

Opinion of Independent Financial Advisor on
Connected Transaction in Receiving Financial Support and Business
Support Service from Related Companies

Present to



Shareholders of G Steel Public Company Limited

Prepared by

Discover Management Company Limited



April 2, 2025

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Glossary

The glossary used in this report are not sorted alphabetical but by category for the convenience of reading the report.

Full Name	Abbreviation
G Steel Public Company Limited	: Company or Business or GSTEEL
Nippon Steel (Thailand) Company Limited (Formerly known as Nippon Steel Southeast Asia Company Limited (NSSEA))	: NSTH
Nippon Steel Corporation	: NSC
Asia Credit Opportunities I (Mauritius) Limited	: ACO I
G J Steel Public Company Limited	: GJS
Bank of Thailand	: BOT
USD Restructuring Debt with ACO I	: ACO I (USD)
THB Restructuring Debt with ACO I	: ACO I (THD)
Restructuring Debt with ACO I (transfer of debt from Mr. Niramd Ngamchamnarnrit (original creditor) to ACO I)	: ACO I (Nirum)
Restructuring Debt with ACO I (transfer of debt from Metal Inter Co., Ltd. (original creditor) to ACO I)	: ACO I (Metal Inter)
Hot Rolled Coil	: HRC
Cash Management Service Agreement between NSTH and GSTEEL	: Cash Management Service Agreement
USD Debt Restructuring Agreement between ACO I and GSTEEL	: Debt Restructuring Agreement for ACO I (USD)
THB Debt Restructuring Agreement between ACO I and GSTEEL in respect of ACO I (Nirum)	: Debt Restructuring Agreement for ACO I (Nirum)
THB Debt Restructuring Agreement between ACO I and GSTEEL in respect of ACO I (Metal Inter)	: Debt Restructuring Agreement for ACO I (Metal Inter)
THB Debt Restructuring agreement between ACO I and GSTEEL with details of 2 related agreements, namely Debt Restructuring Agreement with ACO I (Nirum) and Debt Restructuring Agreement with ACO I (Metal Inter).	: Debt Restructuring Agreement for ACO I (THB)
Skin Pass Service Agreement between GJS and GSTEEL	: Skin Pass Service Agreement
Bank of Thailand	: BOT
Policy interest rate of BOT (as of February 2025, the policy interest rate is 2.00% per year)	: Policy Interest Rate
Renewal of the Cash Management Service Agreement in an amount not exceeding THB 600 million with NSTH for a period from May 1, 2025 to April 30, 2026, with an interest rate equal to the Policy Interest Rate + 0.40%. When considering the interest rate in February 2025, the interest rate for financial support for the Cash Management Service Agreement will be 2.40% per year (2% + 0.4%).	: Transaction 1 or Renewal of the Cash Management Service Agreement
Entering into a debt restructuring agreement for ACO I (USD) with ACO I to restructure debt and interest payments for a total principal amount of USD 3.44 million or approximately THB 116.57 million (referring to the exchange rate of THB 33.9189 per USD as of March 10, 2025) (Source: BOT) at the Policy Interest Rate + a maximum margin of 2.50%. When considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (USD) will be equal to 4.50% per year (2.00% + 2.50%).	: Transaction 2 or Entering into Debt Restructuring Agreement for ACO I (USD)

Full Name	Abbreviation
Entering into the debt restructuring agreement for ACO I (THB) with ACO I, with details of 2 related agreements: Debt Restructuring Agreement for ACO I (Nirum), with a total outstanding amount of THB 228.32 million, and Debt Restructuring Agreement for ACO I (Metal Inter), with a total outstanding amount of THB 101.21 million. The debt restructuring will extend the debt repayment period by 1 year and adjust the interest rate from 6% per year to a floating interest rate based on the policy interest rate + a maximum margin of 2.50%. When considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (THB) will be equal to 4.50% per year (2.00% + 2.50 %).	: Transaction 3 or Entering into Debt Restructuring Agreement for ACO I (THB)
Utilization of GJS's skin pass machine to develop and inspect the Company's HRC quality in a quantity not exceeding 250,000 tons.	: Transaction 4 or Utilization of Skin Pass Machine or Entering into Skin Pass Service Agreement
Transaction 1 – 3	: Entering into related transactions in receiving financial support or Financial Support Transaction
Transaction 4	: Entering into related transactions in receiving business support services or Business Support Transactions
Transaction 1 - 4	: Collectively called, the related party transaction for receiving financial support and receiving business support services or the Transaction.
Discover Management Company Limited	: Independent Financial Advisor or IFA or DM
The Securities and Exchange Commission	: SEC
The Stock Exchange of Thailand	: SET
Annual General Meeting of Shareholders	: AGM
Extraordinary general meeting of shareholders	: EGM
Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Entering into Connected Transactions, dated August 31, 2008, (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B. E. 2546, dated November 19, 2003, (as amended)	: Notifications on Connected Transaction
Secure Overnight Financing Rate	: SOFR
The interest rate that financial institutions charge high-net-worth clients for overdraft facilities	: MOR
The minimum interest rate on loans that banks charge their high-net-worth clients for fixed-term loans.	: MLR
Interest rate that commercial banks charge their prime retail customers	: MRR
Minimum interest rate that banks charge their customers for loans	: Prime Rate
SP (Trading Suspension) securities are under trading suspension in the following cases: 1) The company fails to comply with the regulations of the stock exchange.	: SP

