited (UMS), in which the Company holds 95.65 percent of shares and water resource management business by Asia Infrastructure Management (Thailand) Company Limited (AIM), in which the Company holds 83.75 percent of shares.

- **Unique Mining Services Public Company Limited**

Unique Mining Services Public Company Limited or (UMS) is an importation of high quality coals, bituminous and sub-bituminous, with medium moderate calorific value and less environmental impact. The coal is mainly imported from Indonesia or bought from other importers in Thailand to distribute to large, medium and small-sized industrial factories especially those located in Bangkok and other provinces surrounding it. The primary industrial targets of UMS were food and beverage sector, pulp and paper including cement industries. UMS has set its strategy to deliver coal to customers in a timely manner through complete supply chain management with efficient administration in coal stockpiles and warehouses to ensure coal adequacy for delivery to customers. This enables the customers never have to



remain stress-free about stocking up coal and preparing stations or warehouse to store coal on their own.

- **Asia Infrastructure Management (Thailand) Company Limited (AIM)**

Asia Infrastructure Management (Thailand) Company Limited (AIM) is a design, construction, and integrated service provider for water resource management. AIM provides management services for reducing non-revenue water and primarily provides services for piping, installation, and plumbing repair. In addition, AIM has also obtained a concession to distribute tap water in Luang Prabang, Laos through Asia Nampapa Luangprabang Company Limited (ALP), a subsidiary in which AIM holds 66.67 percent of the shares. The details are as follows:

1. Industrial wastewater treatment work in collaboration with Industrial Estate Authority of Thailand.
2. Water supply systems that use less space and energy, and non-revenue water reduction management work in collaboration with the Metropolitan Waterworks Authority and the Provincial Waterworks Authority, using high technology to optimize the production of tap water and mobile drinking water with an experienced team. The Company had the opportunity to bring a mobile drinking water production system with government agencies to help people affected by floods in many areas during the year 2011, such as Phetchaburi Province, Ayutthaya Province, Songkhla Province, etc.
3. Increase the potential to treat wastewater in the canals to become clean water and reduce the accumulation of germs.
4. Develop renewable energy business such as using solar energy for hospitals such as Samitivej Sukhumvit Hospital, Sri Rayong Hospital, Samitivej Chonburi Hospital, as well as a business expansion plan with high technology to turn waste into energy.
5. Operate electric boats in various canals in Bangkok. The operation started at Khlong Phadung Krung Kasem to help reduce pollution by using clean energy electric boats that are environmentally friendly.



4.1.7 Revenue Structure of the Company

Revenue Structure	31 December 2018		31 December 2019		31 December 2020		31 December 2021		31 December 2022		30 June 2022		30 June 2023	
	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%	THB million	%
Dividend income	455.19	74.07	388.62	30.22	379.78	69.39	1,632.31	77.95	5,999.97	95.26	3,584.38	93.47	2,243.64	84.40
Profit from exchange rate	-	-	-	-	21.60	3.95	126.14	6.02	26.12	0.41	137.73	3.59	157.26	5.92
Interest income	74.69	12.15	114.18	8.88	119.87	21.90	129.60	6.19	241.10	3.83	97.68	2.55	221.14	8.32
Other income	84.65	13.77	783.09	60.90	26.05	4.76	205.89	9.83	31.37	0.50	14.46	0.38	36.31	1.37
Total revenue	614.53	100.00	1,285.89	100.00	547.30	100.00	2,093.94	100.00	6,298.55	100.00	3,834.84	100.00	2,658.35	100.00

Source: The Company's separate financial statements for 2018 - 2022 and the 2nd quarter financial statements of 2022 and 2023.



4.1.8 Management Discussion and Analysis

As per the Company's audited separate financial statements which audited by a certified public accountant of KPMG Phoomchai Audit Ltd. For the year ended 31 December 2018 to 30 June 2023, the Company's financial performance can be summarized as follows;

➤ separate financial statements

Statement of income (Unit: THB million)	31 December 2018	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 June 2022	30 June 2023
Total revenues	614.53	1,285.89	547.30	2,093.94	6,298.55	3,834.84	2,658.35
Profit before expenses	614.53	1,285.89	547.30	2,093.94	6,298.55	3,834.84	2,658.35
Selling and administrative expenses	(308.31)	(625.29)	(372.98)	(663.47)	(846.03)	(615.39)	(273.27)
Profit from operating activities	306.22	660.60	174.32	1,430.47	5,452.53	3,219.46	2,385.08
Finance costs	(138.25)	(169.36)	(170.73)	(217.96)	(234.07)	(118.15)	(183.38)
Profit (Loss) before income tax expenses	167.97	491.25	3.59	1,212.51	5,218.45	3,101.31	2,201.72
Tax expense (income)	(58.81)	(90.69)	67.39	(53.86)	60.26	9.25	5.43
Profit (loss) for the year	109.16	400.56	70.98	1,158.65	5,278.71	3,110.56	2,207.15

Source: The Company's separate financial statements for 2018 - 2022 and the 2nd quarter financial statements of 2022 and 2023.

➤ Statement of financial position

Statement of financial position (Unit: THB million)	31 December 2018	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 June 2022	30 June 2023
Assets							
Cash and cash equivalents	470.89	874.56	568.98	2,999.04	3,263.17	801.00	5,647.20
Other current financial assets	1,087.52	1,812.76	2,205.27	2,630.32	1,213.69	1,290.20	1,134.32
Trade receivables	1.38	4.88	2.27	2.60	2.31	3.99	4.17
Receivables from related parties	128.77	122.33	182.41	235.77	453.65	326.69	656.27
Short-term loans to related parties	4,543.61	2,943.27	3,342.92	3,338.10	7,323.86	4,398.69	7,663.22
Current portion of long-term loans to related parties	90.00	127.50	165.00	150.00	124.00	141.00	114.00
Prepayments	4.32	4.66	5.49	6.88	7.86	9.16	10.25
Other current assets	14.97	26.67	14.10	16.84	14.54	3,456.71	15.11
Total current assets	6,341.47	5,916.61	6,486.44	9,379.54	12,403.07	10,427.44	15,244.54



Statement of financial position (Unit: THB million)	31 December 2018	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 June 2022	30 June 2023
Investment in associates	79.07	79.07	79.07	61.20	61.20	61.20	61.20
Investment in subsidiaries	23,565.78	23,501.18	23,541.90	23,276.40	23,520.01	23,332.01	23,736.51
Investment in joint ventures	21.00	438.92	467.30	467.30	467.30	467.30	467.30
Long-term loans to related parties	75.00	37.50	-	-	-	-	-
Property, plants, and equipment	129.81	141.47	136.38	127.23	124.94	129.67	125.46
Right-of-use assets	-	-	9.36	7.67	9.66	10.49	8.83
Intangible assets other than goodwill	0.39	0.46	0.56	0.34	43.71	30.93	54.33
Deferred tax assets	85.47	-	55.59	1.57	64.63	14.93	68.48
Other non-current assets	13.11	1.37	2.75	2.99	3.69	51.59	14.81
Total non-current assets	23,969.63	24,199.96	24,292.91	23,944.69	24,295.13	24,098.13	26,273.31
Total assets	30,311.10	30,116.57	30,779.35	33,324.24	36,698.20	34,525.56	41,522.85
Liabilities							
Bank overdrafts and short-term borrowings from financial institutions	300.00	-	-	-	-	-	-
Trade payables	-	-	-	1.74	-	-	-
Other current payables	5.95	4.53	6.94	5.21	5.85	5.74	5.67
Payables to related parties	6.91	6.62	0.28	2.57	2.57	2.57	-
Advanced from customers	-	-	0.46	0.42	0.53	0.36	0.66
Short-term borrowings from related parties	796.96	740.86	707.40	366.54	378.73	386.80	389.72
Current portion of debentures	-	-	1,804.28	1,499.82	2,209.30	712.95	1,498.01
Current portion of lease liabilities	-	-	1.55	0.30	1.53	1.50	1.56
Accrued expenses	35.50	35.58	37.39	131.03	101.36	105.67	74.75
Other current liabilities	6.06	6.41	6.32	5.40	4.29	4.51	2.96
Total current liabilities	1,151.37	793.99	2,564.62	2,013.02	2,704.16	1,220.08	1,973.33
Debenture	3,280.05	3,289.88	2,201.19	4,172.38	1,982.50	3,469.06	5,723.89
Lease liabilities	-	-	8.03	7.73	8.69	9.46	7.90
Deferred tax liabilities	-	7.69	-	-	-	-	-
Non-current provision for employee benefits	13.78	21.34	23.78	26.52	31.68	29.20	34.02
Other non-current liabilities	3,293.83	3,318.91	2,233.00	4,206.63	2,022.87	3,507.73	5,765.81
Total liabilities	4,445.20	4,112.90	4,797.62	6,219.65	4,727.04	4,727.81	7,739.14
Equity							
Authorized share capital	1,998.45	1,998.45	1,998.45	1,998.45	1,998.45	1,998.45	1,998.45



Statement of financial position (Unit: THB million)	31 December 2018	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 June 2022	30 June 2023
Issued and paid-up share capital	1,822.46	1,822.47	1,822.47	1,822.47	1,822.47	1,822.47	1,822.47
Share premium on ordinary shares	16,060.01	16,060.02	16,060.02	16,060.02	16,060.02	16,060.02	16,060.02
Appropriated retained earnings- Legal reserve	122.22	142.25	145.80	199.85	199.85	199.85	199.85
Unappropriated	7,853.14	7,967.72	7,925.80	8,989.97	13,867.75	11,699.45	15,673.98
Other components of equity	8.07	11.23	27.65	32.29	21.08	15.97	27.40
Total equity	25,865.90	26,003.67	25,981.73	27,104.59	31,971.16	29,797.75	33,787.71
Total liabilities and equity	30,311.10	30,116.57	30,779.35	33,324.24	36,698.20	34,525.56	41,522.85

Source: The Company's separate financial statements for 2018 - 2022 and the 2nd quarter financial statements of 2022 and 2023.

