



SIEM INDUSTRIES

SIEM INDUSTRIES INC.
2008 ANNUAL REPORT

THE COMPANY

Siem Industries Inc. is a diversified industrial holding company that operates through autonomous affiliates. We currently hold interests in several industrial areas including the oil and gas services industry, ocean transport of refrigerated cargoes, ocean transport of automobiles and financial investments.

CONTENTS

DESCRIPTION OF BUSINESS	1
SHAREHOLDER MATTERS	5
SELECTED FINANCIAL DATA	6
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	7
DIRECTORS AND OFFICERS	10
COMPENSATION OF DIRECTORS AND OFFICERS	11
AUDITOR'S REPORT	12
CONSOLIDATED FINANCIAL STATEMENTS	13
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	17

TO OUR SHAREHOLDERS:

We stated last year that “we continue to believe that the oil and gas sector, our primary market for operations, will remain strong for some time.” We did not anticipate the recession that is now a reality and affecting us all. While we prepared the Company for a reaction to the runaway economy by selling our shareholding in Transocean Inc. at the end of 2007 and thus increasing our cash reserves, the abrupt downturn in the economy was unexpected. We are confronted with a new operating environment which affects all of our operations. Consequently, we must change our frame of mind as we plan the next several years for our operating subsidiaries. The luxury of choosing between alternative actions to maximize the values of our assets has been replaced by a focus on securing the long-term future of our subsidiaries. Looking back on the past year, we are pleased with the performance and results achieved throughout the Group and we believe each company is well-positioned to survive and to take advantage of opportunities that arise in its field of operations.

Subsea 7's core fleet of vessels used in its subsea engineering and construction operations has grown to 22, which includes 3 newbuilds scheduled to join the fleet by the end of next year. For 2008, Subsea 7 recorded a net income of \$263,997,000.

Siem Offshore's fleet has grown to 42 vessels at the end of 2008, including 13 newbuilds in Norwegian shipyards and 4 newbuilds in Brazilian shipyards. For 2008, Siem Offshore recorded a net loss of \$27,568,000. The results were heavily impacted by the exchange rate volatility affecting its NOK5.9 billion newbuilding programme.

STAR Reefers' fleet has expanded to 48 vessels following its recent announcement to charter 4 additional newbuilds which are under construction in Japan. For 2008, STAR Reefers' recorded a net income of \$42,415,000.

The Company's consolidated net income for 2008 was \$158,778,000, or \$10.24 per share, and its total assets at year-end were \$1.47 billion. Shareholders' equity continued to experience growth as the book value increased to \$66.96 per share from \$56.90 per share, or an increase of almost 18%.

There are 114 vessels in the Group and more than 6,700 people, including seafarers. When the remaining vessels currently under construction are commissioned, the required number of people in the Group will increase by more than 500. The availability of personnel has improved with the downturn in the economy. The Group maintains a disciplined focus on safety to preserve and improve our good record through proper training and management of operational execution.

While the recession will impact our activity levels and reduce the income earned by our vessels, we believe that the Group companies are competitive and well-positioned to meet the challenges and opportunities created by this new economic environment.

I thank all our people for their contributions to a successful year for the Company.

Kristian Siem, Chairman
21 April 2009

DESCRIPTION OF BUSINESS

INTRODUCTION TO BUSINESS

Siem Industries Inc. operates as a diversified industrial holding company with its major holdings in the oil and gas service industry through its holdings in Subsea7 Inc. and Siem Offshore Inc., in the shipping industry through its holdings in STAR Reefers Inc. and Siem Car Carriers Inc. and in other areas through its holdings in Siem Investments Inc., Deep Seas Insurance Ltd. and Siem Capital AB. “Siem Industries”, the “Company”, or the “Group”, as used herein, refers to Siem Industries Inc. and its subsidiaries and associates unless the context indicates otherwise.

Press releases and quarterly financial reports issued by the Company may be obtained from the Company’s website at www.siemindustries.com.

The currency symbols “\$” (or “USD”), “NOK”, “GBP” and “SEK” refer to United States dollars, Norwegian kroner, British pounds and Swedish krona representing the lawful currencies of the United States, Norway, Great Britain and Sweden, respectively, and “EUR” refers to Euros.

DESCRIPTION OF MAJOR INDUSTRIAL HOLDINGS

SUBSEA 7 INC.

At 31 December 2008, the Company beneficially owned 65,429,045 shares of Subsea7 Inc. (OSE Symbol: SUB), or approximately 44.5% of its issued and outstanding shares. The Company accounts for the investment under the equity method of accounting.

Fiscal 2008 Discussion and Subsequent Events – Subsea 7 continued to experience success during 2008 with record revenues and net profit. EBITDA increased in 2008 to \$521,000,000, or an increase of 33% as compared to 2007, and enabled the company to maintain its investments in the future with capital expenditures of \$449,000,000. Three new vessels joined the company fleet, including the *Seven Seas* which is owned by the company and is capable of laying pipe in flexlay and rigid J-lay mode in water depths down to approximately 10,000ft. Also during 2008, Subsea 7: purchased the *Seven Navica* which was previously on charter; entered a newbuild contract for the *Seven Pacific*, a pipelay and construction vessel which will install flexible flowlines and umbilicals in water depths down to 10,000ft; commenced operations at its new North Sea spoolbase in Vigra, Norway and commenced construction of a spoolbase at Port Isabel, Texas along the U.S. Gulf Coast; and acquired a site at Paranaquá, Brazil for future development.

Subsea7, one of the world’s leading subsea engineering and construction companies, conducts operations in all of the major offshore oil and gas areas worldwide. At the end of 2008, Subsea7 employed a multinational workforce of approximately 5,800 employees, controlled a fleet of 19 vessels with 3 newbuilds scheduled to join the fleet by the end of 2010, utilized more than 100 remotely-operated vehicles (ROVs) from advanced workclass systems to small observation class vehicles and operated five pipeline construction yards. The fleet of dynamically-positioned vessels ranks as one of the largest and most technologically advanced in the world and provides the necessary capabilities for field development and maintenance in the deepwater and ultra-deepwater markets. Subsea 7’s ROV and tooling services division, i-Tech, operates one of the world’s largest ROV fleets and its precise-positioning division, VERIPOS, is one of the world’s leaders in providing positioning solutions to the offshore oil and gas industry. Since 2006, Subsea7 has committed more than \$1.2 billion in capital expenditures to meet the requirements of the growing offshore business, including approximately \$800,000,000 for the following newbuild contracts: the *Seven Oceans*, a rigid-pipe pipelay and construction vessel delivered in the second quarter 2007; the *Seven Atlantic*, a dive support vessel featuring an advanced 24-man saturation diving system, scheduled for delivery in the third quarter 2009; and the *Seven Seas* delivered in second quarter 2008 and the *Seven Pacific* scheduled for delivery in fourth quarter 2010.

The following financial highlights show results and amounts for Subsea7 for fiscal years 2008 and 2007:

<i>Subsea 7 Financial Highlights (in thousands):</i>		<i>As of and for the Year Ended 31 December</i>	
		<i>2008</i>	<i>2007</i>
Financial Performance:	Operating revenues	\$ 2,373,252	\$ 2,187,354
	EBITDA	\$ 521,000	\$ 392,000
	Tax expense	\$ 130,506	\$ 100,659
	Net income to equity shareholders	\$ 263,997	\$ 214,121
Financial Position:	Assets	\$ 2,002,994	\$ 1,869,866
	Liabilities	\$ 1,313,328	\$ 1,050,109
Other notable:	Capital expenditures	\$ 449,282	\$ 383,690
	Backlog	\$ 3,268,000	\$ 4,215,000

For more information regarding Subsea 7, please visit its website at www.subsea7.com.

At 17 April 2009, the Company beneficially owned 65,429,045 shares of Subsea7 with a market value of approximately \$488,750,000 using a closing market price of NOK50.10 and an exchange rate of NOK6.7069/\$1.00.

SIEM OFFSHORE INC.

At 31 December 2007, the Company owned 85,504,538 shares of Siem Offshore Inc. (OSE Symbol: SIOFF), or approximately 33.7% of its issued and outstanding shares. The Company accounts for the investment under the equity method of accounting.

Fiscal 2008 Discussion and Subsequent Events – At the end of 2008, Siem Offshore held interests in 42 vessels, including 17 newbuilds under construction and one vessel undergoing conversion. The fleet in operation consisted of 12 mid-size and large-size platform supply vessels (“PSVs”), 2 multipurpose field- and ROV-support vessel (“MRSV”), 9 standby/crew boats located in Brazil and 1 well stimulation vessel. The vessels under construction included 2 MRSVs of MT6017 design, 10 large-capacity anchor-handling, tug and supply vessels (“AHTS”) of VS491 CD design, one large PSV of VS485 design in Norwegian yards and 2 fast supply vessels of GPA150 design and 2 fast passenger vessels of GPA132 design in Brazilian yards.

Siem Offshore has a 60% ownership interest in Siem WIS AS, a company which is developing riserless well-intervention solutions including the CircSub, a tool designed to maintain continuous circulation of drilling fluids and constant well pressure during well interventions. The company also has a 33% ownership interest in Siem WellCem, company which is developing commercial applications for its patented leak-stop product technology for use in wells.

In March 2009, the shipyard and Siem Offshore agreed to cancel two of the newbuild contracts for AHTS. The cancellations will enable delivery of the remaining AHTS at or near the contracted delivery dates and the pre-delivery instalments paid on these cancelled contracts will be applied towards pre-delivery instalments on the remaining vessels.

Siem Offshore’s results were heavily impacted by the volatility of the NOK/USD exchange rates during 2008 and 2007 and the effects on the forward contracts which were entered into for the purpose of hedging its obligations for future yard instalments on its newbuilding programme of NOK5.9 billion. Siem Offshore recorded total exchange losses of approximately \$65,591,000 in 2008 and total exchange gains of approximately \$48,454,000 in 2007. The currency exchange rates at the end of 2008 and 2007 were NOK6.9541/\$1.00 and NOK5.4318/\$1.00, respectively, or a change of 28% from 2007 to 2008. The net income exclusive of the currency exchange gains (losses) were approximately \$38,023,000 and \$39,254,000, respectively.

The following financial highlights show results and amounts for Siem Offshore for fiscal years 2008 and 2007:

<i>Siem Offshore Financial Highlights (in thousands)</i>	<i>As of and for the Year Ended 31 December</i>	
	<i>2008</i>	<i>2007</i>
Financial Performance: Operating revenues	\$ 192,773	\$ 159,342
Currency exchange gains (losses)	\$ (65,591)	\$ 48,454
Tax expense	\$ 1,950	\$ 1,937
Net (loss) income to equity shareholders	\$ (27,568)	\$ 87,688
Financial Position: Assets	\$ 863,850	\$ 904,930
Liabilities	\$ 437,906	\$ 439,751
Other notable: Capital expenditures	\$ 176,023	\$ 284,355

For more information regarding Siem Offshore, please visit its website at www.siemoffshore.com.

At 17 April 2009, the Company owned 85,504,538 shares of Siem Offshore with a market value of approximately \$77,130,000 using a closing market price of NOK6.05 and an exchange rate of NOK6.7069/\$1.00.

STAR REEFERS INC.

At 31 December 2008, the Company owned 6,272,534 shares of STAR Reefers Inc. (OSE Symbol: SRI), or approximately 71.6% of its issued and outstanding shares. STAR's financial statements are included in the consolidated financial statements of the Company.

Fiscal 2008 Discussion and Subsequent Events – STAR Reefers Inc. (“STAR Reefers” or “STAR”) is one of the world's leading reefer vessel owners and operators. At the end of 2008, STAR Reefers controlled a modern fleet of 48 owned and chartered refrigerated container vessels (“reefers”) with a total capacity of 26.1 million cubic feet (“cbft”), which includes 6 newbuilds to be delivered during 2009 and 2010. The operations involve the refrigerated marine transportation of perishable commodities such as fruits and vegetables.

During the first quarter 2008, STAR took delivery of the first 2 newbuild reefer vessels in a series of 4 newbuilds vessels. In April 2008, STAR reached agreement with the Japanese owner to charter 4 additional newbuild vessels with deliveries scheduled over the next two years. This agreement represents the third series of vessels, 12 vessels in total, to be build at the Shikoku Dockyard in Japan. Each of these reefer vessel has a capacity of 615,000 cbft and almost 200 FEU containers. The charter period for each vessel will be 10 years.

In 2008, STAR strengthened the hulls of 5 of its reefer vessels in order to receive ice-trading certificates. This effort enabled the company to secure long-term contracts in the Baltic trades.

At the end of 2008, STAR purchased two vessels that had been on bareboat charter for several years. The aggregate price was \$13,800,000.

The financial statements of STAR are included in the Company's consolidated financial statements. The following financial highlights show STAR's results and amounts for 2008 and 2007.

<i>STAR Reefers Financial Highlights (in thousands)</i>	<i>As of and for the Year Ended 31 December</i>	
	<i>2008</i>	<i>2007</i>
Financial Performance: Net operating revenues	\$ 212,667	\$ 194,841
EBITDA	\$ 62,820	\$ 66,549
Net income (loss)	\$ 42,415	\$ 46,193
Financial Position: Assets	\$ 385,688	\$ 385,085
Liabilities	\$ 138,086	\$ 179,898

For more information regarding STAR Reefers, please visit its website at www.star-reefers.com.

At 17 April 2009, the Company owned 6,272,534 shares of STAR with a market value of approximately \$129,063,000 using its most recent closing market price of NOK138.00 and an exchange rate of NOK6.7069/\$1.00.

SIEM CAR CARRIERS INC. ("Car Carriers")

At 31 December 2008, the Company owned 100% of Siem Car Carriers Inc. Car Carriers is the owner of two 2000-built sister ships engaged in the ocean-transportation of vehicles, each with a carrying capacity of 4,300 cars and 400 high and heavy units. These vessels are under time charters through 2010.

In November 2008, Car Carriers completed the sale of a third vessel to the 11.88% minority shareholder for approximately \$46,000,000. The purchase price was paid in the form of shares held by the minority shareholder, which the company subsequently retired, and approximately \$33,000,000 cash.

Car Carriers' financial statements are included in the Company's consolidated financial statements. On a standalone basis, Car Carriers recorded net income of \$25,117,000 and \$6,678,000 in 2008 and 2007, respectively. Further, the 2008 net income included a gain of approximately \$18,300,000 on the sale of the vessel. As indicated by the transaction, the aggregate market value of the vessels has appreciated since the 2002 acquisition.

INVESTMENTS AND OTHER ACTIVITIES

TRANSOCEAN INC. – By December 2007, the Company had sold its entire holding of Transocean shares. The aggregate gains related to the sales of these securities in 2007 was approximately \$191,500,000 based on total cash proceeds of \$242,499,000. The investment in Transocean originated in 1994 as an investment in the shares of a predecessor company that eventually became Transocean Inc. following a series of mergers.