Full Name	Abbreviation
2) There is news or information regarding the financial status or operational results of the registered company that may significantly impact or have the potential to impact the securities' prices, and this news has not been disclosed to the public through the stock exchange or is pending disclosure. 3) The registered company requests the stock exchange to suspend trading of its shares due to ongoing important news or information that may affect changes in securities prices.	
NC (Non-Compliance) securities of registered companies that may be subject to delisting from the stock exchange.	: NC
Net Tangible Assets	: NTA

Opinion of Independent Financial Advisor on
Connected Transaction in Receiving Financial Support and
Business Support Service from Related Companies

March 21, 2025

IMAPDM121/2025

Subject: Opinion of Independent Financial Advisor on Connected Transaction in Receiving Financial Support and Business Support Service from Related Companies

To: The Board of Directors, Audit Committee and the Shareholders of G Steel Public Company Limited

Attachment:

- 1) Summary of G Steel Public Company Limited
- 2) Summary of Nippon Steel (Thailand) Company Limited
- 3) Summary of Nippon Steel Corporation
- 4) Summary of Asia Credit Opportunities I (Mauritius) Limited
- 5) Summary of G J Steel Public Company Limited

References:

- 1) Resolution of the Board of Directors Meeting of G Steel Public Company Limited ("Company" or "Business" or "GSTEEL") No. 4/2025 held on March 14, 2025
- 2) Draft Resolution of the Audit Committee Meeting of GSTEEL No. 4/2025 held on March 14, 2025
- 3) Information Memorandum regarding the approval of the Renewal of Cash Management Service Agreement for Financial Support between the Company and Nippon Steel (Thailand) Company Limited ("NSTH"), which is considered a connected transaction and its amendments.
- 4) Information Memorandum regarding the approval of USD Debt Restructuring Agreement with ACO I of G Steel Public Company Limited, which is considered a connected transaction and its amendments.
- 5) Information Memorandum regarding the approval of THB Debt Restructuring Agreement with ACO I of G Steel Public Company Limited, which is considered a connected transaction and its amendments.
- 6) Information Memorandum regarding the approval of the Utilization of GJ Steel Public Company Limited ("GJS")'s Skin Pass of G Steel Public Company Limited, which is considered a connected transaction and its amendments.
- 7) Draft One Report of GSTEEL ending December 31, 2024
- 8) One Report of GSTEEL ending December 31, 2023
- 9) Audited financial statements of GSTEEL for 12-month period ending December 31, 2020 – 2024
- 10) Key terms of the Cash Management Service Agreement for Financial Support between NSTH and the Company in an amount of not exceeding THB 600 million for a period from May 1, 2025 – April 30, 2026 ("Cash Management Service Agreement")

- 11) Key terms of the debt restructuring agreement for ACO I (USD) between ACO I and the Company ("**Debt Restructuring Agreement for ACO I (USD)**").
- 12) Key terms of the debt restructuring agreement for ACO I (THB) between ACO I and the Company ("**Debt Restructuring Agreement for ACO I (THB)**")
- 13) Key Terms of Skin Pass Service Agreement between GJS and GSTEEL ("**Skin Pass Service Agreement**")
- 14) Documents and other agreements related thereto including interviews with executives and relevant officers of the Company.

