TRANSOCEAN HOLDINGS BHD

(Company No.: 36747-U)
(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL REPORT FOR PERIOD ENDED MAY 31, 2008

Dated July 21, 2008

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TRANSOCEAN HOLDINGS BHD (36747-U)

INTERIM FINANCIAL REPORT
FINANCIAL YEAR 2008
Fourth Quarter ended May 31, 2008

The Board of Directors is pleased to announce the Interim Financial Report on consolidated results of the Group for the Financial Year 2008, 4th Quarter ended May 31, 2008.

The figures have not been audited.

CONDENSED CONSOLIDATED INCOME STATEMENT

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Year Quarter Ended 31/05/08 RM'000	Preceding Year Quarter Ended 31/05/07 RM'000	Current Year-To-Date Ended 31/05/08 RM'000	Preceding Year-To-Date Ended 31/05/07 RM'000
Revenue	**11,629**	**8,939**	**40,133**	**41,312**
Other operating income	29	0	176	116
Operating profit before depreciation and finance cost	1,208	752	3,790	3,334
Impairment loss	0	(1,135)	0	(1,135)
Depreciation & amortization	(605)	(884)	(2,414)	(3,175)
Profit/(Loss) from operations	**603**	**(1,227)**	**1,376**	**(974)**
Finance cost	(341)	(309)	(1,359)	(1,459)
	262	(1.536)	17	(2,433)
Share of profit of associate	12	26	84	101
Profit/(Loss) before taxation	**274**	**(1,510)**	**101**	**(2,332)**
Income tax expense	(87)	(100)	(316)	(110)
Profit/(Loss) for the period	**187**	**(1,610)**	**(215)**	**(2,442)**
Attributable to :				
Equity holders of the parent	140	(1,613)	(492)	(2,643)
Minority interest	47	3	277	201
	187	(1,610)	(215)	(2,442)
Profit/(Loss) per share attributable to equity holders of the parent :				
- Basic (sen)	0.41	(5.56)	(1.45)	(9.11)
- Diluted (sen)	--------------------	Not applicable	---------------------	

(The Condensed Consolidated Income Statements should be read in conjunction with the audited financial statements for the year ended May 31, 2007 and the accompanying explanatory notes attached to the Interim Financial Report)

TRANSOCEAN HOLDINGS BHD (36747-U)

INTERIM FINANCIAL REPORT
FINANCIAL YEAR 2008
Fourth Quarter ended May 31, 2008

CONDENSED CONSOLIDATED BALANCE SHEET

	Unaudited As At 31/05/08 RM'000	Audited As At 31/05/07 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	34,406	36,705
Investment property	700	700
Investment in associates	360	278
Other investments	3	3
Goodwill on consolidation	3,563	-
	39,032	37,686
Current Assets		
Inventory	545	-
Trade Receivables	14,460	5,689
Other receivables	1,424	919
Tax recoverable	-	-
Cash and bank balances	1,071	128
	17,500	6,736
TOTAL ASSETS	**56,532**	**44,422**
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	40,999	28,999
Other reserve	5,641	5,586
Accumulated losses	(16,890)	(16,398)
	29,750	**18,187**
Minority interest	872	595
Total equity	**30,622**	**18,782**
Liabilities		
Non-current liabilities		
Borrowings	3,775	4,105
Deferred tax liabilities	1,089	1,251
	4,864	5,356

Current liabilities		
Borrowings	11,656	13,065
Trade payables	6,317	4,767
Other payables	2,602	2,290
Taxation	471	0
	21,046	20,284
Total liabilities	**25,910**	**25,640**
TOTAL EQUITY AND LIABILITIES	**56,532**	**44,422**
Net assets per share attributable to ordinary equity holders of the parent (RM)	**0.73**	**0.63**

(The Condensed Consolidated Balance Sheets should be read in conjunction with the audited financial statements for the year ended May 31, 2007 and the accompanying explanatory notes attached to the Interim Financial Report)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to Equity Holders of the Parent					
	Share Capital RM'000	Non-distributable Other Reserve RM'000	Accumulated Loss RM'000	Shareholders' Equity RM'000	Minority Interest RM'000	Total Equity RM'000
As at June 1, 2007	28,999	5,586	(16,398)	18,187	595	18,782
Allotment of shares	12,000	0	0	12,000	0	12,000
Reversal on deferred tax on revaluation surplus not recognized in Income Statement	0	55	0	55	0	55
Net loss for the year	0	0	(492)	(492)	277	(215)
Balance as at May 31, 2008	40,999	5,641	(16,890)	29,750	872	30,622
As at June 1, 2006	28,999	5,396	(14,033)	20,362	393	20,755
Effects on adopting FRS 140	0	(7)	7	0	0	0
Effects on adopting FRS 3	0	0	270	270	0	270
Reversal on deferred tax on revaluation surplus not recognized in Income Statement	0	198	0	198	0	198
Net loss for the year	0	0	(2,643)	(2,643)	201	(2,442)
Balance as at May 31, 2007	28,999	5,586	(16,398)	18,187	595	18,782