SIEM INVESTMENTS INC. – During 2008, Siem Investments' major investment was a 49%-interest in Deusa International GmbH ("Deusa") and notes receivables reflecting advances made to Deusa. Deusa owns significant deposits of potash at its location in Germany. The operations consist of mining the potash and refining the raw materials into commercial products.

At the end of 2005, Siem Investments agreed to provide project-financing to Deusa for the construction of a thermolysis process facility. The estimated cost of the facility is now expected to be approximately EUR25,000,000. The thermolysis process will incinerate municipal wastes and release gas which will be used to generate energy to run the thermolysis plant itself and for use in Deusa's potash mining operations which consumes a significant amount of energy representing the largest single component of Deusa's operating costs. The energy currently used by Deusa is purchased from third party suppliers and the costs have increased appreciably over the past several years.

The operations were initially expected to commence in 2007. During the second quarter of 2007, the original engineering contractor encountered difficulties completing the facility. Deusa commissioned an unrelated engineering firm to review the project design and complete the remaining work. The facility is now expected to commence operations in 2009.

After work on the facility was stopped to allow time for the study of the thermolysis process and design, the Company reviewed the project financing and recorded an impairment of receivables in the amount of EUR15,000,000, or \$20,595,000. The Company will continue to assess the project and provide funding for the project as certain milestones are achieved.

SIEM CAPITAL AB – The Company purchased a 64% interest in share capital and 50% voting interest in Siem Capital AB, a Swedish company, for approximately SEK148,997,000, equivalent to \$18,425,000, in February 1998. The remaining 36% share capital and 50% voting interest was held by the previous managers of Siem Capital. The Company accounts for this investment using the equity method. At the end of 2008, Siem Capital held interests in Boule Diagnostics International AB, a developer of hematology diagnostic systems; and Essentys AB, a research biotech company.

During 2007, Siem Capital liquidated a substantial portion of its portfolio and made several distribution to the Company. The Company received total distributions of approximately SEK313,480,000 through December 2007 and total distributions of approximately SEK101,760,000 in 2008.

DEEP SEAS INSURANCE LTD. – Deep Seas Insurance (“DSI”), the Company’s 51%-owned Cayman Islands captive insurance affiliate, commenced operations in early-2006. DSI provides a risk management function to companies within the Group by participating as co-insurer on marine insurances and as lead insurer on other risks on a fully reinsured basis. Subsea 7 owns the remaining 49% interest in DSI. DSI’s financial statements are included in the Company’s consolidated financial statements.

SHAREHOLDER MATTERS

NATURE OF TRADING MARKET

Quotes for the Company’s common shares, U.S. \$0.25 par value per share (“Common Shares”), which is the Company’s only issued and outstanding form of equity securities, are available from Pink Sheets LLC, a centralized quotation service that collects and publishes market maker quotes for OTC securities, under the symbol “SEMUF” at www.pinksheets.com. Previously, the Company’s Common Shares were publicly-traded on the American Stock Exchange commencing in 1987 and on the Oslo Stock Exchange commencing in 1997. The Company voluntarily delisted from the American Stock Exchange effective October 1998. The Company was delisted by the Oslo Stock Exchange in November 1999 when it failed to satisfy a requirement for a minimum number of shareholders to be registered on the VPS in Norway. The Company is not registered with the Securities and Exchange Commission.

There are approximately 85 holders of record and it is estimated that there are less than 1,000,000 Common Shares available for active trading, or approximately 5% of the outstanding shares. Daily trading, if any, of Common Shares on the Pink Sheets is often numbered in hundreds of shares. The low liquidity of the Company’s Common Shares has made the trading susceptible to volatile pricing.

The Company will, from time-to-time, purchase Common Shares which have been offered for sell to the Company by its shareholders. In November and December 2008, the Company purchased and retired a total of 170,000 Common Shares at an average price of \$37.65 per share. In March 2007, the Company purchased and retired 25,050 Common Shares at an average price of \$52 per Common Share.

At the end of the day on 17 April 2009, the best bid and ask prices were \$25.00 (for 200 shares) and \$26.50 (for 200 shares), respectively, with the most recent sale at \$25.10 per Common Share. The 52-week high and low are \$86.50 and \$20.00, respectively, reflecting the turmoil that has affected the markets since the end of the third quarter 2008.

DIVIDEND POLICY

The Company’s policy is to reinvest available funds into the business and, consequently, the Company does not pay dividends on a regular basis. The Board of Directors declared an extraordinary cash dividend of \$0.10 per Common Share to shareholders of record as of 11 March 2008 and payable 25 March 2008.

CONTROL

The following table sets forth certain information, as of 17 April 2009 with respect to the only persons known to the Company who owned beneficially more than 10% of the Company’s 15,359,927 issued and outstanding Common Shares and the number of Common Shares owned by the other officers and directors of the Company, as a group:

Name of Beneficial Owners or Identity of Group	Shares Beneficially Owned	Percentage of Common Shares
Sero Trust (1)	8,755,638	57.0%
Kristian Siem (2)	1,878,356	12.2%
Other Officers and Directors as a Group	101,671	0.7%

(1) The Sero Trust, whose potential beneficiaries include the mother and certain of the brothers of Mr. Kristian Siem, Chairman of the Company, is the beneficial owner of the Common Shares through its wholly-owned subsidiary, Elderberry Holdings Limited, which is the direct owner of the Common Shares. The trustee for the Sero Trust holds voting and dispositive power over its shareholding.

(2) Mr. Siem directly owns 1,878,356 Common Shares, or approximately 12.2% of the Common Shares. The Ores Trust is the beneficial owner of 1,352,432 Common Shares, or approximately 8.8% of the Common Shares, through its wholly-owned subsidiary, Siem Holding Inc., which is the direct owner of the Common Shares. Mr. Siem and his wife and children are potential beneficiaries of the Ores Trust. Each of Mr. Siem and the trustee for the Ores Trust hold separate voting and dispositive powers over their respective shareholdings.

EXCHANGE CONTROLS AND OTHER LIMITATIONS AFFECTING SHAREHOLDERS

The Company may not carry on business in the Cayman Islands except in furtherance of its business outside the Cayman Islands and is prohibited from inviting the public of the Cayman Islands to subscribe for any of its Common Shares.

Neither the Company's Memorandum or Articles of Association nor Cayman Islands law impose any limitations on the right of nonresident or foreign owners to hold or vote their common shares except in the event of insanity of a holder. The laws of the Cayman Islands freely permit the import and export of capital including, but not limited to, the payment of dividends to persons who do not reside in the Cayman Islands.

SELECTED FINANCIAL DATA

The following selected financial data has been derived from the consolidated financial statements of the Company for the fiscal years ended 31 December 2008 and 2007 and should be read in conjunction with the consolidated financial statements of the Company (including the related notes) and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere herein.

(in thousands, except per share amounts)	Years Ended 31 December	
	2008	2007
FINANCIAL PERFORMANCE:		
Total revenues (1)	\$ 438,403	\$ 590,600
Total expenses and other	(266,454)	(207,294)
Income before income tax expense	171,949	383,306
Income tax expense	503	515
Net income before minority interest	171,446	382,791
Minority interest	12,668	14,825
Net income attributed to Common Shares	\$ 158,778	\$ 367,966
Net income, basic and diluted, per Common Share	\$ 10.24	\$ 23.89
FINANCIAL POSITION:		
Working capital	\$ 127,498	\$ 247,423
Total assets	\$ 1,468,619	\$ 1,418,169
Interest-bearing debt	\$ 270,149	\$ 320,184
Shareholders' equity	\$ 1,028,467	\$ 883,623
Wtd. avg. no. shares outstanding	15,506	15,404
Ending no. of shares outstanding	15,360	15,530

(1) Includes share of profit (loss) of associates of \$105,952 and \$147,774 for each of the years ended 31 December 2008 and 2007, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GOING-CONCERN

The Company's financial statements have been prepared under the assumption that it is a going-concern. This assumption is based on the level of cash and cash equivalents at the end of 2008, the credit facilities that are in place and the forecast cash flows.

OVERVIEW

In March 2008, the Company declared and paid an extraordinary dividend of \$0.10 per Common Share.

In early-September 2008, the Company agreed to make a \$100,000,000 revolving credit facility available to Subsea 7. Terms of the facility provided for a six month firm period with 2 options, exercisable solely at the discretion of Subsea 7, to extend the facility by nine-months upon each exercise. Interest and fees were based on market terms. There was \$50,000,000 outstanding under the facility at the end of 2008.

In mid-September 2008, the Company instructed Lehman Brothers International (Europe) ("Lehman") to purchase \$5,000,000 face value of Exchangeable Bonds in the market at 92.3%. The Company delivered payment but the settlement of the transaction was disrupted when Lehman was placed in Administration. The Company filed a claim for the recovery of the settlement payment and recorded a full impairment of approximately \$4,613,000 as a result of the loss on the counterparty default by Lehman.

In connection with the issuance of the Company's Exchangeable Bonds, the Company and Lehman were parties to stock lending agreements whereby the holders of the Exchangeable Bonds and the holders of the convertible bonds issued by Subsea 7 could request to borrow Subsea 7 shares owned by the Company and that represented security for the Exchangeable Bonds. The process provided that the bondholders would deliver requests to borrow Subsea 7 shares to Lehman and Lehman would, in turn, borrow the Subsea 7 shares from the Company's pledged accounts and deliver to the bondholders. When Lehman was placed in Administration, a total of 4,680,000 Subsea 7 shares were outstanding and on-lent to the bondholders. Since Lehman was an intermediate party to the transaction and failed to recover the 4,680,000 Subsea 7 shares that were on-lent to bondholders and to redeliver these shares to the Company, Lehman's obligation was reduced to a claim against the Lehman estate. The Company filed a claim for the recovery of the Subsea 7 shares and recorded a full impairment in the amount of \$30,418,000 with respect to its investment in these Subsea 7 shares.

During October and November 2008, the Company repurchased an aggregate \$53,200,000 face value of Exchangeable Bonds in the market at an average price of 56.4% of face value. The repurchased Exchangeable Bonds remain outstanding but, for accounting purposes, are treated as eliminated. The Company recorded a gain of approximately \$4,532,000 on the repurchased debt.

During November and December 2008, the Company purchased and retired a total of 170,000 Common Shares that had been tendered at an average price of \$37.65 per share. In March 2007, the Company purchased and retired 25,050 Common Shares at an average price of \$52 per Common Share.

RESULTS OF OPERATIONS

FISCAL YEARS ENDED 31 DECEMBER 2008 AND 2007

Operating revenues recorded during fiscal years 2008 and 2007 were \$234,033,000 and \$213,500,000, respectively. The increase is attributed to continued growth of STAR's operations and improvement in freight rates.

The share of profit of associates recorded during fiscal years 2008 and 2007 was approximately \$105,952,000 and \$147,774,000, respectively. The results of operations for Subsea 7 continue to grow as a result of increased and improved project execution. The results for Siem Offshore were heavily influenced by the volatility of the NOK/USD exchange rates during 2008 and 2007 and the effects on the forward contracts which were entered into for the purpose of hedging its obligations for future yard instalments on its newbuilding programme of NOK5.9 billion. Siem Offshore recorded total exchange losses of approximately

\$65,600,000 in 2008 and total exchange gains of approximately \$48,500,000 in 2007. The currency exchange rate was NOK6.9541/\$1.00 and NOK5.4318/\$1.00 at December 31, 2008 and 2007, respectively, or a change of 28% from 2007 to 2008.

Interest income recorded during fiscal years 2008 and 2007 was approximately \$20,507,000 and \$8,506,000, respectively. In general, interest income increased from 2007 because the increase in interest-bearing assets following the receipt of cash proceeds from the Exchangeable Bonds was present through all of 2008 and was only impacted by low interest rates in the fourth quarter of 2008.

Net gains on investments for fiscal years 2008 and 2007 were approximately \$14,605,000 and \$192,603,000, respectively. The net gains in 2008 included \$18,306,000 related to the sell of the vessel by Car Carriers. The net gains in 2007 included approximately \$191,500,000 related to the sales of the Company's long-term investment in Transocean shares.

Net gains on the re-valuation of the Financial Derivatives for 2008 and 2007 were approximately \$56,964,000 and \$17,218,000, respectively. The exchange provision in the Exchangeable Bonds was valued at the time of the issue of the Exchangeable Bonds in July 2007 using the Black-Scholes Option Pricing Model. The resulting value was recorded as a Financial Derivatives liability and segregated from the debt liability. The Financial Derivatives valuation is made quarterly and the change is recorded as a gain or loss.

A gain of \$4,532,000 was recorded in connection with the Company's repurchase of \$53,200,000 face value of Exchangeable Bonds at an average price of approximately 56.4% of face value during October and November 2008.

Other revenues recorded during fiscal years 2008 and 2007 were approximately \$1,810,000 and \$10,999,000, respectively.

Operating expenses recorded during the fiscal years 2008 and 2007 were \$149,225,000 and \$125,098,000, respectively. The increase is attributed to an increased number of vessels and rising costs for crew, fuel and lube and supplies.

Depreciation and amortization expense for fiscal years 2008 and 2007 were \$21,226,000 and \$20,107,000, respectively. The increase in depreciation expense is due to the increased number of vessels.

Interest expense for fiscal years 2008 and 2007 was approximately \$8,799,000 and \$12,946,000, respectively. The decrease in interest expense is attributed to reduced debt and a lower average interest rate.

General and administrative expenses for fiscal years 2008 and 2007 were approximately \$12,993,000 and \$36,907,000, respectively. The reduction in 2008 is attributed to a reversal of previously recorded compensation expense arising in connection with the performance unit plan. The compensation expense is based on the adjusted net asset value of the Company's Common Shares. As the adjusted net asset value increases, compensation expense is recorded; as it decreases, previously recorded compensation expense is reversed. The adjusted net asset value fell significantly during 2008. Also during 2008, MSA fees fell significantly. The MSA fee is based on the level of net income. As net income increases, the MSA fee increases; as net income decreases, the MSA fee falls.

In 2007, an impairment of notes, loans and other receivables was recorded in the amount of EUR15,000,000, or \$20,595,000, related to loans advanced to Deusa for the project-financing of the thermolysis process facility.

In 2008, the Company recorded total impairments of \$35,031,000 in connection with the counterparty defaults arising from Lehman's failure to deliver bonds that had been purchased with cash at settlement and Lehman's failure to recover the 4,680,000 Subsea 7 shares that had been on-lent to bondholders and to redeliver these shares to the Company in accordance with the terms of the stock lending agreements.

Currency exchange gains (losses) for fiscal years 2008 and 2007 were \$(38,877,000) and \$8,369,000, respectively. During 2008, the Company had a significant amount of non-U.S.-denominated holdings in cash and monetary investments that were not hedged and were exposed to the large volatility in rates during the fourth quarter 2008.

Income tax expense (benefit) for fiscal years 2008 and 2007 were \$503,000 and \$515,000, respectively. Subsea 7 and Siem Offshore are the largest taxpayers in the consolidated entity; however, their significant tax expenses, in excess of \$132,456,000, are reflected in the net share of the after-tax profits (losses) from associates and are not separately reported in the Company's consolidated financial statements.