Disclaimers

1. In preparing this report, Discover Management Company Limited ("Independent Financial Advisor" or "IFA" or "DM") has relied on information provided by the information of Company and the information that the Company disclosed to the public or on Securities and Exchange Commission websites (www.sec.or.th), Stock Exchange of Thailand website (www.set.or.th) and other information disclosed to the public including public information from other sources and information from interviewing with the management of the Company.
2. IFA conducted studies using knowledge, competence and caution by adhering to the professional basis. However, IFA shall not be responsible for profits or losses and any impacts resulting from the Transaction.
3. IFA operates on the assumption that the information and documents received are accurate and complete. This opinion is formed and provided based on the circumstances and information available at present. If there are significant changes in the circumstances and information, it may impact the advisory's assessment.
4. As this report was published during the conflict and disputes between Russia and Ukraine, the war has significantly affected the prices of oil, natural gas, and electricity. The current situation remains uncertain and subject to change, which could have significant implications for sales costs, expenses, and the Company's ability to generate income in the future.
5. This report does not aim to provide recommendations for any decision-making regarding business operations related to the Company or to persuade the buying or selling of shares of the Company or any affiliated entities.
6. In preparing this IFA's opinion report, IFA certifies that it has studied and analyzed the information mentioned above in accordance with professional standards and has given its reasons based on the information and analysis fairly, taking into account the benefits of the shareholders as the main consideration. However, IFA's opinion is based on the assumption that the information and documents received from the Company, including interviews with management and related parties, as well as publicly disclosed information, are accurate and true. Therefore, if such information is incorrect and/or untrue and/or incomplete and/or changes significantly in the future, it may affect the opinion of IFA. For this reason, IFA cannot confirm the impact that may occur to the Company and shareholders in the future from such factors. Additionally, IFA's opinion is solely intended to provide guidance to shareholders regarding the connected transactions in receiving financial support and business support service ("Transaction"). The decision to vote to approve the Transaction on this occasion is primarily at the discretion of the shareholders. Shareholders should carefully study the information in the documents related to the Transaction attached to the invitation letter to the shareholders' meeting on this occasion before casting their votes in order to consider and approve the Transaction appropriately. The giving of this opinion does not guarantee the success of the Transaction, including any impacts that may occur, and the independent financial advisor is not responsible for any impacts that may occur from the Transaction, whether directly or indirectly.

1. Overview of the Transaction

According to the Company's Board of Directors' Meeting No. 4/2025 on March 14, 2025, it was resolved to approve the Company to enter into the following transactions:

- 1) The Renewal of the Cash Management Service Agreement with NSTH (Formerly known as Nippon Steel Southeast Asia Company Limited (NSSEA)) in the amount of not exceeding THB 600 million from May 1, 2025 until April 30, 2026 with interest rate at the Policy Interest Rate + 0.40%. As of February 2025, the interest rate be equal to 2.40% per year (2.00% + 0.40%) ("**Transaction 1**" or "**Renewal of the Cash Management Service Agreement**"). The value of the consideration is calculated based on the current interest rate according to the agreement period of approximately THB 14.40 million. However, the Policy Interest Rate may increase or decrease in the future, the calculation of the transaction size is prepared as an example for shareholders' consideration only. The size of Transaction 1 is equal to 8.60% of NTA of the Company (the Company's NTA, according to the Company's latest audited consolidated financial statements as of December 31, 2024, is THB 167.52 million). This Cash Management Service Agreement will allow the Company to borrow unsecured money from NSTH in an emergency where the Company's account balance is less than zero.
- 2) Entering into the Debt Restructuring Agreement for ACO I (USD) with ACO I, to restructure the principal and interest payment schedule for a total principal amount of USD 3.44 million or THB 116.57 million (Exchange rate at 33.9189 from BOT as of March 10, 2025), and adjust the interest rate from the Secured Overnight Financing Rate (SOFR) + 2.10% per year to the Policy Interest Rate + a maximum margin of 2.50%. Considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (USD) will be 4.50% per year (2.00% + 2.50%) ("**Transaction 2**" or "**Entering into Debt Restructuring Agreement for ACO I (USD)**"), with the total value of consideration calculated from the maximum interest rate according to the agreement period of approximately THB 19.05 million. The Policy Interest Rate may increase or decrease in the future. The calculation of the transaction size is prepared as an example for shareholders' consideration only. This represents 11.37% of the Company's NTA (as of December 31, 2024, equivalent to THB 167.52 million), with interest rates starting in May 1, 2025.
- 3) Entering into the debt restructuring agreement for ACO I (THB) with ACO I, with details of 2 related agreements: Debt Restructuring Agreement for ACO I (Nirum), with a total outstanding amount of THB 228.32 million, and Debt Restructuring Agreement for ACO I (Metal Inter), with a total outstanding amount of THB 101.21 million. The debt restructuring will extend the debt repayment period by 1 year and adjust the interest rate from 6% per year to a floating interest rate based on the policy interest rate + a maximum margin of 2.50%. When considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (THB) will be equal to 4.50% per year (2.00% + 2.50%) ("**Transaction 3**" or "**Entering into Debt Restructuring Agreement for ACO I (THB)**"). The total value of the consideration is calculated based on the highest interest rate according to the agreement period of approximately THB 23.85 million. However, the Policy Interest Rate may increase or decrease in the future.