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended May 31, 2007 and the accompanying explanatory notes attached to the Interim Financial Report)

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	Current Year-To-Date Ended 31/05/08 RM'000	Preceding Year-To-Date Ended 31/05/07 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/(Loss) before taxation	101	(2,332)
Adjustments for :-		
Non-cash items	2,489	4,405
Non-operating items	1,272	1,152
Operating profit before working capital changes	3,862	3,225
Changes in working capital :-		
Net change in current assets	(8,718)	1,663
Net change in current liabilities	1,862	(1,560)
Cash (used in)/generated from operations	(2,994)	3,328
Interest paid	(1,359)	(1,459)
Taxation (paid)/refunded	(325)	266
Net cash (used in)/generated from operating activities	**(4,678)**	**2,135**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	(193)	(570)
Purchase of subsidiary	(4,517)	0
Net dividend received	10	10
Proceeds from disposal of property, plant and equipment	60	81
Net cash used in investing activities	**(4,640)**	**(479)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of shares	12,000	0
Drawdown of term loan	65	500
Repayment of loans, hire-purchase and lease payables	(1,820)	(1,541)
Net cash generated from/(used in) financing activities	**10,245**	**(1,041)**
NET INCREASE IN CASH AND CASH EQUIVALENTS	**927**	**615**
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	(7,118)	(7,733)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	**(6,191)**	**(7,118)**
Cash and cash equivalents comprise :-		
Cash and bank balances	1,071	128
Bank overdrafts (included within short term borrowings in Note 24)	(7,262)	(7,246)
	(6,191)	**(7,118)**

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the year ended May 31, 2007 and the accompanying explanatory notes attached to the Interim Financial Report)

NOTES TO THE INTERIM FINANCIAL REPORT

SECTION A
DISCLOSURE NOTES AS REQUIRED UNDER FRS 134

1 Basis of preparation

The Interim Financial Report has been prepared under the historical cost convention except for the revaluation of freehold land included within property, plant and equipment. Investment property is stated at fair value.

The Interim Financial Report is Unaudited and has been prepared in accordance with the requirement of FRS 134 : Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (ñBursa Securitiesò).

The Interim Financial Report should be read in conjunction with the audited financial statements of the Group for the year ended May 31, 2007 The explanatory notes attached to the Interim Financial Report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended May 31, 2007.

2 (a) Changes in accounting policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended May 31, 2007 except for the adoption of the following new/revised Financial Reporting Standards (ñFRSò) effective for financial period beginning June 1, 2007 :-

FRS, Amendments to FRS and Interpretations	**Effective for financial periods beginning on or after**
FRS 117 : Leases	1 October 2006
FRS 124 : Related Party Disclosure	1 October 2006
FRS 6 : Exploration for and Evaluation of Mineral Resources	1 January 2007
Amendments to FRS119 : Employee Benefits ï Actuarial Gains and Losses, Group Plans and Disclosures	1 January 2007

The adoption of FRS 117, FRS 124 and amendment to FRS 119 does not result in significant changes to the Groupôs accounting policies and does not have a significant impact on the financial statements of the Group. FRS 6 is not relevant to the Groupôs operations.

(b) Standards And Interpretations Issued But Not Yet Adopted

The Group has not taken the option of early adoption of the following FRSs, amendment to FRS and Interpretations which were issued and effective as at the date of authorization of the interim financial report.