FINANCIAL CONDITION AND LIQUIDITY

The current ratios were 2.5 and 4.30 at 31 December 2008 and 2007, respectively. The interest-bearing debt-to-total assets ratio were 0.18 and 0.23 at 31 December 2008 and 2007, respectively.

At the end of 2008, Siem Industries as parent company (the "Parent") held \$144,534,000 in unrestricted cash and had access to \$50,000,000 in available drawing capacity under its revolving credit facility,

Also, the Parent has obligations under the Exchangeable Bonds which are limited in recourse to the security provided in the form of \$143,539,000 in investments in U.S. treasuries and related accrued interest, 13,420,000 shares of Subsea 7 and claims against the Lehman estate for recovery of 4,680,000 shares. In addition, the Parent had repurchased \$53,200,000 of the Exchangeable Bonds, all of which remain outstanding and entitled to repayment.

SUBSEQUENT EVENTS

The Company repurchased \$5,000,000 face value of Exchangeable Bonds in the market at 74.5% of face value at the end of February 2009. Following this settlement, the Company has repurchased a total amount of \$58,200,000 Exchangeable Bonds, or greater than 20% of the outstanding Exchangeable Bonds.

MARKET RISKS DISCLOSURES

The Company's balance sheet includes a substantial amount of assets whose fair values are subject to market risks. Due to the Company's significant level of investments in equity securities, fluctuations in equity prices represent the largest market risk factor affecting the Company's financial position. The following sections address the significant market risks associated with the Company's business activities.

EQUITY PRICE RISK

Strategically, the Company strives to invest at reasonable prices in businesses possessing good economics and competent management. The Company prefers to own a meaningful amount in each business and, as a result, the Company is concentrated in relatively few holdings.

The Company's primary strategy is to engage in businesses in which it possesses experience on a long-term basis. Thus, short-term price volatility with respect to its holdings is understood and accepted by the Company provided that the underlying business, economic and management qualities of the operations remain favorable.

The carrying values of holdings subject to equity price risks accounted for under the equity method of accounting are based on costs adjusted for the Company's proportionate share of investee earnings. The carrying values of investments which the Company has classified as available-for-sale securities are adjusted to reflect market prices at the end of the period with the appreciation or depreciation in the investments reflected as a component of other reserves. The carrying values of investments which the Company has classified as trading securities are adjusted to reflect market prices at the end of the period with the adjustment reflected as a gain or loss. Market prices are subject to fluctuation and, consequently, the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments and general market conditions. Furthermore, amounts realized in the sale of a particular security may be affected by the relative quantity of the security being sold.

INVESTMENT CONCENTRATION RISK

The Company believes that it may have investment concentration risks with respect to its operational holdings in the oil and gas services industry.

FORWARD-LOOKING STATEMENTS

Investors are cautioned that certain statements contained in this document, as well as some statements made by the Company in periodic press releases and some oral statements made by its management during presentations about the Company, are "forward-looking" statements. Forward-looking statements include statements which are predictive in nature, which depend upon or refer to future events or conditions, which include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions. In addition, any statements concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future Company actions, which may be provided by management, are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are subject to risks, uncertainties, and assumptions about the Company, economic and market factors and the industries in which the Company conducts business, among other things. These statements are not guarantees of future performance and the Company has no specific intention to update these statements.

Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to a number of factors. The principal important risk factors that could cause the Company's actual performance and future events and actions to differ materially from such forward-looking statements, include, but are not limited to, changes in market prices of the Company's significant equity investees, changes in income tax laws, and changes in general economic and market factors that affect the prices of securities or the industries in which the Company and its associates conduct business.

DIRECTORS AND OFFICERS

The following persons are currently directors and executive officers of the Company:

DIRECTORS

<i>Name</i>	<i>Position</i>	<i>Director Since</i>	<i>Present Term Expires</i>
M.D. Moross	Director (1,2)	1995	2009
Kristian Siem	Director and Chairman	1982	2010
Barry W. Ridings	Director (1,2)	1993	2010
Ivar Siem	Director	2007	2010

(1) Member of Audit Committee.

(2) Member of Compensation Committee.

Directors are normally elected for terms of three years at the Annual General Meeting of Shareholders. Executive officers are appointed by and serve at the pleasure of the Board. Officer appointments are normally confirmed at the Board meeting which promptly follows the Annual General Meeting of Shareholders.

EXECUTIVE OFFICERS

<i>Name</i>	<i>Office</i>	<i>Officer Since</i>
Michael Delouche	President and Secretary	1991

Kristian Siem is chairman of Subsea 7 Inc., Siem Offshore Inc. and Siem Capital AB and a director on the boards of STAR Reefers Inc., Transocean Inc. and North Atlantic Small Companies Investment Trust plc.

M.D. Moross is a private investor and the father-in-law of Kristian Siem.

Barry W. Ridings is a managing director and the vice chairman of U.S. Investment Banking for Lazard Frères & Co. and is also chairman of LFCM Holdings which includes the operations of Lazard Capital Markets and Lazard Alternative Investments.

Ivar Siem is chairman and chief executive officer of Blue Dolphin Energy Company and chairman and president of Drillmar, Inc. He is the brother of Kristian Siem.

Michael Delouche, an officer of the Company since 1991, was appointed President in 2003 and is a director on the boards of Subsea 7 Inc., STAR Reefers Inc. and Siem Offshore Inc.

COMPENSATION OF DIRECTORS AND OFFICERS

Messrs. Moross, Ridings and Ivar Siem receive an annual director's fee of \$18,000 and reimbursements of expenses incurred on behalf of the Company. Separate management services agreements provide for the services of Messrs. Kristian Siem and Delouche as discussed in the Notes to the Financial Statements.

To the Annual General Meeting of Shareholders of Siem Industries Inc.

Auditor's Report for 2008

We have audited the consolidated financial statements of Siem Industries Inc at and for the year ended 31 December 2008, showing a profit of USD 158,778,000. We have also audited the information in the Directors' Report concerning the consolidated financial statements and the going-concern assumption. The Company's consolidated financial statements comprise the balance sheet, the statements of income and cash flows, the statement of changes in equity and the accompanying notes. International Financial Reporting Standards as adopted by the European Union have been applied in the preparation of the consolidated financial statements. These consolidated financial statements are the responsibility of the Company's Board of Directors and Managing Director. Our responsibility is to express an opinion on these consolidated financial statements and on other information according to the requirements of the Norwegian Act on Auditing and Auditors.

We conducted our audit in accordance with the laws, regulations and auditing standards and practices generally accepted in Norway, including standards on auditing adopted by The Norwegian Institute of Public Accountants. These auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall consolidated financial statement presentation. To the extent required by law and auditing standards, an audit also comprises a review of the management of the Company's financial affairs and its accounting and internal control systems. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

- the consolidated financial statements have been prepared in accordance with the law and regulations and give a true and fair view of the consolidated financial position as of 31 December 2008 and the results of its operations and its cash flows and the changes in equity for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union;
- the Company's Management has fulfilled its duty to produce a proper and clearly set out registration and documentation of accounting information in accordance with the law and good bookkeeping practice in Norway; and
- the information in the Directors' Report concerning the consolidated financial statements and the going-concern assumption comply with the law and regulations.

Kristiansand, 22 April 2009
PricewaterhouseCoopers AS

Torstein S Robstad
State Authorised Public Accountant (Norway)

SIEM INDUSTRIES INC. AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS

<i>(Dollars in thousands, except per share amounts)</i>	Notes	<i>For Years Ended 31 December</i>	
		2008	2007
REVENUES:			
Operating revenues	10	\$ 234,033	\$ 213,500
Share of profits (losses) of associates	5	105,952	147,774
Interest income		20,507	8,506
Gains (losses) on investments, net	12	14,605	192,603
Gains (losses) on re-valuation of financial derivatives, net	8	56,964	17,218
Gains (losses) on repurchase of Exchangeable Bonds	8	4,532	—
Other		1,810	10,999
Total revenues		438,403	590,600
OTHER EXPENSES:			
Operating expenses	10	149,225	125,098
Depreciation and amortization	13	21,226	20,107
Interest expense		8,799	12,946
General and administrative expenses	14,15,16,19	12,993	36,907
Impairment of notes, loans and other receivables	4	—	20,595
Losses on counterparty defaults	8	35,031	—
Currency exchange losses (gains), net	17,18	38,877	(8,369)
Other		303	10
Total other expenses		266,454	207,294
Income before income tax expense and minority interest		171,949	383,306
Income tax expense	9	503	515
Net income before minority interest		171,446	382,791
Minority interest expense		12,668	14,825
Net income attributed to Common Shares		\$ 158,778	\$ 367,966
Earnings per Common Share:			
Basic		\$ 10.24	\$ 23.89
Diluted		\$ 10.24	\$ 23.89
Weighted avg. no. of Common Shares outstanding for period		15,505,610	15,403,894

See accompanying Notes which are an integral part of these Consolidated Financial Statements.

SIEM INDUSTRIES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<i>(Dollars in thousands)</i>	Notes	31 December 2008	31 December 2007
ASSETS:			
Current assets:			
Cash and cash equivalents	3	\$ 163,916	\$ 274,781
Accounts receivable, other		21,241	15,013
Accrued interest receivable		4,404	3,136
Trading securities	4	7,101	2,494
Inventories		6,064	8,116
Notes, loans and other receivables	4	1,333	11,284
Due from affiliates	19	1,131	931
Prepaid expenses and other current assets		4,655	7,589
Total current assets		209,845	323,344
Restricted cash	3	8,873	6,500
Notes, loans and other receivables	4	242,344	157,907
Investments in associates	5	584,507	486,634
Vessels, property and equipment, net	6	417,861	441,561
Other assets	15	5,189	2,223
Total Assets		\$ 1,468,619	\$ 1,418,169
LIABILITIES AND EQUITY:			
Current liabilities:			
Accounts payable		\$ 17,378	\$ 11,969
Income taxes payable		324	537
Accrued interest payable		78	75
Due to affiliates	19	8,259	18,197
Current maturities and short-term notes	8	26,487	11,827
Other accrued costs and short-term liabilities	16	29,821	33,316
Total current liabilities		82,347	75,921
Long-term debt and notes payable	8	243,662	308,357
Financial derivatives	8	15,251	72,215
Deferred income taxes	9	—	—
Other liabilities and deferred credits	14,16	24,621	10,308
Total Liabilities		365,881	466,801
Shareholders' equity:			
Preferred shares, \$1.00 par value, 5,000,000 shares authorized		—	—
Redeemable preferred shares, \$0.01 par value, 50,000,000 shares authorized		—	—
Common shares, \$0.25 par value, 100,000,000 shares authorized, 15,359,927 shares and 15,529,927 shares, respectively, issued and outstanding	20	3,840	3,883
Paid-in capital	20	130,953	131,083
Retained earnings		890,898	746,569
Other reserves	21	2,776	2,088
Total shareholders' equity		1,028,467	883,623
Minority interest		74,271	67,745
Total Equity		1,102,738	951,368
Total Liabilities and Equity		\$ 1,468,619	\$ 1,418,169

See accompanying Notes which are an integral part of these Consolidated Financial Statements.

SIEM INDUSTRIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

<i>(in thousands, except number of shares)</i>	<i>Attributable to Common Shareholders</i>						<i>Minority Interest</i>
	<i>Common Shares Number</i>	<i>Share Capital</i>	<i>Paid-in Capital</i>	<i>Retained Earnings</i>	<i>Other Reserves</i>		
Balances at 31 December 2006	15,052,492	\$ 3,763	\$ 69,548	\$ 379,901	\$ 107,723	\$ 52,920	
Net income	—	—	—	367,966	—	14,825	
Reacquisition and retirement of Common Shares	(25,050)	(6)	—	(1,298)	—	—	
Issuance of Common Shares	502,485	126	44,939	—	—	—	
Adjustments for issuances of shares by affiliates to minority interests at prices greater than book value	—	—	16,596	—	—	—	
Unrealized appreciation on available-for-sale securities	—	—	—	—	(105,918)	—	
Currency translation adjustments	—	—	—	—	283	—	
Balances at 31 December 2007	15,529,927	\$ 3,883	\$ 131,083	\$ 746,569	\$ 2,088	\$ 67,745	
Net income	—	—	—	158,778	—	12,668	
Reacquisition and retirement of Common Shares	(170,000)	(43)	—	(6,359)	—	—	
Cash dividends (\$0.10 per share)	—	—	—	(1,553)	—	—	
Adjustments for issuances of shares by affiliates to minority interests at prices greater than book value	—	—	(130)	—	—	—	
Adjustments for acquisition and retirement of shares issued by an associate to a minority interest	—	—	—	(6,537)	—	(6,142)	
Currency translation adjustments	—	—	—	—	688	—	
Balances at 31 December 2008	15,359,927	\$ 3,840	\$ 130,953	\$ 890,898	\$ 2,776	\$ 74,271	

See accompanying Notes which are an integral part of these Consolidated Financial Statements.

SIEM INDUSTRIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(Dollars in thousands)</i>	<i>For Years Ended 31 December</i>	
	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income attributed to Common Shares	\$ 158,778	\$ 367,966
Adjustments to reconcile net income		
to net cash provided by (used in) operating activities:		
Depreciation and amortization, including drydocking amortization	25,678	25,326
Undistributed share of losses (profits) of associates	(105,952)	(147,774)
Losses (gains) on investments and re-valuation of financial derivatives	(71,569)	(208,507)
Losses (gains) on repurchase of Exchangeable Bonds	(4,532)	—
Impairment of investments and loss on counterparty defaults	35,031	20,595
Minority interests in net income	12,668	14,825
Deferred compensation expense (reversal) for performance unit plan	(6,652)	5,508
Currency exchange losses (gains)	38,877	(8,369)
Other	3,881	—
Changes in assets and liabilities net of effect of acquired companies:		
(Increase) decrease in:		
Accounts receivable, other	(6,228)	(6,048)
Accrued interest receivable	(1,268)	(1,968)
Trading securities	(10,450)	23,857
Inventories	2,052	(2,579)
Due from affiliates	(200)	269
Prepaid expenses and other current assets	2,934	(3,403)
Increase (decrease) in:		
Accounts payable	5,409	(15,896)
Income taxes payable	(213)	527
Accrued interest payable	3	(183)
Due to affiliates	(9,938)	13,070
Other accrued costs and short-term liabilities	(3,495)	31,076
Net cash provided by (used in) operating activities	64,814	108,292
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of available-for-sale securities	—	218,597
Additions to notes receivable and other investments	(144,725)	(159,279)
Proceeds from repayment of notes receivable and other investments	68,055	11,300
Distributions from (investments in) associates	(6,838)	(23,899)
Purchases of vessels, shipping related assets and other	(30,910)	(59,687)
Proceeds from sales of vessels, shipping related assets and other	32,527	—
Other	7,468	(8,327)
Net cash provided by (used in) investing activities	(74,423)	(21,295)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash dividends paid to Company shareholders	(1,553)	—
Proceeds from long-term debt and notes payable	—	290,922
Repayment of long-term debt and notes payable	(18,368)	(114,175)
Repurchase of Exchangeable Bonds	(34,630)	—
Repurchase of common stock	(6,402)	(1,304)
(Increase) Decrease in restricted cash	(5,090)	(1,000)
Other	(1,165)	(8,169)
Net cash provided by (used in) financing activities	(67,208)	166,274
Effect of exchange rate changes on cash	(34,048)	1,451
Net increase (decrease) in cash and cash equivalents	(110,865)	254,722
Cash and cash equivalents, beginning of period	274,781	20,059
Cash and cash equivalents, end of period	\$ 163,916	\$ 274,781

See accompanying Notes which are an integral part of these Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) GENERAL INFORMATION

Siem Industries Inc. was incorporated in October 1980 under the laws of the Cayman Islands as Bahama Cruise Line, Inc. The name was changed to Bermuda Star Line, Inc. in 1986, to Norex America, Inc. in 1989, to Norex Industries Inc. in 1996 and to Siem Industries Inc. in 1998. “Siem Industries”, the “Company” or the “Group”, as used herein, refers to Siem Industries Inc. and its subsidiaries and associates unless the context indicates otherwise.