➤ Statement of cash flows

Statement of cash flows (Unit: THB million)	31 December 2018	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 June 2022	30 June 2023
Cash flows from (used in) operating activities	(192.75)	(85.12)	(137.52)	(117.83)	(62.01)	(180.48)	(281.72)
Cash flows from (used in) investing activities	(856.08)	1,057.72	(613.74)	1,093.33	2,522.42	(35.14)	101.81
Cash flows from (used in) financing activities	1,296.50	(553.61)	436.66	1,423.70	(2,131.56)	(2,025.15)	2,477.48
Effect of exchange rate changes on balances held in foreign currencies	0.52	(15.31)	9.03	30.85	(64.71)	42.74	86.48
Net increase (decrease) in cash and cash equivalents	248.19	403.67	(305.58)	2,430.05	264.14	(2,198.03)	2,384.03
Cash and cash equivalents at 1 January	222.70	470.89	874.56	568.98	2,999.04	2,999.04	3,263.17
Cash and cash equivalents at 31 December	470.89	874.56	568.98	2,999.04	3,263.17	801.00	5,647.20

Source: The Company's separate financial statements for 2018 - 2022 and the 2nd quarter financial statements of 2022 and 2023.



➤ Key Financial Ratios

Table of Key financial ratios for the year 2018-2022 and 2nd quarter financial statements
of 2022 and 2023.

List	Unit	2018	2019	2020	2021	2022	June 2022	June 2023
Liquidity Ratio								
Current Ratio	Times	5.51	7.45	2.53	4.66	4.59	8.55	7.73
Profitability Ratio								
Gross profit margin	percent age	49.83	51.37	31.85	68.31	86.57	83.95	89.72
Net profit margin	percent age	17.76	31.15	12.97	55.33	83.81	81.11	83.03
Operating Efficiency Ratio								
Return on assets	percent age	0.36	1.33	0.23	3.61	15.08	8.73	5.80
Return on equity	percent age	0.42	1.54	0.27	4.37	17.87	10.07	6.94
FINANCIAL POLICY RATIO								
Debt to Equity Ratio	Times	0.17	0.16	0.18	0.23	0.15	0.16	0.23
Interest Bearing Debt to Equity Ratio	Times	0.17	0.16	0.18	0.22	0.14	0.15	0.23
Debt service coverage ratio (DSCR)	Times	0.15	1.45	1.17	0.72	3.16	1.99	0.23

Source: The Company's separate financial statements for 2018 - 2022 and the 2nd quarter financial statements of 2022 and 2023.



Management Discussion and Analysis

Performance

Total revenue

Total revenues for the year 2018 - 2022, second fiscal year 2022 and 2023 were THB 614.53 million, THB 1,285.89 million, THB 547.30 million, THB 2,093.94 million, THB 6,298.55 million, THB 3,834.84 million and THB 2,658.35 million respectively, representing a compound annual growth rate (CAGR) between 2018 - 2022 equal to 78.93%.

In 2019, the Company's total revenue is equal to THB 1,285.89 million which increase in the amount of THB 671.35 million or equal to 109.25% from the year 2018, which income is equal to THB 614.53 million. The increasing in 2019 arising from that the Company has other revenues of 40.00% from disposition of PMTP shares, or equal to THB 283.70 million to one of the largest energy company's real estate agencies in Japan. in July and gain from the higher value than the fair value from PMTP which was changed from a subsidiary to a joint venture in the amount of THB 417.00 million and dividend income from the shipping business sector.

In 2020, the Company's total revenue is equal to THB 547.30 million which decrease in the amount of THB 738.59 million or equal to 57.44% compared to the year 2019 which is equal to THB 1,285.89 million, mainly due to 1) isolation measures to prevent COVID-19 virus transmission which affects the entry and exit of submarine engineering ships into dry docks; 2) imports ships into dry docks in accordance with the regulations and 3) the decreasing of the freight rate of bulk carriers arise from the effect of the COVID-19 situation in the first half of 2020. Since the third quarter of 2020, the overall operating performance has begun to recover in the last 6 months of 2020, gross profit has almost doubled, compared to the first half of 2019.

In 2021, the Company's total revenue is equal to THB 2,093.94 million, increase in the amount of THB 1,546.64 million or equal to 282.59% compared to the year 2020 which is equal to THB 547.30 million due to the significantly increase of performance of most of the Company's business sectors, especially shipping as freight rate rising from the supportive factors of growing shipping which limit the demand for coal and minor bulk which increase as an effect of the global economic recovery. In addition, from the expansion of service to submarine cable laying of offshore service.

In 2022, the Company's total revenue is equal to THB 6,298.55 million, increase in the amount of THB 4,202.61 million or equal to 200.80% compared to the year 2021 which is equal to THB 2,093.94 million due to the dividend received from the shipping as the freight rate increase, the number of working days of owed by shipping sector increase and the Thai baht depreciated against the US dollar, including offshore services Group successfully restored to net profit, mainly from the significant increase in profits from submarine cable laying, dismantling, and transportation and installation.

In 2023, the Company's total revenue until the second quarter amounted to THB 2,658.35 million, decrease in the amount of THB 1,176.49 million or a decline of 30.68% from 2022. This reduction primarily stemmed from a



decrease in dividend income, attributed to the maritime transportation business due to the adjusted vessel valuation of the maritime transportation business segment, which decreased in the second quarter of 2023 compared to the same period in 2022.

Profit margin ratio from operation

From 2018 – 2022, second fiscal year 2022 and 2023, the Company's profit is equal to THB 306.22 million, THB 660.60 million, THB 174.32 million, THB 1,430.47 million, THB 5,452.53 million, THB 3,219.46 million and THB 2,385.08 million respectively or profit margin ratio of 49.83%, 51.37%, 31.85%, 68.31%, 83.95% and 89.72% respectively.

In 2019, the Company's gross profit from operation is equal to THB 660.60 million which increase in the amount of THB 354.38 million or gross profit margin of 51.37% from the year 2018 arising from that the Company has other revenues from disposition of PMTP shares, or equal to THB 283.70 million or equal to 40.00% gain.

In 2020, the Company's gross profit from operation is equal to THB 174.32 million which decrease in the amount of THB 486.28 million or gross profit margin of 31.85% compared to the year 2019 which is equal to THB 660.60 million or gross profit margin of 51.37%, mainly due to the isolation measures to prevent COVID-19 virus transmission which affects the dividend from associates and joint venture.

In 2021, the Company's gross profit from operation is equal to THB 1,430.47 million or gross profit margin of 68.31%, increase in the amount of THB 1,256.15 million compared to the year 2020 which is equal to THB 174.32 million or gross profit margin of 31.85 due to the significantly increase of performance of most of the Company's business sectors, especially shipping as freight rate rising.

In 2022, the Company's gross profit from operation is equal to THB 5,452.53 million or gross profit margin of 86.57%, increase in the amount of THB 4,022.05 million, compared to the year 2021 which is equal to THB 1,430.47 or gross profit margin of 68.31% due to the dividend received from the shipping as the freight rate increase, the number of working days of owed by shipping sector increase and the Thai baht depreciated against the US dollar, including offshore services Group successfully restored to net profit.

In 2023, the Company's gross profit from operation is equal to THB 2,385.08 million or gross profit margin of 89.72%. While the gross profit margin increased compared to 2022, the overall revenue reduction led to a decrease in operating profit by THB 834.38 million in the first half of 2023 compared to the same period in 2022, which had an gross profit of THB 3,219.46 million, or a gross profit margin of 83.95%, primarily due to the adjusted vessel valuation decrease.



Net profit margin

In 2018-2022, second fiscal year 2022 and 2023, the Company's net profit is equal to THB 109.16 million, THB 400.56 million, THB 70.98 million, THB 1,158.65 million, THB 5,278.71 million, THB 3,110.56 million and THB 2,207.15 million. The net profit margin was 17.76%, 31.15%, 12.97%, 55.33%, 83.81%, 81.11% and 83.03% respectively.

In 2019, the Company's net profit is equal to THB 400.56 million, or 31.15%, with a profit increase of THB 291.4 million. Compared to 2018, due to the Company's reasons, the net profit was 109.16 million Baht or 17.76%. The sale of PMTP shares generated other income. However, the Company's financial costs increased by THB 31.11 million from the issuance of TTA233A bonds of THB 716.2 million.

In 2020, the Company's net profit was THB 70.98 million, accounting for 12.97% of the net profit, with a decrease of THB 329.58 million, compared to 2019, the net profit was THB 400.56 million or 31.15% due to the impact of isolation measures to prevent COVID-19 virus transmission.

In 2021, the Company's net profit was THB 1,158.65 million, or 55.33% net profit margin, with a profit increase of THB 1,087.67 million, compared to 2020, the net profit was THB 70.98 million, or 12.97% net profit margin due to the significant growth of shipping business and the increase in the Company's net profit margin. However, due to the issuance of THB 1.5 billion of TTA 239A bonds, the Company's financial costs increased by THB 47.23 million.

In 2022, the Company's net profit was THB 5,278.71 million, or 83.81% net profit margin, an increase of THB 4,120.06 million, compared to 2021, the net profit was THB 1,158.65 million, or 55.33% net profit margin due to the improved performance of most of the business sectors.

In 2023, the Company's net profit of THB 2,207.15 million, equivalent to a net profit margin of 83.02%. This represents a decrease of 899.59 million Baht compared to the first half of 2022, where the net profit was THB 3,110.56 million, or a net profit margin of 81.11%. This decrease is primarily attributed to a significant reduction in the Company's management expenses, despite an overall decrease in revenue.



Financial position

Assets

As of 31 December 2019, the Company's total assets is equal to THB 30,116.57 million, which decrease by THB 194.53 million, compared to the previous year as of 31 December 2018, the total assets were THB 30,311.10 million. The main reason is the decline in the value of fixed assets due to the conversion of financial statements for overseas operations and the decline in the fair value of financial assets caused by the first implementation of new financial reporting standards, including: The amount of short-term loans provided to related companies decreased to THB 1,329.56 million. However, due to the investment in PMT Property, the investment in the joint venture increased by THB 417.92 million as the Company holds 60.00% of ordinary shares.