FRSs, Amendment to FRS and Interpretations	**Effective for financial periods beginning on or after**
FRS 139 : Financial Instruments : Recognition and Measurement	Deferred
Amendment to FRS121 : The effects of Changes in Foreign Exchange Rates ï Net investment in a Foreign Operation	1 July 2007
IC Interpretation 1 : Changes in Existing Decommissioning, Restoration and Similar Liabilities	1 July 2007
IC Interpretation 2: Membersô Shares in Co-operative Entities and Similar Instruments	1 July 2007
IC Interpretation 5: Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	1 July 2007
IC Interpretation 6 : Liabilities arising from Participating in a Specific Market ï Waste Electrical and Electronic Equipment	1 July 2007
IC Interpretation 7 : Applying the Restatement Approach under FRS129 ï Financial Reporting in Hyperinflationary Economies	1 July 2007
IC Interpretation 8 : Scope of FRS 2	1 July 2007
FRS 107 : Cash Flow Statements	1 July 2007
FRS 111 : Construction Contracts	1 July 2007
FRS 112 : Income Taxes	1 July 2007
FRS 118 : Revenue	1 July 2007
FRS 119 : Employee Benefits	1 July 2007
FRS 120 : Accounting for Government Grants and Disclosure of Government Assistance	1 July 2007
FRS 134 : Interim Financial Reporting	1 July 2007
FRS 137 : Provision, Contingent Liabilities and Contingent Assets	1 July 2007

The Group is exempted from disclosing the possible impact, if any, to the financial statements upon initial application of FRS 139.

FRS 112 Income Taxes

The Group does not recognize deferred tax assets on unused reinvestment allowances as required by paragraph 36 of FRS112 Income Taxes. Under the revised FRS112 Income Taxes, the Group will have to recognize deferred tax asset on such unused reinvestment allowances to the extent that it is probable that future taxable profit will be available against which the unused reinvestment allowances can be utilized. The directors are unable to determine if the initial adoption of this revised FRS will have a material impact on the financial statements of the Group for the year ending May 31, 2008.

The other FRSs, amendments to FRS and Interpretations are expected to have no significant impact on the financial statements of the Group upon their initial application.

(c) Significant Accounting Estimates and Judgements

(1) Critical Judgements Made in Applying Accounting Policies

There are no critical judgements made by management in the process of applying the Group's accounting policies that have significant effect on the amounts recognized in the financial statements.

(2) Key Sources of Estimation Uncertainty

There are no key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on FRS 140 in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that the property does not qualify as investment property.

(ii) Operating lease commitments – the Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

(iii) Depreciation of motor vehicles

The cost of motor vehicles for operation and administrative purposes is depreciated on a straight-line basis over the assetôs useful lives. Management estimates that the useful lives of these motor vehicles range from 5 to 10 years. These are common life expectancies applied in the industry. Changes in the expected level of usage could impact the economic useful lives and the residual value of these assets, therefore depreciation charges could be revised.

(iv) Deferred Tax Assets

Deferred tax assets are recognised for unutilised tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses, capital allowances and other deductible temporary differences can be utilised. Significant management decision is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with tax planning strategies.

3 Auditors' Report on preceding annual financial statements

The auditorsô report on the financial statements for the year ended May 31, 2007 was not subject to any qualification.

4 Segmental information

	Tyre RM'000	Logistics RM'000	Total RM'000
Segment :			
Revenue	5,721	34,411	40,133
Profit before taxation	774	(673)	101
Assets	10,132	46,400	56,532
Liabilities	4,751	21,159	25,910

No geographical segmental reporting is presented as the Group operates within one geographical area, wholly in Malaysia. The other segments are not significant to be disclosed.

5 Unusual items due to their nature, size and incidence

There were no unusual items affecting the Group's assets, liabilities, equity, net income or cash flows during the financial year ended May 31, 2008.

6 Changes in estimates

There were no changes in estimates that have had a material effect on the current financial period's result.

7 Comments about seasonal or cyclical factors

The business operations of the Group are not materially affected by any seasonal or cyclical factors.

8 Dividends paid

No dividend has been paid or declared by the Company since the end of the previous financial year.

9 Carrying amount of revalued assets

The valuations of property, plant and equipment have been brought forward without amendment from the audited financial statements for the year ended May 31, 2007.

10 Debt and equity securities

The Company has not issued nor repaid any debt and equity securities for the financial year to date other than the issuance of 12,000,000 ordinary shares of RM1.00 each in connection with the corporate proposals as mentioned in Note 22.

11 Changes in the composition of the Group

There were no changes in the composition of the Group during the current quarter under review other than the acquisition of Usmeta Manufacturing Sdn Bhd as mentioned in Note 22.