The Company’s registered office address is P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands.

Quotes for the Company’s Common Shares are available from Pink Sheets LLC, a centralized quotation service that collects and publishes quotes for over-the-counter securities by market makers, under the symbol “SEMUF” at www.pinksheets.com.

The currency symbols “\$” (or “USD”), “NOK”, “GBP” and “SEK” refer to United States dollars, Norwegian kroner, British pounds and Swedish krona representing the lawful currencies of the United States, Norway, Great Britain and Sweden, respectively, and “EUR” refers to Euros.

At 31 December 2008, the Company held beneficial ownership in the following major holdings: 65,429,045 shares, or 44.5%, of Subsea 7 Inc. (“Subsea 7”; OSE Symbol: “SUB”), a publicly-traded Cayman Islands company and one of the world’s leading subsea engineering and construction contractors; 85,504,538 shares, or 33.7%, of Siem Offshore Inc. (“Siem Offshore”; OSE Symbol: “SIOFF”), a publicly-traded Cayman Islands company that owns interests in 40 vessels operating in the oil and gas industry, which includes 15 vessels under construction; 6,252,534 shares, or 71.6%, of STAR Reefers Inc. (“STAR”; OSE Symbol: “SRI”), a publicly-traded Cayman Islands company that controls a fleet of approximately 48 owned and chartered vessels engaged in the refrigerated transportation of fruits and other perishable products; and a 100% interest in Siem Car Carriers, Inc. (“Car Carriers”), a Cayman Islands company and owner of two car carrier vessels. The Company also owned a 64%-interest in Siem Capital AB, a 49%-interest in Deusa International GmbH (“Deusa”), a German company, and a 51%-interest in Deep Seas Insurance Limited, a captive insurance company incorporated in the Cayman Islands. At year-end, Siem Capital held interests in Boule Diagnostics International AB, a developer of hematology diagnostic systems; and Essentys AB, a research biotech company. Deusa’s operations include the mining of potash which is used for fertilizer production, bischofite for the construction industry, magnesium chloride for de-icing and other materials. Deusa is currently building a thermolysis process facility to produce energy for use in its potash operations. Deep Seas Insurance provides a risk management function to companies within the Siem Group of Companies by participating as co-insurer on marine insurances and as lead insurer on other risks on a fully reinsured basis.

At 31 December 2008, Elderberry Holdings Limited (“Elderberry”) owned 8,755,638 shares, or approximately 57.0% of the issued and outstanding shares of the Company’s Common Stock. Elderberry is owned by a trust, whose potential beneficiaries include the mother and certain of the brothers of Mr. Kristian Siem, the Company’s Chairman. The Ores Trust beneficially owned 1,352,432 shares, or approximately 8.8% of the Common Stock. Potential beneficiaries of the Ores Trust include members of Mr. Siem’s immediate family. Mr. Siem personally owned 1,878,356 shares, or approximately 12.2% of the Common Stock. Mr. Siem and the trustees for the trusts hold separate voting and dispositive powers over their respective holdings.

Subsea 7, Siem Offshore, STAR and Car Carriers represent significant subsidiaries and associates of the Company.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PREPARATION

The Company’s consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), International Accounting Standards (“IAS”) issued by the International Accounting Standards Board (“IASB”) and interpretations by the International Financial Reporting Interpretations Committee (“IFRIC”) under the assumption that the Company is a going-concern and are presented in United States dollars. The consolidated financial statements are based on historical costs, as modified by the revaluation of available-for-sale financial assets and by adjustments of financial assets and liabilities to fair value through profit or loss.

The preparation of financial statements requires the use of certain critical estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the fiscal year and the reported amounts of income and expenses during the fiscal year. Estimates and assumptions made by management include selecting useful lives of property and equipment, estimating provisions for uncollectible receivables, determining the carrying value and possible impairment of long-lived assets, goodwill and intangible assets, estimating income tax provision and performing other similar evaluations.

STANDARDS, INTERPRETATIONS AND AMENDMENTS TO PUBLISHED IFRS EFFECTIVE FOR FISCAL 2008

The IASB and IFRIC have issued standards, interpretations and amendments to standards which are effective for periods commencing on or after 1 January 2008.

IFRIC 11 “Group and Treasury Share Transactions”. This interpretation provides guidance on the application of *IFRS 2* to share-based payments arrangements involving an entity’s own equity instruments or equity instruments of another entity within the same group. This interpretation did not have a material impact on the Company’s consolidated financial statements.

IFRIC 12 “Service Concession Arrangements”. This interpretation provides guidance on the application of existing IASB literature to service concession arrangements. This interpretation had no impact on the Company’s consolidated financial statements.

IFRIC 14 – IAS 19 “The Limit on a Defined Asset, Minimum Funding Requirements and Their Interactions”. This interpretation provides guidance on assessing the limit in *IAS 19* on the amount of the surplus that can be recognized as an asset and explains how the pension asset and liability may be affected by statutory or contractual minimum funding requirements. This interpretation did not have a material impact on the Company’s consolidated financial statements.

STANDARDS, INTERPRETATIONS AND AMENDMENTS TO PUBLISHED IFRS EFFECTIVE IN FISCAL 2009 OR LATER

The IASB and IFRIC have issued standards, interpretations and amendments to standards which are effective for periods commencing on or after 1 January 2009.

IAS 1 (Revised), “Presentation of Financial Statements”. This revised standard, effective 1 January 2009, requires the separate presentation of owner and non-owner changes in equity through the introduction of the statement of comprehensive income. If an entity restates or reclassifies comparative information, it will be necessary to present a restated balance sheet as at the beginning of the earliest period presented. This revision is not expected to have a material impact on the Company’s consolidated financial statements.

IAS 16 (Amendment), “Property, Plant and Equipment’ (and Consequential Amendment to IAS 7, “Statement of Cash Flows”). This amendment, effective 1 January 2009, will not have an impact on the Company’s consolidated financial statements.

IAS 19 (Amendment), “Employee Benefits”. This amendment, effective 1 January 2009), provides guidance on how to assess the limit on the amount of surplus in a defined benefit scheme that can be recognized as an asset. This amendment is not expected to have a material impact on the Company’s consolidated financial statements.

IAS 23 (Revised) “Borrowing Costs”. This revision, effective 1 January 2009, requires an entity to capitalize borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. This revision is not expected to have a material impact on the Company’s consolidated financial statements.

IAS 27 (Revised), “Consolidated and Separate Financial Statements”. This revised standard, effective 1 July 2009, requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting treatment when control is lost. Any remaining interest in the entity is re-measured to fair value and a gain or loss is recognised in profit or loss. This revision is not expected to have a material impact on the Company’s consolidated financial statements.

IAS 28 (Amendment), "Investments in Associates" (and Consequential Amendments to IAS 32 and IFRS 7). This amendment, effective from 1 January 2009, treats an investment in an associate as a single asset for the purposes of impairment testing. An estimated impairment loss will not be allocated to specific assets and reversals of impairment will be recorded as adjustments to the investment balance to the extent that the recoverable amount of the associate increases. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IAS 31 (Amendment), "Interests in Joint Ventures" (and Consequential Amendments to IAS 32 and IFRS 7). The amendment, effective 1 January 2009, relates to joint ventures accounted for at fair value and is not expected to have an impact on the Company.

IAS 36 (Amendment), "Impairment of Assets". This amendment, which is effective 1 January 2009, requires certain disclosures, which are similar to those required for value-in-use calculations, when the discounted cash flow method is to determine fair value less costs to sell. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IAS 38 (Amendment), "Intangible Assets". This amendment which is effective 1 January 2009, states that a prepayment may only be recognised in the event that payment has been made in advance of obtaining right of access to goods or receipt of services. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IAS 39 (Amendment), "Financial Instruments: Recognition and Measurement". This amendment, effective from 1 January 2009, clarifies that it is possible for there to be movements into and out of the fair value through profit or loss category when a derivative commences or ceases to qualify as a hedging instrument in cash flow or net investment hedge. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IFRS 2 (Amendment), "Share-based Payment". This amendment, effective 1 January 2009, clarifies that only service conditions and performance conditions are vesting conditions and that other features of a share-based payment scheme are not vesting conditions. The amendment also specifies that all cancellations should receive the same accounting treatment. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IFRS 3 (revised) "Business Combinations". This revised IFRS 3, effective 1 July 2009, continues to apply the acquisition method to business combinations, with some significant changes. Payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IFRS 5 (Amendment), 'Non-current assets held for sale and discontinued operations' (and consequential amendment to IFRS 1)". The amendment, effective 1 July 2009, clarifies that all of a subsidiary's assets and liabilities are classified as held for sale if a partial disposal sale plan results in loss of control and that relevant disclosure should be made for this subsidiary if the definition of a discontinued operation is met. A consequential amendment to IFRS 1 states that these amendments are applied prospectively from the date of transition to IFRSs. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

IFRS 8 "Operating Segments". This new standard, effective 1 January 2009, replaces IAS 14 and requires a "management approach" under which segment information is presented on the same basis as that used for internal reporting purposes. This amendment is not expected to have a material impact on the Company's consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATION OF SUBSIDIARIES AND ACCOUNTING FOR INVESTMENTS IN ASSOCIATES

Subsidiaries – Subsidiaries are entities over which the parent company generally controls more than 50% of the entity's issued and outstanding voting shares and has the ability to control its the operating and financial policies. Details of the subsidiary's financial statements are included within the consolidated financial statements from the date that control is established. The subsidiary's financial statements are deconsolidated from the date that control is ended.

The purchase method is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued, liabilities incurred or assumed as of the date of the purchase and costs incurred that are attributed to such acquisition. The identifiable assets acquired and liabilities and contingent liabilities assumed are measured at the respective fair values at the date of acquisition. Any excess of the cost of the acquisition over the share of the fair value of identifiable net assets acquired is recorded as goodwill. If the cost of the acquisition is less than the fair value of identifiable net assets acquired, then the amount is recognized currently in the income statement.

Noncontrolling, or minority, interests represent third party shareholders who may have influence but not control over a company's activities. The share of a company's net assets at the end of a fiscal period and the net income during a period that are attributed to third parties are recorded as minority interests payable and minority interests expense, respectively. Disposals of shares to minority interests may result in gains or losses that are recorded currently in the income statement and purchases of shares may result in goodwill.

Intercompany transactions and balances between consolidated companies are eliminated.

Associates – Associates are entities over which the parent company generally controls between 20% to 50% of the voting rights in the entity and has significant influence with, but not the ability to control, the entity's operating and financial policies. Investments in associates are accounted for under the equity method of accounting and are initially recorded at cost. An investment in an associate may include goodwill arising from the acquisition.

The parent company records its share of the associate's post-acquisition net income (loss) as share in the profit (loss) of associates in the income statement. The Company's share of post-acquisition movements in the associate's shareholders' equity are recognized in the group's equity and are adjusted against the group's carrying amount of the investment. Unrealized gains or losses between the group and an associate are eliminated to the extent of the group's interest in the associate.

SEGMENT REPORTING

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

FOREIGN CURRENCY TRANSLATION

Functional and Presentation Currency – The Company uses the USD as the functional and presentation currency in the financial statements since the USD is the primary currency in the environment in which the Company and its subsidiaries and associates operate.

Transactions and Balances – Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transactions. Currency exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities using the currency rates prevailing on the last day of the fiscal period are recorded in the income statement.

Changes in the fair value of a monetary security that is classified as available-for-sale and is denominated in a foreign currency are analyzed between changes arising from translation differences in the amortized cost of the security and other changes in the carrying amount of such security. Translation differences are recognized as currency exchange gains or losses in the income statement and other changes are recognized in equity.

Translation differences on non-monetary financial assets and liabilities are included as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized as part of the fair value gain or loss and are recorded as exchange gains or losses in the income statement. Translation differences on non-monetary financial assets classified as available-for-sale are included in the fair value reserve in equity.

Subsidiaries – The Company translates the results and balances of its consolidated subsidiaries that have a functional currency different from the USD as follows:

- Assets and liabilities for each fiscal period are translated at the closing exchange rate on the date of the balance sheet.
- Income and expenses for each fiscal period are translated at the average exchange rate for the period.
- Resulting exchange differences are recognized as a separate component of equity.

Goodwill and fair value adjustments that are identified on the date of acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate on the reporting date.

ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of consolidated financial statements requires management to make good faith estimates and assumptions that affect the reported amount of assets, liabilities, revenues, expenses and disclosure of contingent assets and liabilities. The Company continually evaluates its estimates, including those related to investments, materials and supplies obsolescence, property and equipment and other long-lived assets, intangible assets and goodwill, bad debts, income taxes, financing operations and contingent liabilities as of the date of the financial statements and the period then ended. The Company's estimates are based on historical experience and various assumptions, including expectations of future events, that are believed reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from the estimates and assumptions used in the preparation of the consolidated financial statements.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash, certificates of deposit and all highly liquid investments purchased with original maturities of three months or less. Cash equivalents are stated at cost plus accrued interest, which approximates fair value.

The Company is required to maintain certain minimum cash balances or to pledge securities and/or cash deposits as security for drawdowns under its revolving credit facilities. Pledged cash deposits and minimum cash balances required by loan facilities are reported as restricted cash in the consolidated balance sheet. The restricted cash amounts were \$8,873,000 and \$6,500,000 at 31 December 2008 and 2007, respectively.