The calculation of the transaction size is prepared as an example for shareholders' consideration only. It is 14.24% of the Company's NTA (as of December 31, 2024, equal to THB 167.52 million baht), with the interest rate starting to decrease in May 1, 2025.

- 4) Utilization of GJS's skin pass machine to develop and inspect the Company's HRC quality in a quantity not exceeding 250,000 tons ("Transaction 4" or "Utilization of Skin Pass Machine or Entering into Skin Pass Service Agreement"). The service fee will be calculated from the actual production cost of GJS's skin pass machine in the previous quarter plus 5%, which will be a maximum amount not exceeding THB 450/ton or not more than THB 112.50 million throughout the agreement period, which is 67.16% of the Company's NTA (as of December 31, 2024, equal to THB 167.52 million).

The entering into Transaction 1-4 are collectively called "the related party transaction for receiving financial support and receiving business support services" or the "Transaction" and are part of the Company's efforts to improve its structure in order to increase its ability to make profits in the future, as the Company has been experiencing continuous losses for more than 10 years (except in 2021) due to the impact of lower domestic demand and intense competition from imports from China.

Summary of the Company's performance over the past 10 years

(THB million)

Year	2013	2014	2015	2016	2017	2018	2019 ^{1/}	2020	2021	2022	2023	2024
Profit	(3,115)	(1,944)	(3,280)	(1,097)	(1,005)	(1,810)	3,345	(604)	1,430	(1,966)	(1,016)	(1,018)

Remark: 1/ Profit from debt restructuring

Following the Extraordinary General Meeting of Shareholders No. 1/2024, the Company previously requested approval to borrow approximately THB 1,600 million from NSTH to restore the Company to normal operations. Currently, the Company is in the process of investing in machinery upgrade projects, which has caused the Company to lack liquidity. The entering into Transaction 1-4 are considered as related transactions according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions (including any amendments thereto) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including any amendments thereto) (collectively called the "Notifications on Connected Transaction"), which must be presented to shareholders for consideration. The Board of Directors' Meeting No. 4/2568 on March 14, 2568, under consideration and opinion of the Audit Committee Meeting No. 4/2568 on March 14, 2568, resolved to present to the shareholders' meeting for consideration and approval of the entering into all 4 related transactions, which will be beneficial to the Company in enhancing its financial position and operating results, as detailed below:

Transaction 1 It is considered a related party transaction of the type of financial support given or received because NSTH has the same major shareholder as the Company, namely Nippon Steel Corporation ("NSC"), according to the Notifications on Connected Transaction.

Transaction 2 and 3 It is considered a related party transaction of the type of financial support given or received because ACO I is a major shareholder of the Company, holding 49.99% of the shares, according to the Notification on Connected Transaction.

Transaction 4 It is considered a related party transaction because GJS has the same major shareholder as the Company, which is NSC, according to the Notification on Connected Transaction.

The total transaction size is approximately 101.36% of the Company's NTA, based on the Company's latest audited consolidated financial statements as of December 31, 2024, which is equal to THB 167.52 million.

When combined with the related party transactions in the past 6 months prior to the date on which the Company's board of directors resolved to approve the transaction, the total related party transactions will be equal to 103.57% of the Company's NTA, with details as follows:

No.	Connected Transaction of the Company	Transaction's value	Transaction size according to the Notification on Connected Transaction	Date of the Board of Directors' Resolution
		THB	%	
1	Financial Support from ACO I	1.58	0.15	November 8, 2024
2	Increase in Credit Line and Extension of Cash Management Service Agreement	3.35	0.33	November 8, 2024
3	Business Support from GJS	9.48	0.92	January 31, 2025
4	Short-term Loan from NSTH	8.33	0.81	February 26, 2025
Total transactions during the past 6 months			2.21	
5	Renewal of Cash Management Service Agreement ^{1/}	14.40	8.60	March 14, 2025
6	Financial Support from ACO I ^{2/} (ACO I (USD))	19.05	11.37	March 14, 2025
7	Financial Support from ACO I ^{3/} (ACO I (THB))	23.85	14.24	March 14, 2025
8	Using the skin pass machine service of GJS ^{4/}	112.50	67.16	March 14, 2025
	This Transaction (Transaction 1 - 4)	169.80	101.36	March 14, 2025
Total size of Transaction 1 – 4 and transactions during the past 6 months			103.57	

Remark: 1/ Transaction 1 (Renewal of Cash Management Service Agreement with NSTH)

2/ Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

3/ Transaction 3 (Entering into Debt Restructuring Agreement for ACO I (THB) with ACO I)

4/ Transaction 4 (Entering in to Skin Pass Service Agreement with GJS)

With a total transaction size of more than 3% of the Company's NTA, making it a large related party transaction. Therefore, the Company is required to take various actions in accordance with the criteria of the Notification on Connected Transaction, as follows:

- To prepare and disclose the information memorandum regarding the Transaction to the SET pursuant to the Notifications on Connected Transaction immediately;
- To appoint the IFA to provide opinion on the Transaction pursuant to the Notifications on Connected Transaction and submit such opinion to shareholders.