As of 31 December 2020, the Company's total assets is equal to THB 30,779.35 million, which increase by THB 662.78 million, compared to the previous year As of 31 December 2019, the total assets is THB 30,116.57 million. The main reason is the increase in short-term loans to related enterprises for investment in subsidiaries and related companies and reserves for subsidiaries and related companies, equal to THB 375.98 million.

As of December 31, 2021, the Company's total assets were THB 33,324.24 million, an increase of THB 2,544.89 million over the total assets. As of 31 December 2020, the total assets were THB 30,779.35 million, mainly due to the cash under management comes from dividends from the shipping business unit, as well as significant improvements in most of all business sectors that cause the net profit to increase by THB 1,087.67 million.

As of 31 December 2022, the Company's total assets is THB 36,698.20 million, an increase of THB 3,373.96 million over the total assets. As of 31 December 2021, the total assets were THB 33,324.24 million, due to the increase in short-term loans to related companies for investment in subsidiaries and related companies and the reserve for subsidiaries and related companies of THB 4,158.31 million, as well as the increase in cash under dividend management in the shipping, including the performance of most of all business sectors improved significantly, with cause the net profit to increase by THB 41.206 million.

As of 30 June 2023, the Company's total assets is THB 41,522.85 million, an increase of THB 4,824.65 million over the total assets. AS of 31 December 2022, the total assets were THB 36,698.20 million. This significant increase is primarily attributed to the issuance of two series of bonds with a combined value of THB 3,772.5 million. Additionally, the outstanding performance of nearly every business group over the past year has also contributed to this positive result.

Liabilities

As of 31 December 2019, the Company's total liabilities is equal to THB 4112.9 million, a decrease of THB 332.30 million, compared to the total liabilities as of 31 December 2018 which the total liability is THB 4,445.20 million, mainly due to the Company's repayment of overdrafts and short-term loans from financial institutions of THB 300 million.



As of 31 December 2020, the Company's total liabilities is THB 4,797.62 million, an increase of THB 684.72 million from total liabilities as of 31 December 2019, which is THB 4,112.90 million, mainly due to the issuance of TTA233A bonds of THB 716.20 million and the TTA213A bond of THB 1,805.20 million issued in 2018 with the maturity in March 2021, which is a portion due within one year.

As of 31 December 2021, the Company's total liabilities is equal to THB 6,219.65 million, an increase of THB 1,422.03 million from total liabilities as of 31 December 2020, which is THB 4,797.62 million, mainly due to the issuance of TTA239A bonds of THB 1,500.00 million and the TTA221A bonds of THB 1,500.00 million issued in 2018 and matured in January 2022, which is a portion due within one year.

As of 31 December 2022, the Company's total liabilities is equal to THB 4,727.04 million, an decrease of THB 1,492.61 million from total liabilities as of 31 December 2021, which is THB 6,219.65 million, mainly due to the issuance of TTA233A bonds of THB 716.20 million issued in 2021 with the maturity in March 2023 and the TTA239A bonds of THB 1,500.00 million issued in 2021 with the maturity in September 2023, which is a portion due within one year.

As of 30 June 2023, the Company's total liabilities is equal to THB 7,739.14 million, an increase of THB 3,012.1 million from the total liabilities as of 31 December 2022, which is THB 4,727.04 million. The primary factor behind this increase is attributed to the issuance of TTA260A and TTA281A bonds in January 2023, with amounts of THB 1,698.1 million and THB 2,074.4 million, respectively.

Equity

As of 31 December 2019, the Company's shareholders' equity is equal to THB 26,003.67 million, an increase of THB 137.78 million from as of 31 December 2018, which is THB 25,865.90 million, due to that the Company's net profit increasing in the amount of THB 291.40 million and dividends paid to the shareholders of the Company in the amount of THB 91.12 million.

As of 31 December 2020, the Company's shareholders' equity is equal to THB 25,981.73 million, a decrease of THB 21.94 million from as of 31 December 2019, which is THB 26,003.67 million, due to that the Company's net profit decreasing in the amount of THB 329.58 million and dividends paid to the shareholders of the Company in the amount of THB 109.35 million.

As of 31 December 2021, the Company's shareholders' equity is equal to THB 27,104.59 million, an increase of THB 1,122.86 million from as of 31 December 2020, which is THB 25,981.73 million, due to that the Company's net profit increasing in the amount of THB 1,087.67 million and dividends paid to the shareholders of the Company in the amount of THB 36.45 million.

As of 31 December 2022, the Company's shareholders' equity is equal to THB 31,971.16 million, an increase of THB 4,866.58 million from as of 31 December 2021, which is THB 27,104.59 million, due to that the Company's net



profit increasing in the amount of THB 4,120.06 million and dividends paid to the shareholders of the Company in the amount of THB 400.93 million.

As of 30 June 2023, the Company's shareholders equity is equal to THB 33,787.71 million, an increase of THB 1,816.55 million from as of THB 31 December 2022, which is THB 31,971.16 million. The primary drivers for this increase include the Company's net profit for the first half of the year, totaling THB 2,207.15 million, and the dividend payout to the Company's shareholders, amounting to THB 400.94 million.

Liquidity analysis

Cash flow from operating activities

In 2018-2022, second fiscal year 2022 and 2023, MML's net cash flow from operating activities was THB (192.75) million, THB (85.12) million, THB (137.52) million, THB (117.83) million, THB (62.01) million and THB (281.72) million. Due to deducting dividends received from investments in subsidiaries, associated companies, and joint ventures in the amount of THB (450.94) million, THB (380.07) million, THB (369.21) million, THB (1,625.90) million, THB (5,991.40) million, and THB (2,238.82) million in the year 2018 – 2023 respectively.

Cash flow from investing activities

In 2018, the Company's net cash flow from (spent in) investing activities in the amount of THB (856.08) million, which was mainly a result of net cash payments for other current financial assets of THB 827.52 million and cash payments for investments in subsidiaries, associates, and joint ventures in the amount of THB 369.25 million. However, the Company received dividends from subsidiaries, associates, and joint ventures in the amount THB 255.70 million.

In 2019, the Company's net cash flows from (used in) investing activities in the amount of THB 1,057.72 million, which was mainly a result of net cash received from short-term loans to related businesses in the amount of THB 1,329.56 million and received Dividends received from subsidiaries, associates, and joint ventures amounted to THB 380.07 million. However, the Company's net cash payments for other current financial assets in the amount of THB 772.77 million.

In 2020, the Company's net cash flow from (spent in) investing activities in the amount of THB (613.74) million, which was mainly a result of net cash payments for other current financial assets in the amount of THB 513.79 million and cash paid from grants. Short-term loans to related businesses amounted to THB 375.98 million. However, the Company received dividends from subsidiaries, associated companies, and joint ventures in the amount of THB 339.10 million.

In 2021, the Company's net cash flow from (spent in) investing activities in the amount of THB 1,093.33 million, which was mainly a result of dividends received from subsidiaries, associated companies, and joint ventures in the amount of THB 1,217.88 million. However, the Company's net cash outflows. For other current financial assets, the amount was THB 170.51 million.



In 2022, the Company's net cash flow derived from (used in) investing activities in the amount of THB 2,522.42 million, which was mainly a result of dividends received from subsidiaries, associates, and joint ventures in the amount of THB 5,991.40 million. However, the Company had cash to pay. From short-term loans to related businesses in the amount of THB 4,158.31 million.

In 2023, operating results up to the 2nd quarter, the Company's net cash flow derived from (used in) investment activities in the amount of THB 101.81 million, which was mainly a result of dividends received from subsidiaries, associates and joint ventures in the amount of THB 2,238.82 million. However, the Company's cash paid from short-term loans to related businesses in the amount of THB 1,945.84 million.

Cash flow from financing activities

In 2018, the Company's net cash flow from (spent in) financing activities of THB 1,296.50 million, a result of the Company Received cash from issuing bonds in the amount of THB 3,275.67 million and cash received from short-term loans in the amount of THB 300.00 million. However, the Company repaid bonds in the amount of THB 2,000.00 million and paid financial costs in the amount of THB 127.80 million.

In 2019, the Company's net cash flow from (spent in) financing activities in the amount of THB (533.61) million, as a result of the Company has repaid short-term loans in the amount of THB 300.00 million and paid financial costs in the amount of THB 162.19 million.

In 2020, the Company's net cash flow from (spent in) financing activities of THB 436.66 million, resulting from receiving cash from issuing bonds in the amount of THB 705.34 million. However, the Company paid financial costs of THB 156.10 million.

In 2021, the Company's net cash flow from (spent in) financing activities of THB 1,423.70 million, a result of the Company received cash from the issuance of bonds in the amount of THB 3,454.59 million. However, the Company repaid the bonds in the amount of THB 1,805.20 million, including paying financial costs in the amount of THB 186.99 million.

In 2022, the Company's net cash flow from (spent in) financing activities in the amount of THB (2,131.56) million, as a result of the Company repaying bonds in the amount of THB 1,500.00 million and paying dividends to the Company's shareholders amount of THB 400.93 million, including financial costs of THB 228.36 million.

In 2023, operating results up to the 2nd quarter, the Company's net cash flow from (spent in) financing activities of THB 2,477.48 million, a result of the Company issuing bonds in the amount of THB 3,734.32 million and paying dividends to shareholders in the amount of THB 400.94 million, including paying financial costs in the amount of THB 138.65 million.

Net cash and cash equivalent increase (decrease)

In 2018 - 2022 and the operating results of the 2nd quarter of 2022 and 2023, the Company's net increase (decrease) in cash and cash equivalents of THB 248.19 million, THB 402.67 million, THB (305.58) million, THB 2,430.05 million, THB 264.14 million baht and THB 2,384.03 million, respectively, with a net increase (decrease) in



cash and cash equivalents in 2022, resulting in the Company's cash and cash equivalents remaining at THB 3,263.17 million. As a result of the Company received dividends from subsidiaries, associates, and joint ventures in the amount of THB 2,238.82 million and received cash from issuing bonds in the amount of THB 3,734.33 million. However, the Company repaid the bonds in the amount of THB 716.20 million and a net increase (decrease) in cash and cash equivalents in 2023, resulting in the Company's cash and cash equivalents remaining at THB 5,647.20 million, mainly as a result of dividends received from subsidiaries, associates and joint ventures amounted to THB 2,238.82 million. However, the Company repaid bonds in the amount of THB 716.20 million.