ACCOUNTS AND OTHER RECEIVABLES

Accounts and other receivables include trade receivables which are recognized initially at fair value and, subsequently, at amortized cost using the effective interest method less any provision for impairment. A provision for impairment of trade receivables is recorded when objective evidence indicates that the Company may not be able to collect all amounts that are due in accordance with the original terms of the transaction. Such objective evidence includes default or delinquency of payments, significant financial difficulties of the debtor and probability that the debtor may enter bankruptcy or financial reorganization. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows as discounted at the effective rate of interest. The provision is recorded in the income statement as a general and administrative expense.

INVENTORIES

The major components of inventory include bunkers and lubrication oil. These inventories are recorded at the lower of cost or net realizable value. Cost is determined using the first-in, first-out ("FIFO") method. Net realizable value is the estimated selling price in the ordinary course of business less applicable selling expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FINANCIAL ASSETS

The Company determines the classification of its financial assets at initial recognition and re-evaluates the designation at each reporting date. The classifications are discussed below.

Financial Assets at Fair Value through Profit or Loss – Assets in this category are considered to be current assets because they are held for trading purposes, such as listed equity securities, or are expected to be realized within 12 months after the reporting date.

Notes, Loans and Other Receivables – These financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Notes, loans and other receivables having maturities of less than 12 months after the reporting date are recorded as current assets in the balance sheet and assets having maturities greater than 12 months after the reporting date are recorded as noncurrent assets.

Available-for-Sale Financial Assets – These financial assets are non-derivative financial assets that either are designated for this category or are not designated in the other categories. Available-for-sale financial assets are recorded as noncurrent assets in the balance sheet unless the Company intends to dispose of the investment within 12 months after the reporting date.

Held-to-Maturity Financial Assets – These financial assets are non-derivative financial assets with fixed or determinable payments and maturities that the Company has the positive intent and ability to hold to maturity. Held-to-maturity financial assets are recorded as noncurrent assets in the balance sheet if the assets have maturities greater than 12 months from the reporting date and as current assets if the assets have maturities less than 12 months from the reporting date.

Purchases and sales of financial assets are recognized on the trade date which is the date on which the Company has committed to purchase or sale the asset. Investments in financial assets carried at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in the income statement. Other investments in financial assets are initially recognized at fair value plus transaction costs. In subsequent periods, financial assets at fair value through profit or loss and available-for-sale financial assets are carried at fair value. Notes, loans and other receivables and held-to-maturity investments are carried at amortized cost using the effective interest method.

Changes in the fair value of the financial assets at fair value through profit or loss are recorded in the income statement as gains or losses. Changes in the fair value of monetary securities that are denominated in currencies other than the functional currency and classified as available-for-sale are analyzed between translation differences resulting from changes in the amortized cost of the security and other changes in the carrying amount of the security. The translation differences are recognized as currency exchange gains or losses in the income statement and the other changes in the carrying amount are recognized in a separate component of equity.

Fair values are based on current bid prices in the market for listed investments. Fair values for unlisted investments or investments in which the market is not active are determined using valuations techniques including recent arm's length transactions, reference to other instruments that are similar in nature and discounted cash flow analysis.

The Company assesses at each reporting date whether objective evidence exists that indicates a possible impairment. Such evidence would include a significant or prolonged decline in the fair value of the equity security below its average cost or the security no longer pays in accordance with the terms of the underlying agreement. If such evidence exists, then the cumulative loss which is measured as the difference between the carrying value and the current fair value is recorded as an impairment loss in the income statement.

PROPERTY AND EQUIPMENT AND RELATED IMPAIRMENT

Property and equipment consist primarily of vessels designed for the ocean-transport of refrigerated goods ("reefer vessels" or "vessels") and the ocean-transport of cars and high and heavy units ("car carriers"). Vessels are related shipping assets are stated at historical cost, which includes costs directly attributable to the acquisition, less accumulated depreciation. The carrying value of vessels and related shipping assets are based on estimates, assumptions and judgments relative to capitalized costs, useful lives and residual values reflecting both historical experience and expectations of future industry conditions and operations. Depreciation for vessels is provided on a straight-line basis over the estimated useful life of 15-30 years after

allowing for residual values. Equipment and other fixed asset costs less residual values are depreciated on a straight-line basis over the estimated useful life of 3-5 years.

Buildings are depreciated over a useful life of 20 years. Remaining long-lived assets include furniture, fixtures and cars that are carried at cost and depreciated on a straight-line basis over the estimated useful life of 3-5 years.

Subsequent costs that may be included in the asset's carrying value may include expenditures for renewals, major modifications or betterments. These costs are capitalized as separate assets when it is probable that future economic benefits associated with these assets will result and the costs can be measured reliably. These costs of these assets may be amortized over the adjusted remaining useful life of the related asset.

Following the disposal or retirement of property and equipment, the costs and related accumulated depreciation are removed from the respective accounts and any resulting gains or losses are recorded in the statements of operations.

The assets' residual, or scrap, values and useful lives are reviewed annually and adjusted if appropriate. The carrying values of assets are reviewed periodically for potential impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. This determination of recoverability for property and equipment held for use is based on the estimated discounted future net cash flows of the underlying asset and the difference is recorded as an impairment loss in the income statement.

The Company classifies property and equipment as held-for-sale when it has established a plan for the disposal of certain assets. Assets held-for-sale are recorded as current assets at the lower of book value or net realizable value.

Maintenance, major repairs and costs incurred to maintain the certification of assets and comply with current regulations are charged to operating expense as incurred.

DEFERRED DRYDOCKING COSTS

Drydocking costs are costs incurred pursuant to a program of vessel classification and scheduled, periodic drydockings of the vessels. The costs are accumulated and capitalized as a separate component of the vessels' carrying values because such costs have a different pattern of benefits that require different rates of amortization from the related vessel.

LOANS AND NOTES PAYABLE AND DEFERRED FINANCING COSTS

Loans and notes payable are recognized initially at fair value net of financing costs incurred to obtain the financing. Financing costs, including debt arrangement fees, are deferred and amortized using the effective interest method of amortization over the term of the underlying facility agreement. Loans and notes payable are recorded as noncurrent liabilities for payments that extend more than 12 months from the reporting date. Payments on loans and notes payable due less than 12 months from the reporting date are recorded as current liabilities. The unamortized balance of deferred financing costs are recorded as a reduction of noncurrent loans and notes payable. The amortization of deferred financing costs is recorded in the income statement as interest expense.

GOODWILL

Goodwill represents the excess of the purchase price over the fair value of assets acquired in business acquisitions under the purchase method of accounting on the date of acquisition. Goodwill on acquisitions of associates is included in the investments in associates. The Company evaluates goodwill for impairment at the cash-generating unit level on an annual basis unless circumstances require an interim evaluation. The evaluation compares the fair value of a cash-generating unit against the carrying value of the unit. If the fair value of the cash-generating unit is less than the carrying value, then additional analyses would be undertaken to determine the amount of the impairment. Goodwill is carried at cost less accumulated impairment losses. Impairment losses that are recorded in the income statement are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

REVENUE RECOGNITION

Voyage revenues and expenses are recognized on the accrual basis. Revenues are generated from freight billings, time charter and bareboat charter hires. The operating results of voyages in progress are estimated and recorded pro-rata on a per day basis in the consolidated statements of operations. Probable losses on voyages are provided for in full at the time such losses can be estimated. Time charter and bareboat charter revenues are recorded over the term of the charter as service is provided. Operating costs and costs in connection with freight-seeking activities are expensed as incurred.

Revenues generated by vessels deployed by Star Reefers are booked on a gross basis. Voyage expenses such as fuel costs, port costs and other voyage-related expenses are deducted from gross revenue to reflect net charter earnings. Revenue from vessels deployed in third party pools are recorded on a net time charter basis because such vessels are operating either under a straight time charter or on pool-terms where STAR does not have access to gross revenues or voyage expense data.

Interest is recorded using the effective interest method. Dividend income is recognized when declared.

LEASES

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the term of the lease. All time charter contracts are considered to be operating leases and, accordingly, charter hire is expensed as incurred.

The Company controls several vessels under bareboat charters and sale-leaseback agreements. All such bareboat charters and sale-leaseback transactions are evaluated individually to determine whether the arrangement should be classified as a finance lease. A vessel under a finance lease is depreciated on either a straight-line basis over the vessel's remaining economic useful life or on a straight-line basis over the term of the lease. The method to be applied is determined by the criteria according to which the lease has been assessed to be a finance lease. Depreciation of vessels under finance leases is recorded in depreciation and amortization expense in the income statement.

All bareboat charters and sale-leaseback agreements were classified as operating leases at 31 December 2008. Furthermore, all other significant leases are operating leases.

EMPLOYEE BENEFITS

Share-Based Compensation

According to IFRS 2, all share-based payment transactions must be recognized in the financial statements using a fair value measurement basis.

Performance Unit Plan – The parent company has maintained a Performance Unit Plan for its officers, directors and others who contribute to the success of the Company since 1987. Compensation expense is measured at the end of each period as the amount by which the fair value of the Company's Common Stock covering a grant of performance units exceeds the value specified under the plan and is charged to expense over the periods that the recipient of the grant performs the related services. The Company has the option to satisfy the redemption of the performance units in either cash or Common Shares.

Pension Obligations

STAR Reefers maintains a defined benefit plan for its employees in Norway. The net present value of the future obligations of the pension plan is determined using insurance accounting principles. Net pension expenses are recorded as salary-related expenses in the income statement. The estimated net funds are recorded as noncurrent assets in the balance sheet. The effect of changes in the estimates and differences between estimated and actual return are recognized only when the accumulated effect exceeds 10% of the larger of the pension fund assets and the pension fund obligation. The excess amount is amortized over the remaining service life of the employees.

STAR Reefers maintains two defined contribution plans for its employees in the U.K. Yearly contributions for the two plans are expensed as incurred.

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

The Company enters into certain derivative financial instruments to manage its exposure to fluctuations in foreign exchange rates, interest rates and fuel bunker prices. Accordingly, the Company recognizes all currency exchange contracts, interest rate swap contracts and bunker contracts in the financial statements and measures such contracts at fair value regardless of the purpose or intent for holding them. The Company has elected to not account for any of its derivative financial instruments as hedges for accounting purposes as prescribed by IAS 39 and, accordingly, all changes in the fair market value of derivative financial instruments are recorded in net income for the current period.

The Company uses forward currency exchange contracts to reduce the exchange rate risk for specific non-U.S. currency transactions. These contracts require the exchange of USD for non-U.S. currency at a fixed rate with maturities that are generally less than 6 months. The carrying amounts of these contracts are adjusted to their market values at each reporting date and recorded to income. The Company has entered into forward contracts to sell USD and buy NOK to provide for administrative expenses in Oslo and to sell USD and buy GBP to provide for administrative expenses in London. These contracts have been accounted for as cash flow hedges.

Interest rate swaps are used to manage exposure to changes in interest rates by adjusting the proportion of total debt that is subject to variable and fixed interest rates. The interest rate terms under the outstanding bank loans provide for a variable, or floating, rate of interest based on LIBOR. Consequently, the Company has entered into interest rate swap contracts and agreed to pay an amount equal to a specified fixed rate of interest multiplied by the notional principal amount and to receive in return an amount equal to a specified variable rate of interest multiplied by the same notional principal amount.

INCOME TAXES

The Company is incorporated in the Cayman Islands and is exempt from income taxes in that jurisdiction. For the two years ended 31 December 2008, there were no Cayman Islands income or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by a Cayman Islands company or its shareholders. The Company has received assurance from the Cayman Islands government under the Tax Concessions Law (1995 Revision) that, in the event that any legislation is enacted in the Cayman Islands imposing tax computed on profits or income, or computed on any capital assets, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, such tax shall not be applicable to the Company or to any of its operations or to the shares, debentures or other obligations of the Company. Therefore, there will be no Cayman Islands tax consequences affecting distributions under present law.

Income taxes have been provided based upon the tax laws and rates in the countries in which the operations are conducted and income is earned. The income tax rates imposed by these taxing authorities may vary substantially. Income for tax purposes may differ from income before taxes for financial accounting purposes, particularly in those tax regimes that are revenue-based. There is no expected relationship between the provision for income taxes and income before income taxes because the countries have different tax regimes which vary not only with respect to the nominal rate, but also in terms of the availability of deductions, credits and other benefits. Variations may also arise because income earned and taxed in any particular country or countries may fluctuate from period to period. Deferred tax assets and liabilities are recognized for the anticipated future tax effects of temporary differences between the financial statement basis and the tax basis of the Company's assets and liabilities and the operating losses carried forward using the applicable tax rates in effect at year-end. A valuation allowance for deferred tax assets is recorded when it is more likely than not that some or all of the benefit from the deferred tax asset will not be realized.

NET EARNINGS, OR NET INCOME, PER COMMON SHARE

The Company reports both basic earnings per common share and diluted earnings per common share. Basic earnings per common share is determined by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is determined by using the average market price per common share when applying the treasury stock method to determine the number of common share equivalents which should be

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

added to the weighted average number of shares outstanding. For the Company, diluted earnings per common share is the same as basic earnings per common share since there are no common share equivalents because the Performance Units, which are potentially common share equivalents, are expected to be settled in cash.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company determined the Financial Derivatives liability related to its Exchangeable Bonds as of the closing date and re-values the liability at the end of each reporting period using the Black-Scholes Option Pricing Model. Increases or decreases in the re-valued liability are reflected as losses or gains, respectively.

RECLASSIFICATIONS

The Company has reclassified certain amounts in the prior period financial statements in order to conform to the current year presentation. Such reclassification had no effect on the Company's net income (loss), financial position, total shareholders' equity or cash flows.

(3) CASH AND CASH EQUIVALENTS

At 31 December, the following amounts are recorded at fair value through profit and loss:

<i>(in thousands)</i>	2008	2007
Total cash and cash equivalents	\$ 172,789	\$ 281,281
Less: Restricted cash - noncurrent asset	8,873	6,500
Cash and cash equivalents - current assets	\$ 163,916	\$ 274,781

Terms in certain of the Company's loan, revolving credit or bond facilities require minimum cash balances or the pledge of cash deposits. Minimum cash balances and pledged cash deposits represent a form of security for long-term liabilities and are not available for unrestricted use. Accordingly, these balances are recorded as noncurrent assets.