12 Capital commitments

The amount of commitments for the purchase of property, plant and equipment not provided for in the quarter under review is as follows :-

Approved and contracted for	RM4,700,000

13 Changes in contingent liabilities and contingent assets

Contingent liabilities of the Company as at July 21, 2008 since the last annual balance sheet date comprise:-

	As at 21/07/08 RM'000	As at 31/05/07 RM'000
Guarantees in favour of financial institutions for securing borrowings granted to subsidiaries		
- secured	5,375	5,904
- unsecured	3,153	5,166
	8,528	11,070

14 Subsequent events

There were no event of a material nature which has arisen that have not been reflected in the financial statements in the interval between the end of the current quarter and the date of this report.

NOTES TO THE INTERIM FINANCIAL REPORT

SECTION B
DISCLOSURE NOTES AS REQUIRED UNDER BURSA SECURITIES LISTING REQUIREMENTS

15 Performance review

During the fourth quarter for financial year 2008, the Group recorded an operating profit before depreciation and finance cost of RM1.21 million (FY2007, RM0.75 million) on the back of a total revenue of RM11.63 million (FY2007, RM8.94 million). The Group's revenue increased by 30.1% for the quarter under review as compared to the preceding year corresponding quarter due to the results of the newly acquired subsidiary. The operating profit margin increased from 10.8% to 11.6% mainly due to the higher contribution from the recently acquired subsidiary.

Depreciation decreased by 31.8% from RM0.88 million to RM0.60 million. The Group's total borrowings declined from RM17.17 million in the preceding year corresponding quarter to RM15.43 million. However, finance costs increased by 10.4% from RM0.31 million to RM0.34 million due to interest costs of the recently acquired subsidiary.

The Group recorded profit before taxation amounting to RM0.27 million (FY2007, a loss of RM1.51 million). It managed to record an overall net profit attributable to the equity holders of the parent amounting to RM0.14 million as compared to a net loss of RM1.61 million recorded in the preceding year corresponding quarter.

16 Comment on material change in profit before taxation

	Current Quarter 31/05/08 RM'000	Immediate Preceding Quarter 29/02/08 RM'000	Variation %
Revenue	11,629	10,239	13.6%
Operating profit before depreciation and finance cost	1,208	714	69.1%
Profit/(Loss) before taxation and results from associated company	274	(229)	217.5%
Net profit/(loss) attributable to equity holders of the parent	140	(326)	142.9%

The Groupҫs gross revenue increased by 13.6% from RM10.24 million to RM11.63 million due to the strong results of the recently acquired subsidiary.

Operating profit margin increased by 69.1% from 8.0% to 11.6%. The substantial increase was due primarily to the higher operating margin contributed by the recently acquired subsidiary. This increase in the operating profit margin has also led to higher net profit attributable to the equity holders of the parent, increasing by 142.9% from a loss of RM0.33 million to a profit of RM0.14 million.

17 Commentary on prospects

The Group believes that it is facing a tougher year ahead with the increasing oil prices. It anticipates an increase in the operating costs leading to lower margins.

18 Profit forecast or profit guarantee

The Group is not involved in any profit guarantee arrangement or providing any forecast profit.

19 Income tax expense

	Current Year Quarter 29/02/08 RM'000	**Current Year-to-date 29/02/08 RM'000**
Current year provision	178	420
Overprovision in prior year taxation	4	(9)
Deferred taxation	(95)	(95)
	87	316

The effective rate of taxation of the Group is higher than the statutory rate of taxation principally due to losses of certain subsidiaries were not set off against profits made by other companies in the Group.

20 Sale of unquoted investment and/or properties

There was no sale of unquoted investment and/or properties by the Group for the current quarter and financial year todate.

21 Quoted Securities

There was no purchase or disposal of quoted securities by the Group for the current quarter and financial year todate.

22 Corporate proposal

The Company has on July 19, 2007 entered into the following agreements :-

a) A conditional subscription agreement with Kumpulan Kenderaan Malaysia Berhad, a wholly-owned subsidiary of Nadicorp Holdings Sdn Bhd (ñNadicorpò) for the proposed subscription of 12,000,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM1.00 per share(ñproposed subscriptionò); and

b) A conditional share sale agreement with Nadicorp for the proposed acquisition of the entire equity interest of Usmeta Manufacturing Sdn Bhd for a cash consideration of RM8.00 million(ñproposed acquisitionò).

The Company has on January 25, 2008, successfully completed the proposed acquisition. The proposed subscription was successfully completed on January 29, 2008.

23 Goodwill on consolidation

The Company, as mentioned in Note 22, acquired 100% equity interest in Usmeta Manufacturing Sdn Bhd, which is principally involved in manufacturing, retreading, marketing and distribution of tyres.