Therefore, when considering the Company's separate financial statements in the operating results up to the second quarter of 2023, the Company had highly liquid assets totaling THB 6,781.52 million, consisting of cash and cash equivalents equal to THB 5,647.2 million and other current financial assets of THB 1,134.32 million, after cash reserves to use in future investments and repayment of debenture.



4.1.9 Industry and overview and outlook

1. Shipping Group

In 2022, the dry bulk market experienced a decrease compared to 2021, with an average Baltic Dry Index (BDI) of 1,934 points, down from 2,943 points in 2021. This was influenced by an excess of supply over demand. Additionally, shifts in trade routes due to the Russia-Ukraine conflict led to the emergence of new shipping routes in the Asian and European markets. There was an increased demand for shipping due to the adoption of these new routes, alongside ongoing impacts from the COVID-19 pandemic. These factors contributed positively to the resilience and strength of the dry bulk shipping business.

However, economic fluctuations, including the effects of the Russia-Ukraine conflict and the persisting COVID-19 pandemic, remain influential. Environmental policies, energy usage, and efforts to reduce greenhouse gas emissions are also significant factors to consider. These elements continue to impact operational policies.

In 2023, market trends indicate an expected improvement in the balance between supply and demand. The global economy is predicted to stabilize, including a slowdown in the demand for specific products, particularly in the real estate sector in China, which is expected to decrease. On the supply side, the number of vessels entering the market is projected to remain lower than in previous years. These factors are anticipated to have a positive impact on the dry bulk shipping business in 2023, despite a potential softening in vessel charter rates when compared to the years 2022-2023.

2. Offshore Services Group

In the fourth quarter of 2022, the marine engineering services sector saw an increase in activity. This was driven by the approval of projects such as Yggdrasil, Valhall PWP-Feris, and Skary Satellite by Aker BP (formerly known as NOAKA). As a result, the total installation of equipment for underwater oil production, including the connection of equipment, pipes, and valves, increased by 79.00% compared to the previous year.

Furthermore, according to Westwood's research, the trend indicates that there will be a substantial number of installations of equipment for underwater oil production in 2023-2028, totaling 1,310 units. It is anticipated that activities in Africa and America will account for over 66.00% of these installations.

As for the offshore oil and gas industry, although it is accustomed to dealing with supply disruptions and price volatility, the past seven years have witnessed extreme fluctuations. This includes prices reaching over 100 USD per barrel in 2015, to a low of -37 USD per barrel in 2020. However, the current industry landscape is significantly different from



previous challenges. Economic, geopolitical, trade, policy, and financial factors have led to more severe investment issues, stimulating broad changes in the energy market. The three components of the energy equation—energy security, diversification, and transition to low-carbon energy—are facing intense pressure due to the "energy challenge factors."

3. Agrochemical Group

In 2022, the chemical fertilizer industry faced several disruptions. Global fertilizer supply faced uncertainty due to the Russo-Ukrainian conflict, a Potash shortage from Belarus after export restrictions in the latter half of 2021, export restrictions on Nitrogen and Phosphate from China, and an increase in natural gas prices in Europe, unlike seen before. This led to increased production costs for nitrogen and energy, along with a scarcity of inputs. Consequently, fertilizer prices rose more rapidly than agricultural commodity prices.

According to the International Fertilizer Association (IFA), it is anticipated that global fertilizer usage will decrease by 5.00% in 2022, following a 2.40% decrease in 2021 (from a higher base due to robust demand in Southeast Asia, which is projected to impact the decrease in global fertilizer usage in 2020). Southeast Asia is also anticipated to impact the decrease in global fertilizer usage in 2022. IFA predicts a recovery of 3.00% in global fertilizer usage in 2023, reaching 194 million metric tons, surpassing the levels of 2019.

In the long term, factors supporting the growth of the fertilizer industry include the development of new innovations and the increasing population. However, various regulations, climate and environmental constraints, and higher production costs will negatively impact the fertilizer industry.

The largest fertilizer market globally is the Asia-Pacific region, with over 50.00% market share. The East Asia region is a significant customer base, with China being the largest customer, accounting for more than half of the demand from the entire East Asia region.

In this industry, major companies hold a substantial market share, while smaller companies have a smaller market presence. Well-known fertilizer companies dominate the market.

4. Food and Beverage Group

PHC anticipates that the food and beverage industry continue to have sustained growth opportunities. This projection is based on the financial and economic outlook, which has shown a consistent recovery since 2022 and is forecasted to expand by 3.3% and 3.8% in 2023 and 2024, respectively (data sourced from the Bank of Thailand). This positive trend is attributed to the increase in international tourists and the resurgence of private sector consumption.



However, it is worth noting that this sector is experiencing heightened competitiveness, with a proliferation of Quick Service Restaurants and small-scale pizzerias entering the market. Moreover, there has been an upswing in market activities and an extensive array of food options offered to consumers, intensifying the competitive landscape.

Furthermore, PHC also perceives growth potential in areas where Pizza Hut has not yet established a presence. Additionally, there are opportunities to reach out to new consumer demographics.

5. Other Investment Group

Coal Business

Summary of the Coal Industry in Thailand in 2022: Coal remains a crucial energy source for the industrial sector in Thailand, particularly due to its cost-effectiveness compared to natural gas and fuel oil. This importance is further emphasized by the economic expansion observed in countries such as Vietnam, India, and Thailand. Import statistics for coal in the first ten months of 2012 indicate an overall reduction in demand within the industrial sector. Thailand imported approximately 17.87 million tons, representing a decrease of about 12.89% in quantity compared to the same period in 2021. However, in terms of value, coal imports have seen a significant increase of up to 63.66%. This rise is primarily attributed to the considerable price adjustment of high-quality coal used in electricity generation and various industries.

Overall market trends for coal in 2023 remain uncertain due to ongoing economic uncertainties, trade conflicts, and the persistent presence of COVID-19. This situation may lead to a potential slowdown or regression in economic growth. Nevertheless, the reopening of China and energy shortages in Europe are expected to drive increased demand for energy and coal. Notably, the demand for coal from developing countries with growth potential in the Asian region, such as India, Vietnam, and Indonesia, continues to rise. This, in turn, is anticipated to bolster overall coal demand. Additionally, coal prices in 2023 are expected to remain at elevated levels.

Water Resource Management

Overview for the years 2022-2023, as well as future trends, indicate increased competition in the water management industry, specifically in areas of reducing water loss, pipeline installation, production, and distribution. The duration of projects ranges from no more than one to three years, resulting in heightened bidding competition to secure contracts that are approaching expiration. This trend is evident as private companies and local authorities play an increasingly active role in bidding processes, vying for market share. Currently, both the Provincial Waterworks Authority (PWA) and the Metropolitan



Waterworks Authority (MWA) have transitioned to using the E-Bidding system, making the bidding process more accessible and opening opportunities for new investors. Competitors have enhanced their internal processes, intensifying competition within the industry. There is a possibility that public agencies may submit competitive bids with minimal pricing to outperform competitors. Therefore, to maintain a competitive edge in this industry, companies must efficiently manage operations, implement cost-effective strategies, and expand services for increased profitability, ultimately positioning AIM as a true leader in sustainable water and energy management, all amidst an increasingly competitive landscape.



4.2 Business overview of Mermaid Maritime Public Company Limited (“MML”)

4.2.1 General information of MML

Company Name	Mermaid Maritime Public Company Limited		
Address	26/28-29 Orakarn Building, 9 th Floor, Soi Chidlom, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
Business Type	Subsea Engineering Services		
Registration No.	010755000017		
Website	http://www.mermaid-group.com		
Issued Capital	1,416,700,697.00 THB		
Paid-up Capital	1,413,328,857.00 THB		
Directors	Rank	Name	Position
	1	Mr. Prasert Bunsumpun	Chairman
	2	Mr. Chalermchai Mahagitsiri	Executive Vice Chairman
	3	Dr. Jean Paul Thevenin	Non-Executive Director
	4	Mr. Tang Kee Fei	Independent Director
	5	Mr. Tay Yu-Jin	Independent Director
	6	Dr. Jan Jozef Skorupa	Independent Director
	7	Mr. Paul Whiley	Executive Director

Source: MML's Annual Report 2022

4.2.2 Background of MML

MML is a leading international provider of the subsea services to the major oil and gas producers or their contractors. It was established in Thailand and is headquartered in Asia (Thailand) as well as operating bases in the Southeast Asia, the West Africa, the Middle East and the North Sea area. MML provides subsea services, including engineering and underwater exploration with divers and unmanned aerial vehicles (ROV). MML also owns and operates a fleet of vessels that provide offshore services. Installation (T&I) and demolition services MML's major shareholder is the Company, holding 58.22 percent of shares as of 10 August 2023. MML started its business in 1983. Later, the Company acquired some businesses. In 1995, it was listed on the Singapore Stock Exchange (SGX) on 16 October 2007.



4.2.3 Shareholder of MML

Table of major shareholder of MML

Rank	Shareholder	Shares	Percent
1	The Company ^{1/}	700,000,000	49.53
2	Raffles Nominees (Pte.) Ltd.	142,846,203	10.11
3	Soleado Holding PTE. LTD. ^{2/}	86,747,393	6.14
4	Citibank Noms Spore Pte. Ltd.	82,114,361	5.81
5	DBS Nominees Pte. Ltd.	73,676,547	5.21
6	Athene Holding LTD. ^{3/}	20,398,420	1.44
7	DBS Vickers Securities (s) Pte. Ltd.	17,199,346	1.22
8	UOB Kay Hian Pte. Ltd.	12,789,400	0.90
9	OCBC Securities Private Ltd.	11,065,558	0.78
11	BNP Paribas Noms Spore Pte. Ltd.	9,566,200	0.68
12	Others	256,925,429	18.18
Total		1,413,328,857	100.00

Source: MML on 10 August 2023

Remark: 1/ The Company holds 58.22 percent of paid-up capital directly and indirectly in MML. [directly holds 49.53 percent and indirectly holds 99.99 percent and 100 percent through Athene Holding LTD. ("ATH") 1.44 percent and Soleado Holding PTE. LTD. ("SOH") 7.25 percent respectively.]