(4) FINANCIAL ASSETS

Financial Assets at Fair Value through Profit or Loss

At 31 December, the following securities are recorded at fair value through profit and loss and are classified as trading securities:

<i>(in thousands)</i>	2008	2007
Trading securities:		
Listed equity securities	\$ 7,101	\$ 2,494
Trading securities, net fair value	\$ 7,101	\$ 2,494

The activity in trading securities during the fiscal years ended 31 December is presented below:

<i>(in thousands)</i>	2008	2007
Trading securities:		
Balance, 1 January	\$ 2,494	\$ 44,191
Purchases	16,102	45
Proceeds from sales	(5,652)	(23,902)
Gains (losses), see Note 12	(4,040)	12,531
Currency exchange gains (losses), see Note 17	(1,803)	41
Reclassification to available-for-sale financial assets	—	(30,415)
Trading securities, 31 December	\$ 7,101	\$ 2,494

Available-for-Sale Financial Assets

At 31 December, the following equity securities are recorded at fair value with changes recorded as a separate component of shareholders' equity and are classified as available-for-sale financial assets:

<i>(in thousands, except for no. of shares)</i>	<i>No. of Shares</i> 2008	2008	2007
Available-for-sale equity securities:			
Listed equity security – Transocean	–	\$ –	\$ –
Net cost of available-for-sale equity securities		–	–
Net unrealized appreciation on available-for-sale securities		–	–
Available-for-sale equity securities, net fair value		\$ –	\$ –

The activity in available-for-sale equity securities during the fiscal years ended 31 December is presented below:

<i>(in thousands)</i>	2008	2007
Available-for-sale equity securities:		
Balance, 1 January	\$ –	\$ 115,165
Reclassification from trading securities	–	30,415
Proceeds from sales	–	(218,597)
Gains (losses), see Note 12	–	178,935
Change in unrealized appreciation on available-for-sale securities, see Note 21	–	(105,918)
Available-for-sale equity securities, 31 December	\$ –	\$ –

At the beginning of 2007, the Company held investments in Transocean Inc. (NYSE Symbol: RIG) and GlobalSantaFe Corp. (NYSE Symbol: GSF) which were accounted for as available-for-sale securities and trading securities, respectively. In November 2007, the shareholders of the two companies agreed to merge with the shareholders exchanging their holdings for cash and new Transocean shares. In December 2007, the Company sold its entire holding of new Transocean shares. The investment in Transocean originated in 1994 as an investment in the shares of a predecessor company that eventually became Transocean Inc. following a series of mergers. The investment in GlobalSantaFe originated in 2006.

The fair value of listed securities is estimated using quoted market prices of these or similar investments when available.

Notes, Loans and Other Receivables

At 31 December, the following notes, loans and other receivables are recorded:

<i>(in thousands)</i>	2008	2007
Available-for-sale and held-to-maturity:		
U.S. Treasury Bills	\$ 138,665	\$ 140,726
Listed securities:		
Floating rate notes	26,246	–
Unlisted securities:		
Notes receivable, various rates	78,766	28,465
Notes, loans and other receivables	\$ 243,677	\$ 169,191
Notes, loans and other receivables:		
Current	\$ 1,333	\$ 11,284
Noncurrent	\$ 242,344	\$ 157,907

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The activity in notes, loans and other receivables during the fiscal years ended 31 December is presented below:

<i>(in thousands)</i>	2008	2007
Notes, loans and other receivables:		
Balance, 1 January	\$ 169,191	\$ 35,968
Additions	144,724	159,279
Proceeds from maturities, repayments and sales	(68,056)	(11,300)
Gains (losses) on investments, net, see Note 12	189	—
Loss on impairment of notes, loans and other receivables	—	(20,595)
Income accretion related to U.S. Treasury Bills	2,719	3,226
Reclassification	(2,919)	(1,713)
Currency exchange gains (losses), see Note 17	(2,171)	4,326
Notes, loans and other receivables, 31 December	\$ 243,677	\$ 169,191

Subsea 7 – In September 2008, the Company agreed to make a \$100,000,000 revolving credit facility available to Subsea 7. Terms of the facility provided for an interest rate based on LIBOR plus 1.40% p.a. for a six month period with 2 options, exercisable solely at the discretion of Subsea 7, to extend the facility by nine-months upon each exercise. Fees with respect to the facility include a commitment fee of 0.30% p.a. on the undrawn amount of the facility and an option fee of 0.20% payable upon exercise of the option. At the end of 2008, there was \$50,000,000 outstanding under the facility.

Siem Investments Portfolio – Siem Investments has agreed to finance the construction of the thermolysis process facility on behalf of Deusa, its 49%-owned associate. The estimated cost of the facility is expected to be approximately EUR24,000,000. Deusa will be paid by suppliers of municipal wastes with a given quality grade to take and incinerate the wastes in its facility. The thermolysis process will release gas which will be used to generate energy to run the thermolysis plant itself and for use in Deusa's potash mining operations. The energy produced by the thermolysis process is expected to reduce the amount of energy currently purchased from third party providers which represents by far the largest single component of Deusa's operating costs.

The operations were initially expected to commence operations in 2007 but engineering design issues surfaced. Deusa replaced the original engineering contractor and commissioned studies to assess the viability of the the project design and, if appropriate, to identify the work that remained. The facility is now expected to commence operations in 2009.

After work on the facility was stopped to allow time for the study of the thermolysis process and design, the Company reviewed the project financing and recorded an impairment of receivables in the amount of EUR15,000,000, or \$20,595,000. The Company will continue to assess the project and provide funding for the project as certain milestones are achieved. The Company believes that the final cost of the facility will increase to approximately EUR25,000,000.

The net recorded value of the notes, loans and other similar receivables approximates the fair value of such notes at 31 December 2008.

(5) INVESTMENTS IN ASSOCIATES

A summary of the share of profits (losses) of and the investments in associates as of and for the years ended 31 December is presented below:

Year Ended	Associate	Percentage Ownership	Summary of Investments in Associates (in thousands)	
			Share of Profits (Losses)	Investments in
31 December 2008	Subsea 7	44.5%	\$118,092	\$ 445,121
	Siem Offshore	33.7%	(9,284)	139,386
	Siem Capital	64.0%	63	—
	Deusa	49.0%	(2,919)	—
			\$105,952	\$ 584,507
31 December 2007	Subsea 7	44.9%	\$ 96,433	\$ 337,963
	Siem Offshore	33.7%	37,603	148,671
	Siem Capital	64.0%	19,451	—
	Deusa	49.0%	(5,713)	—
			\$147,774	\$ 486,634

Subsea 7 – As further discussed in Note 8, the Company and Lehman Brothers International (Europe) (“Lehman”) were parties to stock lending agreements whereby shares of Subsea 7 that were owned by the Company were made available to Lehman for on-lending to holders of the Company’s Exchangeable Bonds. When Lehman was placed in Administration in September 2008, a total of 4,680,000 Subsea 7 shares were outstanding and on-lent to the bondholders. Because Lehman was an intermediate party to these transactions and failed to recover the 4,680,000 Subsea 7 shares and redeliver these shares to the Company, the Company has been forced to file a claim for the recovery of the Subsea 7 shares. The Company recorded a full impairment of \$30,418,000 with respect to its investment in these shares.

In November 2008, the Company purchased a total of 3,714,900 Subsea 7 shares at approximately NOK42.83 per share.

The Company’s investment in Subsea 7 includes goodwill of approximately \$32,126,000 which is included in investments in associates. There has been no impairment of the goodwill.

Siem Offshore – The Company has held an ownership in Siem Offshore since its spin-off by Subsea 7 in August 2005.

In June 2007, Siem Offshore conducted a rights offering whereby its existing shareholders were issued one right for each owned share and the shareholders could purchase one new share of Siem Offshore for every 3 rights at a price of NOK13 per share or sell the rights in the market. The Company exercised its rights and purchased 21,376,135 shares of Siem Offshore to increase its ownership to 85,504,538 shares.

Siem Capital – The Company acquired a 50% voting interest and a 64% interest in share capital in Siem Capital in February 1998 for approximately SEK148,997,000, or \$18,425,000. The remaining 50% voting interest and 36% share capital interest is held by the other, non-related owner of Siem Capital. At the time of the acquisition, Siem Capital owned several land-based Swedish companies. In recent years, Siem Capital has liquidated much of its portfolio consisting of investments in companies. These companies had strengthened and appreciated in value significantly. Since 2005, the Company has received a total of SEK415,240,000 in distributions from Siem Capital.

Siem Capital’s remaining holdings consist of interests in Boule Diagnostics International AB, a developer of hematology diagnostic systems; and Essentys AB, a research biotech company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(6) VESSELS, PROPERTY AND EQUIPMENT

Summaries of the vessels and related shipping assets and property, equipment and other at 31 December are presented below:

(in thousands)	2008		2007	
	Vessels and Related Assets	Property, Equipment and Other	Vessels and Related Assets	Property, Equipment and Other
Cost:				
Balance, 1 January	\$ 510,014	\$ 8,393	\$ 450,327	\$ 7,242
Additions	21,506	1,774	59,687	102
Disposals	(35,368)	(528)	—	—
Translation adjustment	—	(1,578)	—	1,049
Cost, 31 December	496,152	8,061	510,014	8,393
Less: Accumulated depreciation:				
Balance, 1 January	\$ 88,349	\$ 809	\$ 68,898	\$ 537
Depreciation, see Note 13	20,503	339	19,451	272
Disposals	(8,344)	(528)	—	—
Accum. depreciation, 31 December	100,508	620	88,349	809
Net book value, 31 December	\$ 395,644	\$ 7,441	\$ 421,665	\$ 7,584
Property, equipment and other, net	7,441		7,584	
Deferred drydocking costs, see Note 7	14,776		12,312	
Vessels, property and equipment, net	\$ 417,861		\$ 441,561	

STAR – In November 2007, STAR purchased two vessels, which had previously been on time charters since their respective deliveries from the shipyard, for approximately \$60,000,000. The price was paid using cash and a \$50,000,000 secured term loan provided by the Company as discussed in Note 19.

In June 2008, STAR exercised its option to purchase two vessels that it has had on bareboat charters for several years. The purchase was completed in December 2008 for an aggregate price of \$13,900,000 which was paid in cash.

Siem Car Carriers – In November 2008, Car Carriers sold one of its three car carrier vessels to the company's minority shareholder for approximately \$46,000,000. The price was settled by payment in the form of \$33,400,000 cash and the delivery of the minority shareholder's 11.88% interest in Car Carriers. A gain of approximately \$18,300,000 was recorded on the sale.

(7) DEFERRED DRYDOCKING COSTS

A summary of the drydocking activity for the years ended 31 December is presented below:

(in thousands)	Year Ended 31 December	
	2008	2007
Deferred drydocking costs:		
Balance, 1 January	\$ 12,312	\$ 10,262
Additions	7,629	7,269
Disposals	(713)	—
Amortization	(4,452)	(5,219)
Deferred drydocking costs, 31 December	\$ 14,776	\$ 12,312

The amortization of deferred drydocking costs is recorded as an operating expense.

(8) LONG-TERM DEBT

A summary of long-term debt and notes payable, net of unamortized discounts and premiums, at 31 December is presented below:

<i>(in thousands)</i>	<i>Interest Rate</i>	2008	2007
\$50mm Revolver	LIBOR plus 1.125%	\$ —	\$ —
Fortis Bank Facility	LIBOR plus range of 1.375% to 1.625%	82,766	94,447
NOK36.5mm Loan	NIBOR plus 0.60%	3,534	4,719
\$75mm Syndicate	LIBOR plus range of 0.95% to 1.10%	31,500	38,000
Exchangeable Bonds	Zero coupon, 0.95% yield-to-maturity	154,754	186,774
		272,554	323,940
Unamortized financing fees		(2,405)	(3,756)
Long-term debt and notes payable		\$ 270,149	\$ 320,184
Long-term debt and notes payable:			
Current		\$ 26,487	\$ 11,827
Noncurrent		\$ 243,662	\$ 308,357

The scheduled maturities of the face values of the Company's debt and notes payable for each of the years ended 31 December are presented below:

<i>Years Ended 31 December</i>	<i>Maturities (in thousands)</i>
2009	\$ 26,487
2010	65,794
2011	19,921
2012	114
2013 and thereafter	157,833
Total	\$ 270,149

Revolving Credit Facilities – A \$50,000,000 revolving credit facility (the “\$50mm Revolver”) was made available to the Company by HSH Nordbank AG during the first quarter of 2005. Terms of the \$50mm Revolver provide for interest at a rate of LIBOR plus 1.125%, a commitment fee of 0.20% payable quarterly on any undrawn portion of the facility, term period of five years and security in the form of a pledge of listed equity securities. The Company received drawdowns of \$18,503,000 and repaid \$49,503,000 under this facility in 2007.

Exchangeable Bonds – In July 2007, the Company completed the private placement of \$275 million of secured limited recourse exchangeable bonds that are exchangeable into 9,759,664 ordinary shares of Subsea 7 (the “Exchangeable Bonds”) that reflects only a portion of the Company's investment in Subsea 7 shares. The Exchangeable Bonds were issued with a zero coupon and a yield-to-maturity of 0.95% and at a 35% premium. The Company has an option to call the Exchangeable Bonds after 5 years at their amortized principal amount. The bondholders have the right to require the Company to redeem the Bonds at their accreted principal amount at the end of years 3, 5 and 7. Security for the Exchangeable Bonds is comprised of \$137,500,000 invested in U.S. government securities and 18,100,000 Subsea 7 shares owned by the Company. The Exchangeable Bonds are listed on the Oslo Stock Exchange.

As a consequence of the exchange provision, a portion of the Exchangeable Bonds is treated as a financial derivatives liability (the “Financial Derivatives”). Accordingly, the Financial Derivatives were valued at the date of closing using the Black-Scholes Option Pricing Model with a share price of \$20.8720, an exercise price of \$28.1772, risk-free interest rate of 5% p.a., an expected option life of 5 years and a historical volatility calculation based on 12-months of market prices. The valuation was separated from the underlying debt liability and recorded as Financial Derivatives liability.

During October and November 2008, the Company repurchased an aggregate \$53,200,000 face value of Exchangeable Bonds in the market at an average price of 56.4% of face value. The repurchased Exchangeable

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Bonds remain outstanding but, for accounting purposes, are treated as eliminated. The Company recorded a gain of approximately \$4,532,000 as a result of the repurchase.

<i>(in thousands)</i>	
Exchangeable Bonds, face value at issue on 12 July 2007	\$ 275,000
Valuation of Financial Derivatives liability	(89,433)
Exchangeable Bonds – Long-term debt portion	185,567
Amortization – yield-to-maturity recorded as interest expense	1,207
Exchangeable Bonds, amortized debt portion at 31 December 2007	\$ 186,774
Amortization – yield-to-maturity recorded as interest expense	2,529
Buyback of Exchangeable Bonds	(34,550)
Exchangeable Bonds, amortized debt portion at 31 December 2008	\$ 154,754

The Financial Derivatives are re-valued at the end of each reporting period and the resulting increase or decrease is recorded as a loss or gain, respectively. The calculation is strongly influenced by the volatility of the market prices of Subsea 7 shares and the price at the end of the reporting period. As result, the Financial Derivatives liability is subject to large swings in valuation which may have a significant impact on the Company's net income as shown in the table below.

<i>(in thousands)</i>	<i>Value of Financial Derivatives</i>
Valuation of Financial Derivatives liability at closing on 12 July 2007	\$ 89,433
Loss (gain) on re-valuation of Financial Derivatives	(17,218)
Valuation of Financial Derivatives at 31 December 2007	72,215
Loss (gain) on re-valuation of Financial Derivatives	(56,964)
Valuation of Financial Derivatives at 31 December 2008	\$ 15,251

In mid-September 2008, the Company instructed Lehman Brothers International (Europe) (“Lehman”) to purchase \$5,000,000 face value of Exchangeable Bonds in the market at 92.3%. The Company delivered payment but the settlement of the transaction was disrupted when Lehman was placed in Administration. The Company filed a claim for the recovery of the settlement payment and recorded a full impairment of approximately \$4,613,000 as a result of the loss on the counterparty default by Lehman.