In this regard, the Company has appointed DM, which is a financial advisor approved by the SEC to act as an IFA to provide opinion to shareholders for Transaction;

- c) To send a notice of the shareholders' meeting to shareholders no less than 14 days prior to the date of the shareholders' meeting which shall at least contain the information as stipulated in the Notifications on Connected Transaction; and
- d) To hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest.

2. Executive Summary

Following the overview of the transaction in Clause 1, Transaction 1-4 is part of the Company's attempt to improve its structure to increase its future profitability. It is considered a related party transaction under the Notification on Connected Transaction, with a total transaction size of approximately 101.36% of the Company's NTA, based on the Company's latest audited consolidated financial statements as of December 31, 2024, which is THB 167.52 million. When combined with the related party transaction size in the past 6 months prior to the date on which the Company's Board of Directors resolved to approve the transaction, the total related party transaction size will be 103.57% of the Company's NTA, with a total transaction size of more than 3% of the Company's NTA, making it a large related party transaction. Therefore, the Company is required to comply with the criteria of the Notification on Connected Transaction, as follows:

- (a) To prepare and disclose the information memorandum regarding the Transaction 1 - 4 to the SET pursuant to the Notifications on Connected Transaction immediately;
- (b) To appoint IFA to provide opinion on Transaction 1 - 4 pursuant to the Notifications on Connected Transaction and submit the opinion to shareholders.

In this regard, the Company has appointed Discover Management Company Limited, which is a financial advisor approved by the SEC to act as an IFA to provide the opinion to shareholders for Transaction 1 - 4;

- (c) To send a notice of the shareholders' meeting to shareholders no less than 14 days prior to the date of the shareholders' meeting which shall at least contain the information as stipulated in the Notifications on Connected Transaction; and
- (d) To hold the shareholders' meeting to approve Transaction 1- 4, whereby the Company must obtain approval for the financial support transaction from shareholders' meeting with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote.

DM, as IFA appointed by the Company to provide opinion to its shareholders, has reviewed information and documents related to the Transaction, conduct interviews with Company executives and relevant staff, as well as the process of determining the transaction price and conditions and assessing the rationale behind transactions through consideration of objectives, impacts, advantages, disadvantages, and potential risks. The opinion of IFA can be summarized as follows.

2.1. Reasonableness of the Transaction

2.1.1. Reasonableness of Transaction 1 (Renewal of the Cash Management Service Agreement with NSTH)

Advantages of Transaction 1

- 1. Having emergency source of funds to be used for further operating expenses. The money withdrawn from the emergency loan is intended to be used for the Company's general operations only. (as details in Clause 7.1.3.1.1.)
- 2. The interest rate of Transaction 1 is lower than the general interest rate of commercial banks. (as details in Clause 7.1.3.1.2.)

3. The interest rate of Transaction 1 is lower than the general short-term interest rate of other companies in the same industry (as details in Clause 7.1.3.1.3.)

Disadvantages of Transaction 1

1. Increases in the Company's total financial cost burden (as details in Clause 7.1.3.3.1.)

Risks of Transaction 1

1. Interest rate risk as the interest rate of Transaction 1 - 3 is a floating interest rate (as details in Clause 7.1.3.4.1.)
2. Risk in the event that the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction. (as details in Clause 7.1.3.4.2.)

2.1.2. Reasonableness of Transaction 2 and Transaction 3 (Entering into Debt Restructuring Agreement with ACO I)

Advantages of Transaction 2 and Transaction 3

1. Helps increase liquidity, reduce the chance of default, and reduce foreign exchange volatility (as details in Clause 7.1.3.2.1.)
2. The interest rate of Transaction 2 and Transaction 3 is lower than the current agreement's interest rate (as details in Clause 7.1.3.2.2.)
3. The interest rate of Transaction 2 and 3 is lower than the general interest rate of commercial banks (as details in Clause 7.1.3.2.3.)
4. The interest rates of Transaction 2 and 3 are lower than the general long-term interest rates of other companies in the same industry (as details in Clause 7.1.3.2.4.)