List of major shareholders and distributions of direct and indirect related parties of MML as of 10 August 2023.

Name	Direct related	Deemed	Total
TTA ^{/1}	700,000,000 (49.53 percent)	122,908,013 (8.69 percent)	822,908,013 (58.22 percent)
SOH	102,509,593 ^{/2} (7.25 percent)	-	102,509,593 (7.25 percent)
Mr. Chalermchai Mahagitsiri ^{/3}	150,461,660 (10.65 percent)	822,908,013 (58.22 percent)	973,369,673 (68.87 percent)
Mr. Prayudh Mahagitsiri	54,536,882 (3.85 percent)	822,908,013 (58.22 percent)	877,444,895 (62.07 percent)
Ms. Ussana Mahagitsiri	63,588,647 (4.49 percent)	822,908,013 (58.22 percent)	886,496,660 (62.71 percent)
Mrs. Suwimon Mahagitsiri	-	822,908,013 (58.22 percent)	822,908,013 (58.22 percent)

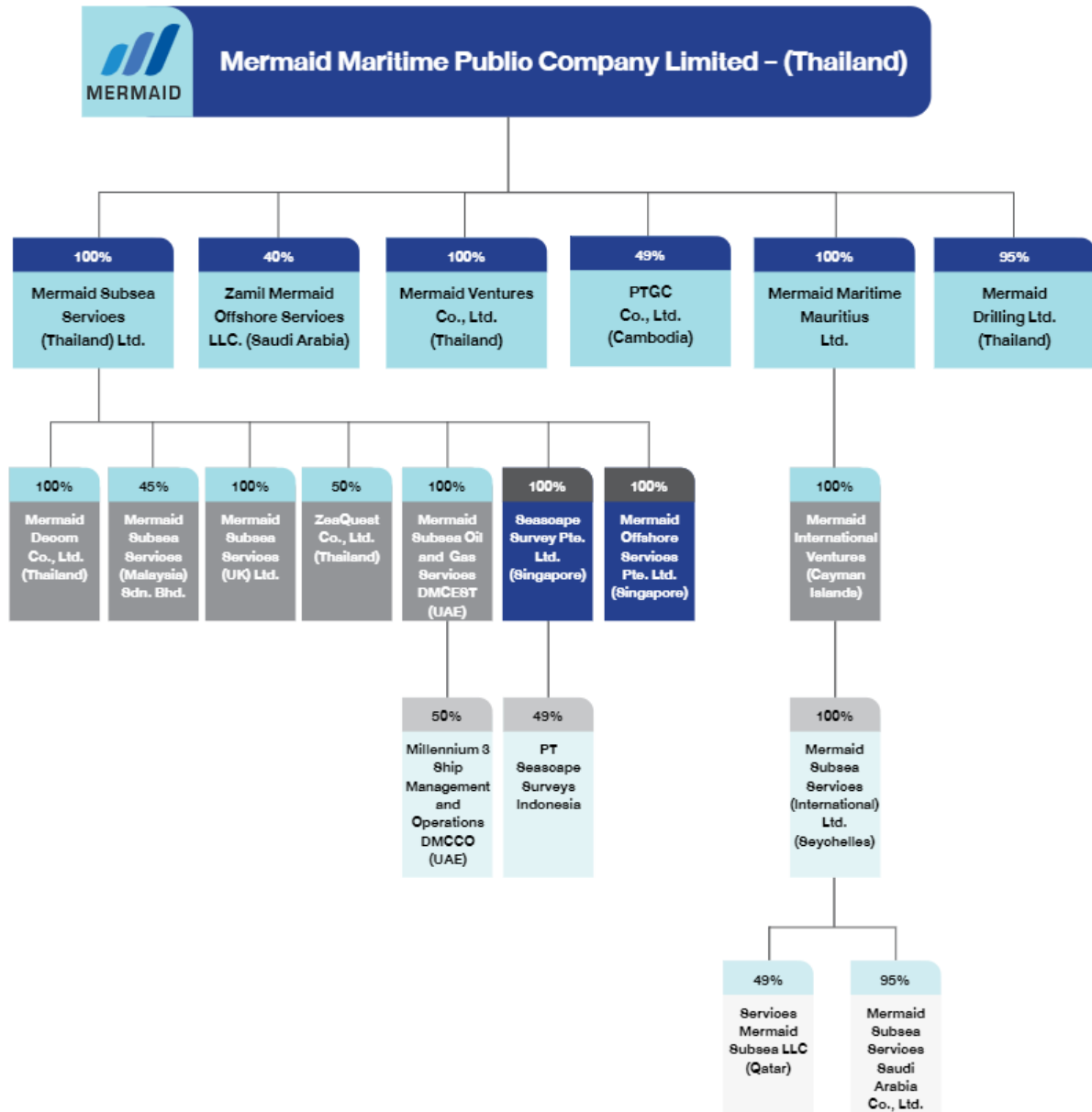
^{/1} TTA's deemed interest arises from the shares in MML held by its wholly owned subsidiaries Soleado and Athene Holdings Ltd. ("Athene"). Athene is the registered holder of 20,398,420 ordinary shares (1.44%) in the Company.

^{/2} SOH's deemed interest arises from the 15,762,200 shares through custodian bank.

^{/3} As of 29 September 2023, Mr. Chalermchai Mahagitsiri holds registered ordinary shares in TTA as follows: Directly registered under his name: 277,679,159 shares (15.24% of total) Registered under TTA as a nominee: 150,000,000 shares (8.23% of total) Individuals associated with Mr. Chalermchai Mahagitsiri and their respective holdings are: Ms. Usana Mahagitsiri: 99,866,937 shares (5.48% of total) Ms. Suwimol Mahagitsiri: 41,325,623 shares (2.27% of total) Mr. Prayut Mahagitsiri: 87,531,758 shares (4.63% of total) Registered under TTA as a nominee for Mr. Prayut Mahagitsiri: 22,620,700 shares (1.24% of total) The total combined ownership of ordinary shares, including those held by Mr. Chalermchai Mahagitsiri and associated individuals, amounts to 679,024,177 shares, representing 37.26% of the total shares. Additionally, Mr. Chalermchai Mahagitsiri has indirect beneficial interests in TTA through TTA SOH and ATH, holding 700,000,000 shares and 102,509,593 shares respectively, as well as 20,398,420 shares through ATH.



4.2.4 Company structure of MML



Source: MML



4.2.5 Business overview of MML

MML provides offshore services focusing on engineering works that requires specially designed ships and equipment such as underwater diving equipment, remote control underwater vehicle and expertise which can be divided into the following:

1. **Inspection, Repair and Maintenance or IRM** consist of underwater exploration, repair, and installation using specially designed ship, remote control underwater vehicle, and highly skilled divers. MML has been working in the business for a long time especially with large customers in the Middle East and expanding to the Asia, the North Sea and the African region.
2. **Cable Lay** which the nature of work will be a complete service, whether it is engineering, cable transport installation from onshore to offshore Including repair work on cables that have already been installed. The type of cable installed is mostly cable in electronic system such as cable to transmit information through computer network, etc. In the past 2-3 years, the Company has returned to the business. This is taken very seriously and has been working mainly for Middle Eastern customers.
3. **Transportation & Installation and Decommissioning or T&I and Decommissioning** which is a complete service for installation and dismantling of petroleum production platforms and pipelines in offshore areas. It's a business that the Company is beginning to focus on expanding more in recent years. By focusing mainly on the domestic market to support the needs of large customer groups in the Gulf of Thailand meanwhile It also does international markets in the North Sea and Africa region.

In addition, MML vessels are classified by DNV, the American Classification Society (ABS), which is the leading classification society of them where all ships are subject to regular inspections by a class inspector in addition to regular docking and other scheduled maintenance, scuba diving meets global standards, especially those set by the International Association of Oil and Gas Producers (OGP).



4.2.6 Revenue structure of MML

Revenue structure	31 December 2018		31 December 2019		31 December 2020		31 December 2021		31 December 2022		30 June 2022		30 June 2023	
	USD Million	Percent	USD Million	Percent	USD Million	Percent	USD Million	Percent	USD Million	Percent	USD Million	Percent	USD Million	Percent
Subsea IRM	94.76	100.00	105.93	100.00	83.78	100.00	82.27	73.73	113.68	50.76	51.34	53.86	63.07	59.71
Cable Lay	-	-	-	-	-	-	22.07	19.77	53.07	23.70	21.85	22.93	23.33	22.08
T&I	-	-	-	-	-	-	7.25	6.50	57.19	25.54	22.13	23.21	19.24	18.21
Total Revenue	94.76	100.00	105.93	100.00	83.78	100.00	111.59	100.00	223.94	100.00	95.32	100.00	105.64	100.00

Source: MML



4.2.7 Management Discussion and Analysis of MML

As per MML's audited consolidated financial statements which audited by a certified public accountant of KPMG Phoomchai Audit Ltd. For the year ended 31 December 2018 to 30 June 2023, MML's financial performance can be summarized as follows:

➤ Statement of income

Statement of income (Unit: USD million)	31 December 2018	31 December 2019	31 December 2020	31 December 2021	31 December 2022	30 June 2022	30 June 20223
Revenues from rendering of services	94.76	105.93	83.78	111.59	223.94	95.32	105.64
Cost of rendering of services	(103.77)	(109.05)	(95.35)	(113.23)	(206.48)	(94.27)	(96.61)
Gross profit	(9.01)	(3.12)	(11.57)	(1.63)	17.46	1.05	9.03
Administrative expenses	(24.98)	(23.66)	(24.66)	(14.40)	(15.45)	(8.10)	(10.45)
Interest income	0.70	0.66	0.08	0.01	0.13	(0.00)	(0.07)
Profit on foreign exchange	0.08	0.23	-	-	-	0.03	0.26
Other income	2.62	0.90	0.29	2.63	1.25	0.54	1.03
Loss from disposal of investment in joint venture	-	-	(68.09)	-	-	-	-
Net loss on foreign exchange	-	-	(0.02)	(0.44)	(1.03)	-	-
Share of profit of joint venture and associate accounted for using equity method, net of tax	8.06	4.76	(0.91)	0.53	2.90	1.91	1.17
Earnings before interest and tax	(22.53)	(20.24)	(104.88)	(13.29)	5.24	(4.57)	0.97
Finance cost	(3.90)	(3.40)	(2.23)	(1.63)	(3.32)	(0.97)	(0.26)
Earnings before tax	(26.42)	(23.64)	(107.11)	(14.92)	1.92	(5.54)	0.71
Tax expenses	(0.87)	(0.58)	(2.49)	(0.75)	(1.59)	(0.00)	(0.16)
Net profit (loss)	(27.30)	(24.22)	(109.59)	(15.67)	0.34	(5.54)	0.55

Source: Financial statement for the year 2018-2022 and second fiscal year 2022, 2023



➤ Statement of financial position

Statement of financial position (Unit: USD million)	31 Decemb er 2018	31 Decemb er 2019	31 Decemb er 2020	31 Decemb er 2021	31 Decemb er 2022	30 June 2022	30 June 2023
Assets							
Cash and cash equivalent	36.48	22.50	37.76	7.98	7.80	4.03	2.45
Current investment	18.04	12.21	9.71	2.87	-	0.01	-
Trade and other accounts receivable	42.99	48.04	35.30	75.70	63.93	90.76	85.73
Short-term loan to related party	-	5.37	-	-	1.25	-	1.48
Supplies and spare parts	1.38	0.62	0.35	0.35	0.95	1.35	0.59
Total current assets	98.90	88.73	83.12	86.90	73.93	96.14	90.24
Restricted deposit at financial institution	14.55	11.27	9.19	8.19	8.41	8.18	8.42
Investments in associate	119.42	122.36	22.41	22.40	22.38	22.38	22.37
Investments in joint venture	2.12	1.58	1.57	4.52	6.12	6.46	7.31
Long-term loan to related party	-	-	-	1.08	-	-	-
Other non-current receivable to related parties	-	-	-	-	16.00	-	16.00
Investment properties	0.59	0.54	0.49	0.45	0.41	0.43	0.38
Property, plant and equipment	169.43	145.21	143.19	132.76	134.20	133.14	131.09
Right-of use assets	-	-	0.38	0.20	29.36	22.73	24.84
Goodwill	2.07	2.07	-	-	-	-	-
Intangible assets	0.11	0.06	0.01	2.00	-	-	0.04
Deferred tax assets	2.28	2.14	0.05	0.06	0.62	0.57	0.62
Other non-current assets	0.13	0.11	0.08	0.08	0.08	0.85	0.10
Total non-current assets	310.70	285.32	177.39	171.73	217.56	193.46	211.16
Total assets	409.59	374.05	260.51	258.63	291.49	289.60	301.40
Liabilities							
Short-term borrowing from financial institution	-	0.24	-	-	-	-	-
Trade and other account payable	24.19	28.27	22.44	42.76	54.18	64.43	57.40
Short-term borrowing from parent company	-	-	-	-	4.00	-	11.50
Current portion of long-term borrowing from parent company	-	-	-	3.00	5.00	5.00	12.00
Current portion of long-term borrowing from financial institution	15.89	11.95	13.54	14.21	14.21	14.21	22.21
Current portion of lease liabilities	0.05	-	0.21	0.12	8.68	8.97	8.88
Current income tax payable	0.19	0.69	0.51	0.86	2.24	0.67	1.80
Total current liabilities	40.32	41.16	36.70	60.96	88.31	92.70	113.79
Long-term borrowing from parent company	-	-	-	2.00	-	-	5.50
Long-term borrowing from financial institution	51.84	43.85	43.87	32.49	18.28	25.38	3.17
Lease liabilities	0.04	-	0.22	0.08	21.13	13.73	16.53
Deferred tax liabilities	-	-	-	-	0.02	-	0.02
Provision for employee benefits	2.50	2.05	2.41	2.44	2.82	2.67	3.11
Total non-current liabilities	54.38	45.90	46.50	37.00	42.24	41.79	28.33



Statement of financial position (Unit: USD million)	31 Decemb er 2018	31 Decemb er 2019	31 Decemb er 2020	31 Decemb er 2021	31 Decemb er 2022	30 June 2022	30 June 2023
Total liabilities	94.70	87.06	83.20	97.96	130.55	134.46	142.11
Equity							
Issued and paid-up share capital	47.32	47.32	47.32	47.32	47.32	47.32	47.32
Share premium in ordinary shares	343.54	343.54	343.54	343.54	343.54	343.54	343.54
Retaine earnings (loss)	(73.25)	(101.34)	(211.08)	(226.51)	(226.77)	(232.12)	(228.45)
Other components of equity	(2.20)	(2.20)	(2.20)	(3.39)	(3.39)	(3.39)	(3.39)
Equity attributed to owner of the parent	315.42	287.33	177.58	160.96	160.69	155.34	159.02
Non-controlling interests	(0.53)	(0.33)	(0.28)	(0.29)	0.25	0.21)	0.27
Total Equity	314.89	286.99	177.30	160.68	160.94	155.13	159.29
Total liabilities and equity	409.59	374.05	260.51	258.63	291.49	289.60	301.40

Source: Financial statement for the year 2018-2022 and second fiscal year 2022, 2023

➤ Statement of cash flows

Statement of cash flows (Unit: USD million)	31 Decemb er 2018	31 Decemb er 2019	31 Decemb er 2020	31 Decemb er 2021	31 Decemb er 2022	30 June 2022	30 June 20223
Cash flows from (used in) operating activities	9.88	(2.40)	(6.14)	(2.86)	28.39	5.39	(7.02)
Cash flows from (used in) investing activities	(25.87)	4.42	22.32	(19.20)	(9.99)	(1.10)	(4.41)
Cash flows from (used in) financing activities	(15.83)	(15.11)	(0.96)	(7.57)	(17.93)	(8.17)	(6.01)
Nest cash from losing control in subsidiaries	-	(1.10)	-	-	-	-	-
Effect of exchange rate changes on cash and cash equivalents	(0.39)	0.20	0.04	(0.14)	(0.65)	(0.80)	0.07
Net increase (decrease) in cash and cash equivalent	(32.21)	(13.99)	15.26	(29.77)	(0.18)	(3.96)	(5.35)
Cash and cash equivalents at beginning of year	68.69	36.48	22.50	37.76	7.98	7.98	7.80
Cash and cash equivalents at ending of year	36.48	22.50	37.76	7.98	7.80	4.03	2.45

Source: Financial statement for the year 2018-2022 and second fiscal year 2022, 2023

➤ Key financial ratios

Table of MML's key financial ratios for the year 2018-2022 and 2nd Quarter of 2022, 2023

Details	Unit	2018	2019	2020	2021	2022	2nd quarter of 2022	2nd quarter of 2023
Liquidity ratio								
Current Ratio	Times	2.45	2.16	2.26	1.43	0.84	1.04	0.79
Account receivable turnover ratio	Times	2.20	2.21	2.37	1.47	3.50	1.05	1.23
Collection period	Days	165.59	165.52	153.77	247.60	104.20	347.54	296.21
Account payable turnover ratio	Times	4.29	3.86	4.25	2.65	3.81	1.46	1.68
Payment Period	Days	85.10	94.62	85.91	137.85	95.77	249.47	216.87



Details	Unit	2018	2019	2020	2021	2022	2nd quarter of 2022	2nd quarter of 2023
Profitability Ratio								
Gross profit margin	Percentage	(9.51)	(2.94)	(13.81)	(1.46)	7.79	1.10	8.55
Net profit margin	Percentage	(28.81)	(22.86)	(130.81)	(14.04)	0.15	(5.82)	(1.56)
Operating Efficiency Ratio								
Return on assets	Percentage	(6.66)	(6.18)	(34.54)	(6.04)	0.12	(1.91)	(0.56)
Return on equity	Percentage	(8.67)	(8.05)	(47.21)	(9.27)	0.21	(3.51)	(1.05)
Financial policy ratio								
Debt to Equity Ratio	Times	0.30	0.30	0.47	0.61	0.81	0.87	0.18
Interest Bearing Debt to Equity Ratio	Times	0.22	0.20	0.33	0.32	0.44	0.43	0.40
Debt service coverage ratio (DSCR)	Times	N/A ^{1/}	N/A ^{1/}	N/A ^{1/}	0.08	1.00	0.87	1.03

Source: Financial statement for the year 2018-2022 and second fiscal year 2022, 2023

Noted: 1/ N/A stands for "Not Applicable," indicating that it is not possible to calculate the Debt Service Coverage Ratio (DSCR) as there are no loans or borrowings during that specific period of time.



Management Discussion and Analysis

Performance

Revenue from rendering services

In 2018-2022 and second fiscal year 2022 and 2023, MML's revenue from rendering services is USD 94.76 million, USD 105.93 million, USD 83.78 million, USD 111.59 million USD 223.94 million USD 95.32 million and USD 105.64 million respectively, with a cumulated annual growth rate (CAGR) from 2018 to 2022 is 23.99%.

In 2019, MML's revenue from rendering services is USD 105.93 million, an increase of USD 11.17 million or 11.79% from the year 2018, which was USD 94.76 million due to MML's fleet utilization increase from 57.00% in 2018 to 79.00% in 2019.

In 2020, MML's revenue from rendering services is USD 83.78 million, a decrease of USD 22.15 million or 20.91% from the year 2019 which was USD 105.93 million, due to the impact of isolation measures to prevent the spread of COVID-19 virus in the second half of 2020 that affects ships enter and exit the dry docks, bringing the main ship to dry dock according to the ship's regulations and lower wages per day.

In 2021, MML's revenue from rendering services is USD 115.9 million, an increase of USD 27.81 million or 33.20% from the year 2020 which was USD 83.78 million, due to the expansion of business to submarine pipeline and cable projects, including installation and demolition.