In connection with the issuance of the Exchangeable Bonds, the Company and Lehman were parties to stock lending agreements whereby the holders of the Exchangeable Bonds and the holders of the convertible bonds issued by Subsea 7 could request to borrow Subsea 7 shares owned by the Company that were held as security for the Exchangeable Bonds. The process provided that the bondholders would deliver requests to borrow Subsea 7 shares to Lehman and Lehman would, in turn, borrow the Subsea 7 shares from the Company's pledged accounts and deliver to the bondholders. When Lehman was placed in Administration, a total of 4,680,000 Subsea 7 shares were outstanding and on-lent to the bondholders. Since Lehman was an intermediate party to the transaction and failed to recover the 4,680,000 Subsea 7 shares that were on-lent to bondholders and to redeliver these shares to the Company, Lehman's obligation was reduced to a claim against the Lehman estate. The Company filed a claim for the recovery of the Subsea 7 shares and fully provided for the impairment of the 4,680,000 Subsea 7 shares. The stock lending agreements have been cancelled. The number of shares of Subsea 7 that are available as security for the Exchangeable Bonds has been reduced from 18,100,000 Subsea 7 shares to 13,420,000 Subsea 7 shares and a claim against Lehman.

STAR Credit Facilities – The Fortis Bank Facility is secured by mortgages in 25 vessels with a book value of approximately \$250,000,000 at the end of 2008, assignments of earnings and insurances, and pledges of the shares in the vessel-owning subsidiaries of STAR and related bank accounts.

In November 2007, the Company provided a \$50,000,000 secured term loan facility to STAR to help finance the \$60,000,000 purchase price for two vessels. Terms of the facility are discussed in detail in Note 19. This loan eliminates within the Company's consolidated financial statements.

STAR was in compliance with all covenants at the end of 2008.

The weighted average interest rates for the STAR credit facilities were 3.6% and 6.0% for 2008 and 2007, respectively. During 2008, STAR repaid approximately \$11,680,000 of bank loans and \$33,000,000 of the Company's loan. During 2007, STAR made total repayments of approximately \$45,460,000.

Car Carriers Agreement – Terms of the \$75,000,000 term facility provided to Car Carriers by Schiffshypothekenbank zu Lubeck AG and Deutsche Bank AG (the "\$75mm Syndicate") included interest rates of LIBOR plus a margin of 0.95% to 21 December 2006 and a margin of 0.80% thereafter, semiannual payments of principal and interest and a balloon payment at maturity in 2011. Security for the \$75mm Syndicate is in the form of first mortgages on the vessels and assignments of earnings and insurances. The underlying agreement contains restrictive covenants which limit the payment of dividends and capital expenditures and financial covenants on the market value of vessels, minimum liquidity and working capital. Car Carriers was in compliance with all covenants at the end 2008.

The weighted average interest rates for the Car Carriers' credit facilities were approximately 3.6% and 6.18% for 2008 and 2007, respectively. During 2008 and 2007, STAR repaid debt of approximately \$6,500,000 and \$11,000,000, respectively.

Other Term Loan Agreements – In April 2001, DSND Bygg DA, a Norwegian company established for the express purpose of constructing and owning an office building in Grimstad, Norway, entered into an agreement for a NOK36,500,000 term loan to finance the cost of the building (the "NOK36.5mm Loan"). The terms provide for a 20-year loan period and a fixed rate of interest of 7.45% p.a. for the first 5-years and, commencing in August 2006, a floating rate of interest at NIBOR plus 0.60% p.a. thereafter with interest and principal payable semiannually. Security for the loan is in the form of a first mortgage on the building and assignments of earnings and insurance. During 2008, the loan obligation was reduced by the principal repayments and by the significant decrease in the value of the NOK relative to the USD.

Taking into consideration the variable rate structure of the Company's long-term debt, the fair value of long-term debt approximates its carrying value.

(9) INCOME TAXES

The Company is incorporated in the Cayman Islands and, as such, is not subject to income taxes in that jurisdiction. Income taxes have been provided based upon the tax laws and rates in the countries in which operations are conducted and income is earned. There is no expected relationship between the provision for or benefit from income taxes and income or loss before income taxes because the countries have taxation regimes that vary not only with respect to nominal rate, but also in terms of the availability of deductions, credits and other benefits. Variations also arise because income earned and taxed in any particular country or countries may fluctuate from year to year.

<i>Income Tax Expense (Benefit), in thousands</i>	2008	2007
Current	\$ 456	\$ 506
Deferred	47	9
Income tax expense (benefit)	\$ 503	\$ 515

The Company records its share of the profits (losses) of associates net of the income tax expense incurred by the associate. In their respective income statements for 2008, Subsea7 recorded income before income taxes of \$394,503,000 and related income tax expense of \$130,506,000 and Siem Offshore recorded losses before income taxes of \$(23,816,000) and related income tax expense of \$1,950,000. In their respective income statements for 2007, Subsea7 recorded income before income taxes of \$314,780,000 and related income tax expense of \$100,659,000 and Siem Offshore recorded income before income taxes of \$98,972,000 and related income tax expense of \$12,617,000.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<i>(in thousands)</i>	2008	2007
Deferred tax liabilities (assets):		
Fixed assets	\$ 1,570	1,758
Deferred capital gains	61	99
Drydock and other assets	303	259
Provisions and accruals	443	878
Temporary differences	2,337	2,994
Net operating loss carryforwards	(22,930)	(29,900)
Net deferred tax liabilities (assets)	(20,553)	(26,906)
Valuation allowance	20,553	26,906
Net deferred tax liabilities (assets)	\$ —	\$ —

Deferred taxes are recorded to recognize temporary differences existing between the tax bases of assets or liabilities and their reported amounts in the financial statements using the applicable tax rates in effect at year-end. The tax effect of temporary differences are recorded as deferred tax assets or deferred tax liabilities. Deferred tax assets generally represent items that can be used as a tax deduction or credit in future years. Deferred tax liabilities generally represent items that have been taken as a tax deduction but have not yet been recorded in the statement of operations. Valuation allowances have been provided to offset deferred tax assets on net operating losses incurred during the year in certain jurisdictions where, in the opinion of management, it is more likely than not that the financial statement benefits will not be realized.

A significant portion of the income tax detail presented in the tables above are attributed to STAR. With respect to STAR, tax losses in Norway can be carried forward indefinitely.

The Company has received assurances from the Cayman Islands government that, in the event that any legislation is enacted in the Cayman Islands imposing taxes on profit or income, taxes on capital assets, either gain or appreciation, or any taxes in the nature of estate duties or inheritance taxes, such tax shall not be applicable to the Company or to any of its operations or to the shares or other obligations of the Company. Consequently, under present law, there will be no Cayman Islands tax consequences affecting distributions.

(10) OPERATING REVENUES AND EXPENSES

Operating revenues consist of freight revenues on a time charter basis from voyage charters, time and bareboat charters, pool arrangements, property rentals and other are presented below for the years ended 31 December:

<i>(in thousands)</i>	<i>Year Ended 31 December</i>	
	2008	2007
Operating revenues:		
Net time charter revenues	\$ 230,483	\$ 210,622
Other	3,550	2,878
Operating revenues	\$ 234,033	\$ 213,500

Ship operating expenses are a component of operating expenses and include crew payroll, spares parts, maintenance and repair, lube oil and consumables, and other related expenses. Operating expenses for the years ended 31 December are presented below:

<i>(in thousands)</i>	<i>Year Ended 31 December</i>	
	2008	2007
Operating expenses:		
Ship operating expenses	\$ 80,039	\$ 67,800
Time charter expenses	53,741	43,139
Bareboat charter expenses	3,833	4,609
Drydock amortization, see Note 7	4,452	5,219
Insurance	4,393	4,057
Other	2,767	274
Operating expenses	\$ 149,225	\$ 125,098

(11) OPERATING LEASES

Charter-hire payments to third parties for certain contracted-in vessels are accounted for as operating leases. The future minimum rental payments under the Company's non-cancelable operating leases are presented below:

<i>Years Ended 31 December</i>	<i>Minimum Lease Payments (in thousands)</i>
2009	\$ 60,378
2010	74,479
2011	70,280
2012	70,216
2013 and thereafter	391,224
Total	\$ 666,577

The net present value of the minimum lease payments is \$492,187,000 using a 6% discount rate.

(12) GAINS (LOSSES) FROM INVESTMENTS AND SALES OF PROPERTY AND EQUIPMENT

A summary of the net gains (losses) related to the Company's investments and the sales of property and equipment for the years ended 31 December is presented below:

<i>(in thousands)</i>	<i>Year Ended 31 December</i>	
	2008	2007
Gains (losses) on investments, net:		
Financial assets at fair value through profit or loss, see Note 4	\$ (4,040)	\$ 12,531
Available-for-Sale - equity securities, see Note 4	-	178,935
Available-for-Sale - Notes, loans and other receivables, see Note 4	189	-
Sale of vessel, see Note 6	18,306	-
Gains (losses) on distributions from associates	-	1,137
Other	150	-
Gains (losses) on investments, net	\$ 14,605	\$ 192,603

(13) DEPRECIATION AND AMORTIZATION

A summary of the depreciation and amortization for the years ended 31 December is presented below:

<i>(in thousands)</i>	<i>Year Ended 31 December</i>	
	2008	2007
Depreciation and amortization:		
Depreciation, see Note 6	\$ 20,842	\$ 19,723
Amortization, other	384	384
Depreciation and amortization	\$ 21,226	\$ 20,107

(14) PERFORMANCE UNIT PLAN AND STOCK OPTION PLANS

A summary of the performance unit awards which have been granted and are currently outstanding is presented below:

<i>Name</i>	<i>No. of Performance Units Awarded and Outstanding Granted June 2005 at \$48.21 per Unit</i>
Kristian Siem	115,000
M.D. Moross	7,000
Barry W. Ridings	7,000
Michael Delouche	10,000
Others	50,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Performance units have been awarded pursuant to provisions of the Company's 1987 Performance Unit Plan (the "1987 Plan") and 2005 Performance Unit Plan (the "2005 Plan"), as amended, by the Compensation Committee of the Board of Directors.

Following the 1987 Plan's expiration in 2007, the Company issued 502,485 new Common Shares and made a cash distribution in exchange for outstanding liabilities due to participants of the 1987 Plan. The issuance of new Common Shares decreased performance unit liability and increased shareholders' equity by approximately \$44,000,000.

The 2005 Plan provides that performance units shall be granted at a value no less than 110% of the net asset value per Common Share based on the balance sheets prepared by the Company on a quarterly basis in accordance with applicable law and prevailing generally accepted accounting principles. Net asset value for purposes of the 2005 Plan means the amount that is determined after adjustments have been made to the balance sheet to reflect the market values for the Company's investments in securities issued by publicly-traded companies for which market prices are readily available. This approach was used because it corresponds to methods used in similar situations where low liquidity or illiquid shares exist. The performance unit value of the grant, which is determined by multiplying the number of performance units by the value per performance unit, is credited to the individual's performance unit account on the date of the award. Grants of awards vest over a five-year award periods at 20% per year; however, all rights to the performance unit account are forfeited if the individual's employment ceases before the end of the award period with certain reasonable exceptions including the death, total disability or retirement after age 60 of the individual. The Company may elect to make payments in either cash or Common Shares. If the Company makes payment in Common Shares and there is no liquid market for such shares, then the Company is obligated either to provide a market for the Common Shares within 9 months of the new share issue or to redeem or purchase the Common Shares for the cash amount that would have been paid had the original payment been made in cash.

The 2005 Plan expires on the earlier of the vesting of an aggregate 1,000,000 performance units by the participants or 31 December 2014, which is the end of a 10-year period from the effective date of agreement.

The Company records compensation expense with respect to the Plan. This expense is determined using the number of units which have vested and the higher of the market value of Common Shares as traded on a regulated exchange or 80% of the adjusted net asset value per Common Share at the end of the reporting period. The Company recorded a reversal of previously-recorded compensation expense, a component of general and administrative expenses, in the amount of \$(6,653,000) for fiscal year 2008 and compensation expense in the amount of \$5,508,000 for fiscal year 2007. The obligation is recorded in other liabilities and deferred credits.

An aggregate 7,000 units granted under the 2005 Plan have been forfeited.

(15) PENSION PLANS

STAR maintains a defined benefit pension plan that covered 4 active and 7 retired employees in Norway for 2008 and 2007. Benefits under the defined benefit pension plan are based primarily upon the participant's years of service and compensation at time of retirement (in thousands):

<i>Weighted Average Assumptions</i>	2008	2007
Discount rate	3.80%	4.70%
Expected return on funds	5.80%	5.80%
Expected increase in salaries	4.00%	4.50%
Expected pension regulation	1.50%	2.00%
Expected G-regulation/inflation	3.80%	4.30%
Social security tax	14.10%	14.10%
<i>Components of Pension Cost</i>		
	2008	2007
Service cost	\$ 43	\$ 53
Interest cost	39	40
Return on plan assets	(74)	(83)
Effect of changes in estimates	(5)	(12)
Net pension cost (benefit)	\$ (3)	\$ (2)
<i>Status of Plan Funding</i>		
	2008	2007
Expected value of pension funds	\$ 1,233	\$ 1,675
Estimated pension benefit obligation	(1,020)	(1,218)
Pension funds (obligations)	\$ 213	\$ 457
Unrecognized actuarial gains (losses)	(39)	(230)
Net pension funds (obligations)	\$ 174	\$ 227

In prior years, STAR prepaid pension premiums for tax purposes. The overfunding is recorded in other assets because the excess amounts can be released to cover future premiums.

STAR Reefers UK maintains defined contribution pension plans for its employees. Under these plans, STAR Reefers UK contributes a fixed percentage of the employee's base salary. The percentage is dependent on the number of years employed and the employee's position within the company. Contributions are recorded as general and administrative expenses when incurred and were approximately \$272,000 and \$288,000 for 2008 and 2007, respectively.

Certain information concerning pension assets and benefit obligations related to foreign subsidiaries has not been presented since the information is not readily available and is immaterial.

(16) COMMITMENTS AND CONTINGENCIES

The Company or any of its subsidiaries or associates may become involved in various legal proceedings during the ordinary course of business. It is the Company's policy to accrue for amounts related to these legal matters if it is probable that a liability has been incurred and an amount can be reasonably estimated. The Company is not aware of any litigation which, in the opinion of management, is likely to have a material adverse effect on the Company's financial position, results of operations or cashflows other than as discussed.