Disadvantages of Transaction 2 and Transaction 3

1. Increases in the Company's total financial cost burden (as details in Clause 7.1.3.3.1.)

Risks of Transaction 2 and Transaction 3

1. Interest rate risk as the interest rate of Transaction 1 - 3 is a floating interest rate (as details in Clause 7.1.3.4.1.)
2. Risk in the event that the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction. (as details in Clause 7.1.3.4.2.)

2.1.3. Reasonableness of Transaction 4 ((Entering into Agreement of Utilization of Skin Pass Machine with GJS))

Advantages of Transaction 4

1. The Company able to reduce production costs (as details in Clause 7.2.3.1.1.)
2. The Company can increase customer satisfaction (as details in Clause 7.2.3.1.2.)

Disadvantages of Transaction 4

1. The Company requires a longer period of time to produce products that require skin pass (as details in Clause 7.2.3.2.1.)
2. Other terms and conditions of agreements related to Transaction 4 are still under consideration (as details in Clause 7.2.3.2.2.)

Risks of Transaction 4

1. Risk from fluctuations in freight rates (as details in Clause 7.2.3.3.1.)
2. Risk in the event that the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction. (as details in Clause 7.2.3.3.2.)

From the advantages, disadvantages and risks of entering into this Transaction, IFA sees that the Company's Transactions 1-4 this time is necessary, especially Transactions 1 - 3 because the Company's current financial situation results in the Company having a chance of having a balance in the account less than zero. Therefore, if the Company does not enter into Transaction 1, the Company may suffer severe liquidity problems, which will result in default on payment of goods and services, including various debts, leading to a cross default with financial institutions and a disruption to the Company's business operations.

In addition, considering the necessity and the Company's current situation in terms of operations and debt-to-equity ratio (D/E Ratio), the Company still does not have enough cash to pay off the debt under the agreement with ACO I, resulting in the Company's necessity to enter into Transactions 2 and 3 to restructure the debt with ACO I.

As for the Transaction 4, the Company will be able to maintain the quality of its products, which will directly affect the maintenance of market share and profitability in the future. In addition, the Company will be able to reduce some production costs. Entering into transaction 4 this time will allow the Company to maintain the quality of its own products until the Company improves the production system, which is expected to be completed in 2026.

2.2. Appropriateness of the Price and Conditions for Entering into the Transaction

In comparing the appropriateness of the price (interest rate) for Entering into Transactions 1 - 3, IFA has compared the interest rates under the Cash Management Service Agreement, Debt Restructuring Agreement for ACO I (USD), Debt Restructuring for ACO I (Nirum), and Debt Restructuring for ACO I (Metal Inter) with current agreements, the reference interest rate of commercial banks, and publicly disclosed loan information of other companies in the same industry group as the Company, namely the industrial products group, the iron and metal products category. For the consideration of the appropriateness of the conditions, the IFA compared the conditions of the Transactions 1 - 3 with the current agreement because the said transactions are the Renewal of the Cash Management Service Agreement and Debt Restructuring. From the interview with the Company's executives, it was found that the Transaction 4 has no other conditions other than the draft Skin Pass Service Agreement and other normal service conditions for utilizing general services of the Company, with details as follows:

2.2.1. Appropriateness of the Price (Interest Rate) and Conditions for Entering into Transaction 1 (Renewal of the Cash Management Service Agreement)

Appropriateness of the Price (Interest Rate)

In summary, when comparing the interest rate under the conditions of the Renewal of the Cash Management Service Agreement with 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 1 was lower than the lowest MOR interest rate of the top 10 commercial banks in Thailand and was also in the 6.25th percentile of the short-term loan interest rate of companies in the industrial products group, iron and metal products category (it is estimated that in the same industry as the Company, there are 93.75% of short-term loan agreement with interest rates higher than or equivalent to the interest rate that the Company receives) according to the details in Clause 8.1.1.1. – 8.1.1.2.

Therefore, from the analysis of the appropriateness of the price (interest rate) of entering into Transaction 1, whether comparing between the reference interest rate and short-term loan agreements in the market (publicly disclosed borrowing information of other companies in the same industry group as the Company, namely the industrial products group, steel and metal products category), IFA is of the opinion that the price (interest rate) of entering into Transaction 1 is appropriate.

Appropriateness of Conditions

From the analysis of the appropriateness of the conditions of entering into Transaction 1 with the current agreement, which has no difference except for the agreement period. Considering the debt-to-equity ratio, collateral and the current situation of the Company, IFA is of the opinion that the conditions for entering into the loan agreement between the Company and a person related to the Company (NSTH) are appropriate.

Summary of the Opinion of IFA

Considering the necessity and the current situation of the Company in terms of operations and debt to equity ratio (D/E Ratio), which may be difficult for the Company to enter into a transaction of the same nature with an unrelated person, along with the appropriateness of the price and conditions of the transaction, IFA is of the opinion that the entering into Transaction 1 this time is necessary for the Company to continue its business. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the related transaction this time.