In 2022, MML's revenue from rendering services is USD 223.94 million, an increase of USD 112.34 million or 100.67% from the year 2021 which was USD 111.59 million, due to COVID-19 pandemic, including the recognition of increasing revenue from submarine pipeline and cable projects, including installation and demolition.

In 2022, MML's revenue from rendering services is USD 223.94 million, an increase of USD 112.34 million or 100.67% from the year 2021 which was USD 111.59 million, due to COVID-19 pandemic, including the recognition of increasing revenue from submarine pipeline and cable projects, including installation and demolition.

In 2023, for the second quarter, MML's revenue from rendering services is USD 105.64 million, an increase of USD 10.32 million, or a growth of 10.82% from the first half of 2022, which had a service revenue of USD 95.32 million. Due to increase in the inspection, repair, and maintenance business, as well as the cable laying business, was 22.86% and 6.75% respectively, compared to the first half of 2022. However, the offshore transportation service, installation service, and decommissioning service businesses saw a decrease of 13.07%.

Gross profit margin

In 2018-2022 and second fiscal year 2022 and 2023, MML's gross loss was (USD 9.01million), (USD 3.12 million), (USD 11.57 million), and (USD 1.63 million), respectively with a gross profit of USD 17.46 million USD 1.05 million and USD 9.03 million, representing a percentage of gross profit from 2018 to 2022, (9.51%), (2.94%), (13.81%), (1.46%), 7.79%, 1.10% and 8.55% respectively.



In 2019, MML's gross loss of USD 3.12 million or gross profit margin of (2.94%) with a decreasing loss of USD 5.89 million, compared to the year 2018 with a gross loss of USD 9.01 million or gross profit margin of (9.51%) due to the increasing revenue from rendering services compared to 2018, although there is still a gross loss from the cost of rendering services as per the increasing of revenue.

In 2020, MML's gross profit is USD 11.57 million, or 13.81% gross profit margin, with an increase in losses of USD 8.45 million compared to a gross loss of USD 3.12 million in 2019 or (2.94%) gross profit margin, due to the impact of isolation measures to prevent the spread of COVID-19 virus. As a result, revenue decreases, while the fixed fees, service costs cannot be reduced to a percentage of revenue, such as rent, staff, and other expenses.

In 2021, MML's gross loss is USD 1.63 million, or gross profit margin of (1.46%), with a decreasing loss of USD 9.94 million, compared to a gross loss of USD 11.57 million in 2020 or a gross profit margin of (13.81%) due to the expansion of business to submarine pipeline and cable projects, including installation and demolition, which results in the increased revenue to compensate for MML's existing fixed costs.

In 2022, MML's gross profit is USD 17.46 million, or 7.79% of gross profit, with an increase of USD 19.09 million or 1.63% of gross profit compared to 2021 which gross loss of (USD 1.46 million) due to the relaxation of isolation measures to prevent the spread of COVID-19 virus which affect the increase revenue to compensate for existing fixed costs while recognizing revenue from submarine pipeline and cable projects, including installation and demolition, which will play a role in generating revenue for MML.

In 2023, for the second quarter, MML's gross profit is USD 9.03 million, representing an initial profit margin of 8.54%. This shows an increase of USD 7.98 million compared to the first half of 2022, which had an initial profit of USD 1.05 million, or an initial profit margin of 1.10%. Due to increased revenue from the inspection, repair, and maintenance business, as well as improved vessel utilization rates, including the cable laying business receiving more projects in the Middle East region.

Selling and administrative expenses

In 2018-2022 and second fiscal year 2022 and 2023, MML's selling and administrative expenses is USD 24.98 million, USD 23.66 million, USD 24.66 million, USD 14.4 million, USD 15.45 million, USD 8.10 million, USD 10.45 million, respectively, the ratio of selling and administrative expenses to revenue from rendering services is 26.36%, 22.33%, 29.44%, 12.90%, 6.90%, 8.50% and 9.89% respectively.

In 2019, MML's selling and administrative expenses is USD 23.66 million, a decrease of USD 1.33 million or 5.30%, compared to the year 2018, which was USD 24.98 million, due to improvements in legitimate employee benefits and a decrease in employee professional and travel expenses.

In 2020, MML's selling and administrative expenses is USD 24.66 million, an increase of USD 1.01 million or 4.26%, compared to the year 2019, which was USD 23.66 million, due to the increase in impairment losses and MML impairment allowances.



In 2021, MML's selling and administrative expenses is USD 14.40 million, a decrease of USD 10.27 million or 41.64 %, compared to the year 2020, which was USD 24.66 million, due to the increase in impairment losses and MML impairment allowances from USD 10.00 million in 2020 to USD 0.70 million in 2021.

In 2022, MML's selling and administrative expenses is USD 15.45 million, an increase of USD 1.06 million or 7.34%, compared to the year 2021, which was USD 14.40 million.

In 2023, for the second quarter, MML's selling and administrative expenses of USD 10.45 million, an increase of USD 2.35 million, 29.01% from the first half of 2022. During that period, the selling and administrative expenses were USD 8.1 million.

Net profit margin

In 2018 – 2021 and second fiscal year 2022, MML's net loss equal to USD 27.30 million, USD 24.22 million, USD 109.59 million, USD 15.67 million, and USD 5.54 million, respectively, and turned around in 2023 with a profit of USD 0.34 million and 2nd fiscal year 2023 USD 0.55 million, or In 2018 – 2022 and 2nd fiscal year 2022, 2023 equivalent to a net profit margin of (28.81%), (22.86%), (130.81%), (14.04%), 0.15%, (5.81%) and 0.52% respectively.

In 2019, MML's net loss is USD 24.22 million or a net profit margin of (22.86%) with a loss of USD 3.08 million, compared to the year 2018 with a net loss of USD 27.30 million or equivalent to a net profit margin of (28.81%) due to the increase income from management, while there was a decrease in administrative expenses compared to the year 2019.

In 2020 MML's net loss is USD 109.59 million, or a net profit margin of 130.81% with a loss increased of USD 85.38 million, compared to a net loss of USD 24.22 million or a net profit margin of (22.86%) in 2019 due to the impact of isolation measures to prevent the spread of COVID-19 virus in the second half of 2020 and recognized a loss of USD 680.9 million from the disposition of investments in associates.

In 2021, MML's net loss is USD 15.67 million, or a net profit margin of 14.04%, with a decrease in loss of USD 93.92 million, compared to a net loss of USD 109.59 million or a net profit margin of (130.81%) in 2020 due to the increase in revenue from rendering services as MML expands its business to submarine pipeline and cable projects, including installation and demolition. In addition, there was no loss on the disposition of investments in associates in 2020.

In 2022, MML's net profit is USD 0.34 million, or 0.15% net profit margin, with an increase of USD 16.01 million, compared to 2021, the net profit was (USD 15.67 million) or the net profit margin was (14.04%) due to the recognition of the revenue from submarine pipeline and cable laying projects, compared to 2018-2021, installation and demolition work has increased significantly.

In 2023, for the second quarter, MML's net loss is USD 1.65 million, representing a net profit margin of (1.56%). This indicates an decrease of USD 1.99 million compared to the first half of 2022, which had a net loss USD 5.54 million, or a net loss margin 5.81%. Due to MML's increased recognition of revenue from subsea pipeline and cable



laying projects, as well as installation and decommissioning works, there has been a significant rise compared to the past years from 2018 to 2022.



Financial position

Assets

As of 31 December 2019, MML's total assets is USD 374.05 million, a decrease of USD 35.54 million from as of 31 December 2018 with total assets equal to USD 409.59 million, due to a decrease in cash and cash equivalents of USD 13.99 million or 38.3%, including the reduction of PPE equal to USD 24.22 million or 14.30% decrease.

As of 31 December 2020, MML's total assets is USD 260.51 million, a decrease of USD 113.54 million from as of 31 December 2019 with total assets equal to USD 374.05 million, due to a decrease in investment in associates of USD 99.95 million or 81.69% decrease.

As of 31 December 2021, MML's total assets is USD 258.63 million, a decrease of USD 1.88 million from as of 31 December 2020 with total assets equal to USD 260.51 million.

As of 31 December 2022, MML's total assets is USD 291.49 million, an increase of USD 32.86 million from as of 31 December 2021 with total assets equal to USD 258.63 million, due to the increase in other non-current account receivable to joint venture and right-of uses of USD 29.16 million.

As of 30 June 2023, MML's total assets is USD 301.40 million, an increase of USD 9.91 million from the total assets recorded on 31 December 2022, which stood at USD 291.49 million. This increase primarily stemmed from a rise in trade receivables and other receivables, amounting to USD 21.8 million, as well as depreciation of intangible assets, accounting for a decrease of USD 4.52 million. Additionally, there was a depreciation in land, buildings, and equipment, accounting for a decrease of USD 3.11 million.

Liabilities

As of 31 December 2019, MML's total liabilities is USD 87.06 million, a decrease of USD 7.65 million from total liabilities as of 31 December 2018, with total liabilities equal to USD 94.70 million which decreased from the long-term loans from financial institutions equal to USD 7.99 million.

As of 31 December 2020, MML's total liabilities is USD 83.20 million, a decrease of USD 3.85 million from total liabilities as of 31 December 2019, with total liabilities equal to USD 87.06 million which decreased from the decrease of cost as per the decreasing work affected from the isolation measures to prevent the spread of COVID-19 virus during the second half of 2020.

As of 31 December 2021, MML's total liabilities increased to USD 14.75 million from USD 97.96 million as of 31 December 2020 which was USD 83.2 million, due to the increase of USD 20.32 million for trade and other creditors, complied with the expansion of the submarine pipeline and cable laying business, including installation and demolition.

As of 31 December 2022, MML's total liabilities increased to USD 130.55 million from USD 32.59 million as of 31 December 2020 which was USD 97.96 million, due to the increase of USD 21.05 million from lease liabilities.