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of business combination over the Groupôs interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gain or losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

The purchase consideration for Usmeta Manufacturing Sdn. Bhd. amounting to RM8 million was satisfied by cash. Usmeta Manufacturing Sdn Bhd contributed revenue of RM5.72 million and profit before taxation of RM0.77 million for the year ended May 31, 2008.

The assets and liabilities arising from the acquisition are as follows:

	Fair value RMô000
Property, plant and equipment	17
Inventory	373
Trade and other receivables	7,800
Cash and bank balances	(249)
Trade and other payables	(1,940)
Borrowings	(1,318)
Taxation	(165)
Net assets acquired	4,517
Goodwill arising on acquisition	3,563
Consideration paid for acquisition	8,080

The net book value of the assets acquired was deemed to be stated at net fair value and as such no fair value adjustments were made. No adjustment for the impairment of goodwill was made during the year.

24 Borrowings

Total Group borrowings as at May 31, 2008 were as follows :-

	Secured RM'000	**Unsecured RM'000**	**Total RM'000**
Long term borrowings			
Term loan	2,224	966	3,190
Hire-purchase and lease payables	585	0	585
	2,809	966	3,775
Short term borrowings			
Overdrafts	5,176	2,086	7,262
Term loan	3,508	534	4,042
Hire-purchase and lease payables	352	0	352
	9,036	2,620	11,656
Total Borrowings	**11,845**	**3,586**	**15,431**

As at May 31, 2008, the Group does not have any exposure in borrowings and debt securities denominated in foreign currency.

25 Off balance sheet financial instruments

The Group does not have any financial instruments with off balance sheet risk as at July 21, 2008.

26 Changes in material litigation

The Group is not engaged in any material litigation and is not aware of any proceedings, which might materially affect the position or business of the Group as at July 21, 2008.

27 Dividend payable

The Directors do not recommend the payment of any dividend in respect of the current financial period under review.

28 Loss per share

Basic loss per share amounts are calculated by dividing loss for the period attributable to ordinary equity holders of the parent by the weighted average number of shares in issue during the period.

	Current Year Quarter Ended 31/05//08	Preceding Year Quarter Ended 31/05/07	Current Year-To-Date Ended 31/05/08	Preceding Year-To-Date Ended 31/05/07
Profit/(Loss) attributable to ordinary equity holders of the parent (RM'000)	140	(1,613)	(492)	(2,643)
No of ordinary shares in issue ('000)	33,999	28,999	33,999	28,999
Basic profit/(loss) per share (sen)	0.41	(5.56)	(1.45)	(9.11)

29 Authorisation for issue

The Interim Financial Report was authorized for issue by the Board of Directors in accordance with a resolution of the directors on July 24, 2008.

NOTES TO THE INTERIM FINANCIAL REPORT

SECTION C
ADDITIONAL DISCLOSURE

30 Listing requirement of the minimum paid-up capital

As stipulated under the Securities Commissionûs Policies and Guidelines on Issue/Offer of Securities and the Bursa Securities Listing Requirements, the minimum issued and paid-up capital of a company listed on the Second Board of Bursa Securities shall be RM40.00 million.

On June 30, 2004, the Company was categorized as an under-capitalised company as its paid-up share capital is RM29.00 million.

Bursa Securities on November 28, 2006, suspended the trading in the securities of the Company and would commence de-listing procedures against the Company in the event that the Company fail to make the announcement on its regularisation plan to comply with Paragraph 8.16A of the Listing Requirements and submit it to the relevant authorities for approval upon the expiry of 6 months from the date of suspension.

Bursa Securities on June 15, 2007 served a Notice of Deliberation on de-listing of the Companyûs securities to the Company and on June 28, 2007 the Listing Committee deliberated on whether or not the securities of the Company should be de-listed from the Official List of Bursa Securities.

On June 29, 2007, the Company appealed against the de-listing of the Companyûs securities and sought an extension of time from Bursa Securities to regularize the Companyûs issued and paid-up share capital in view of the Companyûs acceptance of the proposal from Nadicorp Holdings Sdn Bhd (ñNadicorp Offerò) which involves the followings :-

c) Proposed subscription of 12,000,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM1.00 per share by Nadicorp and/or its nominees; and

d) Proposed acquisition of the entire equity interest of Usmeta Manufacturing Sdn Bhd by the Company for a cash consideration of RM8.00 million.

The Company had on January 25, 2008 and January 29, 2008 completed the proposed acquisition and proposed subscription accordingly. The trading suspension of the shares was lifted on January 29, 2008.

By order of the Board
Dated 24th day of July, 2008