2.2.2. Appropriateness of the Price (Interest Rate) and Conditions for Entering into Transaction 2 and Transaction 3 (Entering into the Debt Restructuring Agreement for ACO I (USD) and ACO I (THB) with ACO I)

Appropriateness of the Price (Interest Rate)

In summary, when comparing the interest rates under the terms of both Debt Restructuring Agreements with 1) the current agreement interest rate, 2) the reference interest rate of commercial banks, and 3) the long-term loan interest rate of companies in the same industry group as the Company, it was found that the interest rates for Transactions 2 and 3 were lower than the current agreements interest rate and the lowest MLR of the top 10 commercial banks in Thailand, and were also in the 27.27th percentile of the short-term loan interest rates of companies in the industrial goods group, iron and metal products category (it is estimated that in the same industry as the Company, there are 72.73% of long-term

loan agreements with interest rates higher than or equivalent to the interest rates that the Company receives), as detailed in Clause 8.1.2.1 – 8.1.2.3.

Therefore, from the analysis of the appropriateness of the price (interest rate) of Transactions 2 and 3, regardless of the comparison between the reference interest rate and long-term loan agreements in the market (publicly disclosed borrowing information of other companies in the same industry group as the Company, namely the industrial products group, steel and metal products category), IFA is of the opinion that the price (interest rate) of Transactions 2 and 3 is appropriate.

Appropriateness of Conditions

From the analysis of the appropriateness of the conditions of Transaction 2 with the current agreement, which are significantly different, especially the interest rate, currency and payment period, although the interest rate of the Debt Restructuring Agreement for ACO I (USD) will remain a floating interest rate, the overall interest rate will be significantly reduced. In addition, the change in currency from USD to THB will enable the Company to significantly reduce its exchange rate risk since most of the Company's income is in THB, and the reduced frequency of interest payments will enable the Company to improve its cash flow management. For the above reasons, IFA is of the opinion that the conditions for entering into the Debt Restructuring Agreement for ACO I (USD) with the Company's related persons (ACO I) are appropriate.

From the analysis of the appropriateness of the conditions of Transaction 3 with the current agreement, which are significantly different, especially the interest rate and payment period, even though the interest rate of the draft Debt Restructuring Agreement will change from a fixed interest rate to a floating interest rate, the overall interest rate will be significantly reduced. In addition, the reduced frequency of interest payments will enable the Company to manage its cash flow significantly more efficiently. For the reasons above, IFA is of the opinion that the conditions for entering into the Debt Restructuring Agreement for ACO I (THB) with the Company's related persons (ACO I) are appropriate.

Summary of the Opinion of IFA

Considering the necessity and the current situation of the Company in terms of operations and debt to equity ratio (D/E Ratio), which may be difficult for the Company to enter into a transaction of the same nature as an unrelated person, along with the appropriateness of the price and conditions of the transaction, IFA is of the opinion that the entering into Transaction 2 and 3 this time are necessary for the Company to continue its business. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the related transaction this time.

2.2.3. Appropriateness of the Price (Service Fee) and Conditions for Entering into Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

Appropriateness of the Price (Service Fee)

From the Extraordinary General Meeting of Shareholders No. 1/2024 on the plan to improve the production quality, the Company plans to install a skin pass mill. Since the improvement is expected to be completed in 2026, in the meantime, the Company is seeking ways to improve the quality of its products, in which the Company will hire GJS, a related person, and the use of GJS's skin pass mill service is an important approach to improve the quality of its products. GJS will calculate the service fee from the production cost in the previous quarter and add a service fee of 5% but not exceeding THB 450

per ton in total (according to the initial assessment, the cost of GJS's skin pass mill is between THB 200-300 per ton. When calculated from the Company's production cost, which have a loss rate of between 5-7% if using its own machinery, the Company's use of GJS's skin pass mill service should result in the Company benefiting from 1) lower production costs (GJS's service fee is less than the loss rate if the Company produces by itself) and 2) the Company can improve the quality of its products, resulting in the Company being able to sell its products at higher prices and greater customer satisfaction.

Therefore, from the analysis of the appropriateness of the price of Transaction 4, IFA found that from the internal information for the skin pass machine of the Company (which is currently under improvement), there will be a loss rate between 5 – 10%, which when compared to using the skin pass machine service of GJS where the loss rate is between 1-3%, should result in the Company reducing production costs by up to THB 95 per ton. The ability to reduce production costs will depend on several factors, such as the flatness required for the Company's HRC and the actual costs incurred by GJS. However, the main objective of using such services is to improve the quality of hot rolled coils, reduce customer complaints and reduce production losses until the Company's new Skin Pass machine is ready for use in the second Quarter of 2026. IFA is of the opinion that the price of using the skin pass machine service of GJS (a person related to the Company) is appropriate.