As of 30 June 2023, MML's total liabilities USD 142.11 million, reflecting an increase of USD 11.56 million from the total liabilities recorded on 31 December 2022, which stood at USD 130.55 million. This increase was primarily driven by a rise in long-term financial institution debt, which increased by USD 7.00 million.

Equity

As of 31 December 2019, MML's shareholders' equity is USD 286.99 million, a decrease of USD 27.9 million as of 31 December 2018, shareholders' equity was USD 314.89 million due to the net loss of USD 24.22 million.

As of 31 December 2020, MML's shareholders' equity is USD 177.30 million, a decrease of USD 109.69 million as of 31 December 2019, shareholders' equity was USD 286.99 million due to the net loss of USD 109.59 million.

As of 31 December 2021, MML's shareholders' equity is USD 160.68 million, a decrease of USD 16.63 million as of 31 December 2020, shareholders' equity was USD 177.30 million due to the net loss of USD 15.67 million.

As of 31 December 2022, MML's shareholders' equity is USD 160.94 million, an increase of USD 0.27 million as of 31 December 2021, shareholders' equity was USD 160.68 million due to the net profit of USD 0.34 million.

As of 30 June 2023, MML's shareholders' equity is USD 159.29 million, a decrease of USD 1.56 million from the shareholders' equity recorded on 31 December 2022, which was USD 160.94 million due to the net loss of USD 1.65 million.



Liquidity analysis

Cash flow from operating activities

In 2018, MML's net cash flow from (used in) operating activities is (USD 25.87 million). This was a result of USD 17.8 million investment in working capital and acquisition of PPE assets, including intangible assets of USD 7.55 million.

In 2019, MML's net cash flow from (used in) operating activities is USD 4.42 million from the disposition of investment in working capital of USD 7.21 million.

In 2020, MML's net cash flow from (used in) operating activities is USD 22.32 million from the disposition of associates of USD 31.00 million.

In 2021, MML's net cash flow from (used in) operating activities is (USD 19.20 million). This was a result of USD 11.95 million investment in working capital and acquisition of PPE assets, including intangible assets of USD 24.64 million.

In 2022, MML's net cash flow from (used in) operating activities is (USD 9.99 million). This was a result from investment in PPE and intangible assets of USD 14.93 million.

In 2023, for the second quarter, MML's net cash flow from (used in) operating activities of USD (4.41) million. The majority of this was attributed to the acquisition of assets in land, buildings, equipment, and intangible assets, amounting to USD 4.23 million.

Cash flow from investing activities

In 2018, MML's net cash flow from (used in) investment activities is (USD 25.87 million). This was a result of USD 17.8 million investment in working capital and acquisition of PPE assets, including intangible assets of USD 7.55 million.

In 2019, MML's net cash flow from (used in) investment activities is USD 4.42 million from the disposition of investment in working capital of USD 7.21 million.

In 2020, MML's net cash flow from (used in) investment activities is USD 22.32 million from the disposition of associates of USD 31.00 million.

In 2021, MML's net cash flow from (used in) investment activities is (USD 19.20 million). This was a result of USD 11.95 million investment in working capital and acquisition of PPE assets, including intangible assets of USD 24.64 million.

In 2022, MML's net cash flow from (used in) investment activities is (USD 9.99 million). This was a result from investment in PPE and intangible assets of USD 14.93 million.



In 2023, for the second quarter, MML's net cash flow from (used in) investing activities of USD (4.41) million. The majority of this was attributed to the acquisition of assets in land, buildings, equipment, and intangible assets, amounting to USD 4.23 million.

Cash flow from financing activities

In 2018, MML's net cash flow from (used in) financing activities is (USD 15.83 million). This was a result from receiving loan repayment of USD 12.00 million and the repayment of financial liabilities of USD 3.77 million.

In 2019, MML's net cash flow from (used in) financing activities is (USD 15.11 million). This was a result from receiving loan repayment of USD 12.00 million and the repayment of financial liabilities of USD 3.35 million.

In 2020, MML's net cash flow from (used in) financing activities is (USD 0.96 million). This was a result from loan repayment of USD 6.40 million and the repayment of financial liabilities of USD 2.18 million. However, MML had a long-term loan from financial institution of USD 7.96 million.

In 2021, MML's net cash flow from (used in) financing activities is (USD 7.57million). This was a result from loan repayment of USD 15.27 million and the repayment of financial liabilities of USD 1.57 million. However, MML had a long-term loan from financial institution of USD 5.00 million.

In 2022, MML's net cash flow from (used in) financing activities is (USD 17.93 million). This was a result from receiving loan repayment of USD 14.27 million and the repayment of financial liabilities of USD 2.21 million and repayment of lease liabilities of USD 5.45 million. However, MML had an addition of short-term loan from the Company of USD 4.00 million.

In 2023, for the second quarter, MML's net cash inflow from financing activities is (USD 6.01 million). This was primarily due to MML borrowing USD 20 million from the Company, repaying loans of USD 7.14 million, along with financial expenses of USD 1.76 million. Additionally, there were payments of lease liabilities totaling USD 5.09 million.

Net cash and cash equivalent increase (decrease)

During the period from 2018 to 2022, as well as the operational results for the second quarter of 2022 and 2023, MML's cash and cash equivalents experienced a net decrease of USD 34.03 million. This decrease was mainly due to a reduction in cash and cash equivalents by USD (34.03) million as of 30 June 2023. This reduction was a result of providing short-term loans to related individuals or businesses, which amounted to USD 0.23 million. Additionally, there were investments made in land, buildings, equipment, and intangible assets, totaling USD 4.23 million. This trend was consistent with the situation in 2022, where MML's cash and cash equivalents stood at USD 7.80 million at the end of the year. While MML generated a net cash inflow of USD 28.39 million from operational activities, there was a net cash outflow of USD 9.99 million in investing activities, and a net cash outflow of USD 17.93 million in financing activities.



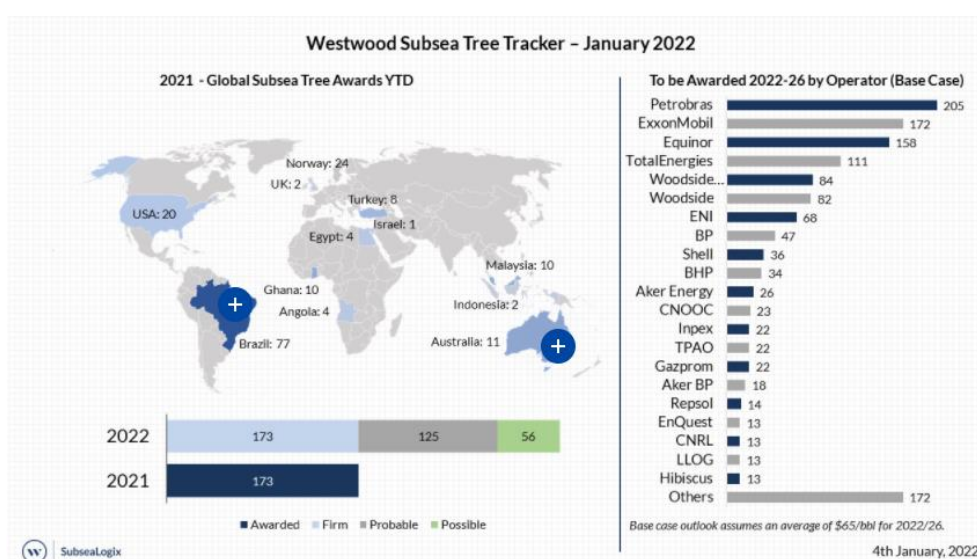
Therefore, considering the Current Ratio, which reflects the ability to repay short-term debt It was found that there was a decreasing trend throughout 2018 - 2023, in line with the increase (decrease) of MML's net cash and cash equivalents. In 2nd fiscal year 2023, MML had a working capital ratio of 0.79 times, which was less than 1 time, indicating relatively liquidity. MML has limit liquidity as the current assets are less than short-term liabilities. This is the main reason why MML needs to seek for financial assistance from the Company for working capital for further business operations. However, when considering the Debt-to-Equity Ratio in 2023, MML still has a ratio of 0.18 times, which indicates the ability of MML for the borrowings in the future.



4.2.8 Industry overview and outlook

According to the Oil & Gas Global Capex Outlook, global investment will increase by approximately 12.80 percent to USD 447 billion in 2021 due to rising of oil and gas prices and the situation of the spread of the COVID-19 virus. The world economy continues to improve make spending more flexible but the growth rate varies from country to country for global capital expenditures. The spending is expected to rise gradually each year through 2025, but not at pre-pandemic investment levels. Despite an average annual growth rate of approximately 6.50 percent from 2021 to 2025, total expenditure will reach USD 579 billion in 2025, well below the peak of oil and gas investment in 2015.

From the OPEC+ production cut agreement; the most recovering investment growth is expected to come from competition from major oil producers as higher oil prices will help the group's financial position. Steady oil production and allowing previously delayed projects to resume operations and it is expected that the major oil producers of OPEC countries will contribute to the growth of the upstream industry. After low investment over the past few years due to production cuts, overall, the outlook for oil and gas investment remains spread across regions, with the National Oil Company (NOC) as supported by most governments, it will proactively increase expenditures to focus on domestic production and infrastructure. In addition, the demand for the Company's subsea valve installations in 2022 - 2026 is currently at 1,380 units. This is an increase of approximately 25.00 percent compared to the period 2017 - 2021, while jobs in Latin America are expected to account for approximately 36.00 percent driven by Petrobras' continued investment in pre-salt exploration. ExxonMobil's pre-salt basin and Stabroek development projects. Therefore, major oil producer investment growth will play a large part in driving MML's revenue.



Source: Westwood Global Energy Group



However, as pressure grows from governments consumers and investors to push carbon cuts and net-zero emissions targets. More capital is expected to be redirected from core upstream developments to new low-carbon industries. Listed oil and gas companies are expected to be more scrutinized. This will result in more stringent carbon reduction targets not incentivizing production growth and reduce the proportion of total investment spent on upstream operations such as exploration. On the other hand, government-backed NOCs are expected to spend capital expenditures to expand domestic production capacity. This trend is expected to continue beyond 2025.