Deusa – During 2005, Deusa entered into contracts for the construction of a thermolysis plant which is now expected to become operational during 2009. The thermolysis plant will receive municipal wastes of a specified content and grade and incinerate these wastes at very high temperatures. The thermolysis process will release gases which can be used in the potash mining operations and in a power plant for the generation of electricity. The thermolysis plant will provide power, a major cost component in the potash mining operations, to Deusa at a consistent level and determinable price, thus reducing Deusa's exposure to volatile energy prices. Furthermore, the suppliers of the municipal waste streams pay Deusa for the disposal of wastes.

The estimated cost of the thermolysis plant has increased to approximately EUR25,000,000. The Company's subsidiary, Siem Investments, offered to provide project-financing to Deusa until the operational

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

risks associated with this plant have been reduced and improved terms for a bank financing can be obtained. The loans to Deusa are recorded as held-to-maturity securities in notes, loans and other receivables.

STAR – In 2006, the Company agreed to provide guarantees of STAR’s charter payments to the owner of the four vessels in the first series of newbuild reefer vessels delivered to STAR under 10-year time charters. The maximum amount of each guarantee is \$5,250,000 with no reduction in the first year following delivery of the vessel to STAR, reductions of the guarantee in the amount of \$750,000 for each of years 2 through 6 and termination thereafter. In connection with these agreements, the owner cancelled the guarantee liabilities for charter payments that the Company had assumed in 2002 with respect to two other vessels. As a result of the cancellation, the Company recognized other income of \$1,925,000 in 2007 that represented the cash payment that had been received at the time of assumption of the guarantee liability and recorded as a deferred credit.

In 2007, the Company agreed to provide a guarantee of STAR’s charter payments for each of the four additional vessels that are included in the second series of newbuild reefer vessels. The maximum amount of each guarantee is \$10,000,000 following delivery of the vessel to STAR and reduces by \$1,000,000 at the end of each year for the ten-year guarantee period. STAR has agreed to pay the Company a fee at the rate of 1% p.a. on the outstanding balance of the guarantee. The fee is payable quarterly in advance commencing on the delivery of the vessel to STAR.

(17) CURRENCY EXCHANGE GAINS (LOSSES)

A summary of the components of currency exchange gains (losses) for the years ended 31 December is presented below:

<i>(in thousands)</i>	<i>Year Ended 31 December</i>	
	<i>2008</i>	<i>2007</i>
Currency exchange gains (losses):		
Financial assets at fair value through profit and loss, see Note 4	\$ (1,803)	\$ 41
Notes, loans and other receivables, see Note 4	(2,171)	4,326
Cash and cash equivalents, adjusted using period-ending exchange rates	(34,048)	1,452
Intercompany notes and other receivables	(284)	2,034
EUR5mm Loan	–	(113)
STAR, breakdown not provided	71	388
Other	(642)	241
Currency exchange gains (losses)	\$ (38,877)	\$ 8,369

(18) DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Foreign Exchange Risk – The nature of the operations conducted by the Company exposes the Company to foreign exchange risk. This risk is primarily associated with compensation costs and purchases from suppliers that are denominated in currencies other than the USD. Gains and losses on foreign exchange derivative instruments which qualify as hedges for accounting purposes are deferred and recorded as other reserves and recognized when the underlying foreign exchange exposure is realized. Gains and losses on foreign exchange derivative instruments which do not qualify as hedges for accounting purposes are recognized based on the change in the market value of the derivative instruments.

The Company has on occasion purchased foreign exchange contracts with contracts terms less than six months to protect against the adverse effects of exchange rate fluctuations. These derivatives did not meet the strict guidelines to qualify for hedge accounting and the gains and losses on both the derivatives and the existing foreign currency-denominated assets and liabilities were recorded as currency gains or losses in the statements of operations.

STAR operates in an industry in which a majority of its transactions are denominated in USD, whether such activity involves revenues or operating expenses or assets or liabilities. STAR’s overhead expenses, however, are denominated in NOK, GBP or PLN (Polish zloty). During 2008 and 2007, STAR hedged its exchange rate exposure to fluctuations in NOK/USD by entering into forward contracts.

STAR holds options to purchase vessels that are currently on time charter with the purchase option price subject to adjustment according to the Japanese yen/USD rate of exchange. Management monitors these risks and enters into hedge contracts from time to time to manage the exposure. STAR has entered into forward contracts to hedge currency fluctuation exposures. There were no contracts open during 2008 and 2007.

Interest Rate Risk – The Company's use of debt exposes the Company to interest rate risk. Floating rate debt, in which the interest rate can change from one interest period to the next in periods as short as one month, exposes the Company to short-term changes in market interest rates. Fixed rate debt, in which the interest rate is fixed over the life of the facility, exposes the Company to changes in market interest rates if the Company should decide to refinance maturing debt with new debt.

The Company may, from time to time, use interest rate swap agreements to manage the effect of interest rate changes on future income. These derivatives are used as a hedge of underlying future interest payments and are not used for speculative or trading purposes. The agreements involve the exchange of amounts based on variable interest rates and amounts based on a fixed interest rate over the life of the agreement without an exchange of the notional amount upon which the payments are based. The interest rate differential to be paid or to be received on the swaps is recognized over the lives of the swaps as an adjustment to interest expense.

The major risks in using interest rate derivatives include changes in interest rates that affect the value of such instruments, potential increases in the interest expense of the Company due to market increases in floating interest rates in the case of derivatives which exchange fixed interest rates for floating interest rates and the creditworthiness of the counterparties in such transactions.

There were no outstanding interest rate derivatives at 31 December 2008 or 2007.

Bunker Hedging – STAR may at times be exposed to price fluctuations in the purchase of bunker fuel for vessels. Approximately 80% of STAR's fixed business includes a bunkers adjustment factor clause in contracts or is under time charter where there is no bunkering expense exposure. Therefore, the exposure to price fluctuation is limited to the voyage charters where the bunker expenses are for the account of STAR. STAR's management has been authorized by its board of directors to enter into bunker hedge contracts if considered necessary. There were no such contracts outstanding at the end of 2008 or 2007.

(19) RELATED PARTY TRANSACTIONS

Subsea 7 – Subsea 7 makes payments to the Company in relation to chairman and director fees for the services provided by Messrs. Siem and Delouche and for consultation on financings and corporate development and reimbursements of expenses for office, travel and communication.

As discussed in Note 4, the Company agreed to provide a \$100,000,000 revolving credit facility to Subsea 7 commencing in September 2008. The interest rate is LIBOR plus 1.40% p.a. with a fixed term of six months and two options to extend the facility by nine months each. The outstanding balance at the end of December 2008 was \$50,000,000.

Siem Offshore – Siem Offshore makes payments to the Company in relation to chairman and director fees for the services provided by Messrs. Siem and Delouche and for consultation on financings and corporate development and reimbursements of expenses for office, travel and communication.

In June 2007, the Company provided an unsecured \$11,300,000 loan to Siem Offshore with the proceeds to be used to finance a vessel acquisition. Terms of the loan included an interest rate based on 1-month LIBOR plus a 1.625% margin and a 0.15% arrangement fee. The loan was repaid in July 2007.

STAR – STAR makes payments to the Company in relation to chairman and director fees for the services provided by Messrs. Siem and Delouche and for consultation on financings and corporate development and reimbursements of expenses for office, travel and communication.

In November 2007, the Company provided a \$50,000,000 secured term loan facility to STAR to help finance the \$60,000,000 purchase price for two vessels. Terms of the facility included an interest rate based on 1, 3 or 6 month LIBOR plus a margin defined by a grid based on the level of leverage used by STAR. Prepayment terms are flexible with a minimum \$10,000,000- annual principal payment and maturity in June 2010.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Compensation of Directors and Officers – The Company recorded aggregate fees for the services of its directors and officers for fiscal years 2008 and 2007 were approximately \$8,659,000 and \$19,118,000, respectively. Directors are entitled to a director’s fee of \$18,000 per annum and reimbursements of expenses incurred on behalf of the Company. Specific agreements for the services of certain other directors and officers are as follows:

Management Services Agreement, Years 2005-2009 – Following the expiration of the former MSA at the end of 2004, a new 5-year MSA was agreed between the Company and its Chairman effective January 1, 2005. Many of the terms are similar to the former MSA. The Chairman must devote a minimum 50% of his professional time, skill and labor to perform his duties for and promote the interests of the Company. The annual compensation consists of a base compensation in the amount of \$700,000 plus additional compensation equal to 5% of the audited net income in excess of \$4,000,000. The fees payable under this MSA for fiscal years 2008 and 2007 were \$8,439,000 and \$18,898,000, respectively.

Management Services Agreement – Mr. Delouche is seconded to the Company under a separate management services agreement which provides for reimbursement for certain compensation and office expenses incurred by him. The compensation reimbursements for fiscal years 2008 and 2007 were approximately \$220,000 and \$220,000, respectively.

The Company’s Chairman holds an option to purchase the property which houses the offices of Siem Kapital AS, a wholly-owned subsidiary, located in Oslo, Norway. The option provides for a one-year option period, which commences on the date that he is no longer an officer or director with the Company or any of its subsidiaries, during which time he can purchase the property at the price paid by Siem Kapital. This option is subject to review by the Compensation Committee.

A summary of receivables and payables with associates and other related parties at 31 December is presented below:

<i>(in thousands)</i>	2008	2007
Due from associates and other related parties:		
Subsea 7	\$ 800	\$ 800
Siem Offshore	300	100
Other	31	31
Total due from associates and other related parties	\$ 1,131	\$ 931
Due to associates and other related parties:		
Chairman	\$ 8,259	\$ 18,197
Total due to associates and other related parties	\$ 8,259	\$ 18,197

(20) CAPITALIZATION AND CAPITAL ACCOUNTS

The Company purchases Common Shares from time to time from its shareholders who have offered to sell such shares to the Company.

In November and December 2008, the Company purchased and retired a total of 170,000 Common Shares that had been tendered at an average price of \$37.65 per share. In March 2007, the Company purchased and retired 25,050 Common Shares at an average price of \$52 per Common Share.

As previously discussed, following expiration of the 1987 Plan in early-2007, the Company issued 502,485 new Common Shares and made a cash distribution in exchange for outstanding liabilities due to participants of the 1987 Plan. The issuance of new Common Shares decreased performance unit liability and increased shareholders’ equity by approximately \$44,000,000.

The Board of Directors declared an extraordinary dividend of \$0.10 per Common Share payable on 25 March 2008 to shareholders of record as of 11 March 2008.

(21) OTHER RESERVES

The composition of other reserves is provided below:

<i>(in thousands)</i>	<i>Available-for-Sale Securities</i>	<i>Other Reserves Currency Translation Adjustment</i>	<i>Total</i>
Balances, 31 December 2006	\$ 105,918	\$ 1,805	\$ 107,723
Unrealized appreciation on available-for-sale securities	(105,918)	—	(105,918)
Currency translation differences	—	284	284
Balances, 31 December 2007	\$ —	\$ 2,089	\$ 2,089
Currency translation differences	—	687	687
Balances, 31 December 2008	\$ —	\$ 2,776	\$ 2,776

(22) SUBSEQUENT EVENTS

The Company repurchased \$5,000,000 face value of Exchangeable Bonds in the market at 74.5% of face value at the end of February 2009. Following this settlement, the Company has repurchased an aggregate amount of \$58,200,000 Exchangeable Bonds.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(23) SEGMENT INFORMATION

Primary Reporting Format – Business Segments. For purposes of business segment reporting, the Company has segregated its operations into refrigerated ocean transportation of perishable products, car carrier ocean transportation, other which includes investments in associates and unallocated.

(in thousands)	Refrigerated		Other	Unallocated	Total
	Ocean Transportation of Perishables	Car Carrier Ocean Transportation			
<i>Fiscal Year 2008</i>					
Operating revenues	\$ 212,667	\$ 17,816	\$ 3,550	\$ –	\$ 234,033
Share of profits of associates	–	–	105,952	–	105,952
Gains (losses) on investments, net	–	18,306	–	(3,701)	14,605
Gains (losses) on embedded option	–	–	–	56,964	56,964
Gains (losses) on bond repurchases	–	–	–	4,532	4,532
Other	–	–	–	22,317	22,317
Total revenues					438,403
Operating expenses	(140,279)	(6,179)	(2,767)	–	(149,225)
Depreciation and amortization	(16,403)	(3,421)	–	(1,402)	(21,226)
Interest expense	–	–	–	(8,799)	(8,799)
Losses related to Lehman defaults	–	–	–	(35,031)	(35,031)
Other, including minority interest	–	–	–	(64,841)	(64,841)
Income before income tax					159,281
Income tax (expense) benefit					(503)
Net income to Common Shares					\$ 158,778
<i>Fiscal Year 2007</i>					
Operating revenues	\$ 190,724	\$ 19,898	\$ 2,878	\$ –	\$ 213,500
Share of profits of associates	–	–	147,774	–	147,774
Gains (losses) on investments, net	–	–	–	192,603	192,603
Gains (losses) on embedded option	–	–	–	17,218	17,218
Other	–	–	–	19,505	19,505
Total revenues					590,600
Operating expenses	(118,470)	(6,354)	(274)	–	(125,098)
Depreciation and amortization	(14,910)	(4,024)	–	(1,173)	(20,107)
Interest expense	–	–	–	(12,946)	(12,946)
Impairment of notes, loans	–	–	–	(20,595)	(20,595)
Other, including minority interest	–	–	–	(43,373)	(43,373)
Income before income tax					368,481
Income tax (expense) benefit					(515)
Net income to Common Shares					\$ 367,966
<i>Fiscal Year 2008</i>					
Assets	\$ 372,237	\$ 58,098	\$ 265,182	\$ 773,102	\$1,468,619
Liabilities	\$ 124,635	\$ 32,896	\$ 10,289	\$ 198,061	365,881
Capital expenditure	\$ 18,980	\$ –	\$ –	\$ –	\$ 18,980
<i>Fiscal Year 2007</i>					
Assets	\$ 338,637	\$ 85,525	\$ 223,986	\$ 770,021	\$1,418,169
Liabilities	\$ 133,450	\$ 39,279	\$ 5,759	\$ 288,313	466,801
Capital expenditure	\$ 59,787	\$ –	\$ –	\$ –	\$ 59,787

Secondary Reporting Format – Geographical Segments. The Company business operations are worldwide with constantly changing geographical markets. Therefore, a presentation is not included.



SIEM INDUSTRIES

SUBSIDIARIES AND ASSOCIATES

Subsea 7 Inc.
Subsea 7 Holding Inc.
Siem Offshore Inc.
Siem Consub S.A.
STAR Reefers Inc.
STAR Reefers Pool Inc.
Siem Car Carriers Inc.
Siem Investments Inc.
Deusa International GmbH
Siem Capital AB
Siem Kapital AS
Siem Capital UK Ltd.
DSND Bygg DA
Deep Seas Insurance Limited

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Kristian Siem, Chairman
M.D. Moross
Barry W. Ridings
Ivar Siem

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Annual Report: Shareholders may obtain additional copies without charge. Please refer to the Company's Home Page for contact information.