Appropriateness of Conditions

From considering the conditions of the draft Skin Pass Service Agreement and from interviews with the Company's executives, it was found that Transaction 4 had no conditions other than the draft Skin Pass Service Agreement and other Company's normal service conditions for utilizing general services. Therefore, from the analysis of the appropriateness of the conditions of Transaction 4, IFA is of the opinion that if the conditions of the entering into Transaction 4 are not different from the Company's normal employment conditions, the conditions for entering into a agreement for the use of skin pass machines with a person related to the Company (GJS) are appropriate.

Summary of the Opinion of IFA

Therefore, when considering the reasonableness and necessity of the Transaction, along with the appropriateness of the price and conditions, IFA is of the opinion that the Transaction is necessary for the Company to better respond to customer needs while the Company is improving its production system in order to maintain production quality, market share, and stability of operations. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the related transaction this time.

However, as of the submission date of this Independent Financial Advisor's opinion report, the Company has only the main conditions under the draft Skin Pass Service Agreement, conditions and other contractual details of the Transactions 1- 4 which are under consideration by the Company's executives and there will be no other conditions other than the draft Skin Pass Service Agreement and other normal service conditions, which is likely to be finalized after receiving the resolution from the shareholders' meeting. Any changes to the conditions will be within the scope of the main conditions specified above. In this regard, the Utilization of Skin Pass Machine between the Company and the persons involved in the Transaction 4 after receiving the approval from the shareholders' meeting will be carefully examined by the Company's executives. In the event that the conditions in the agreements are materially changed from the main conditions

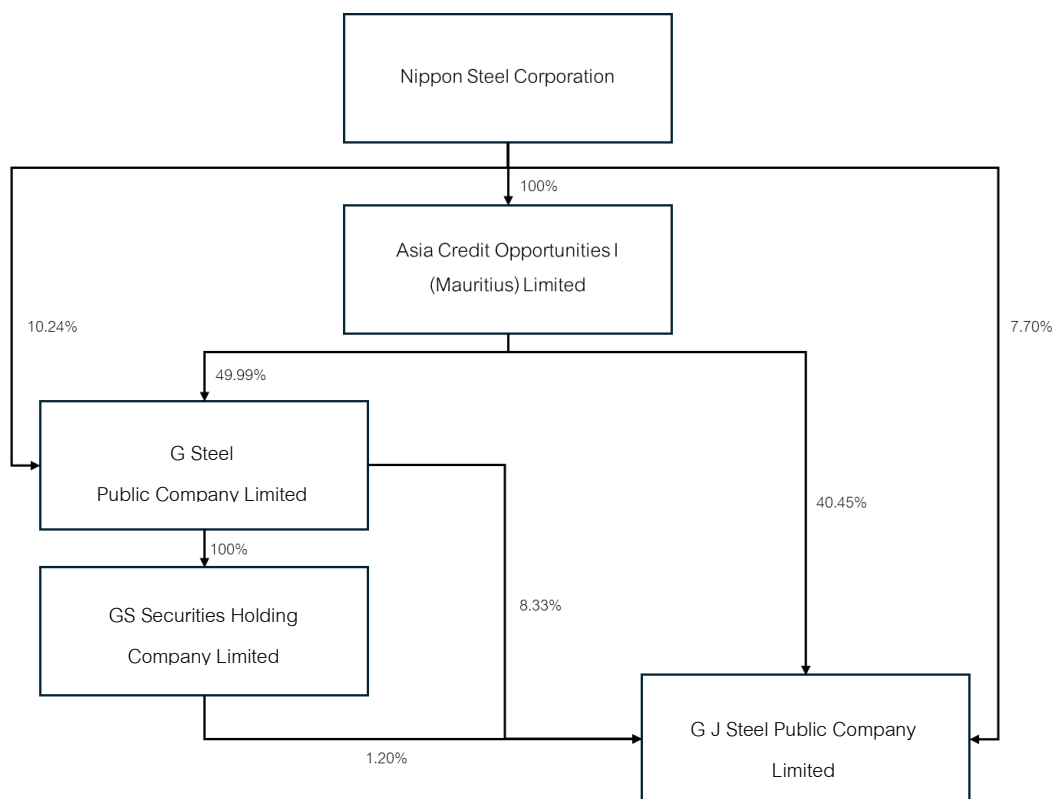
that will have a negative impact on the Company, the Audit Committee will propose that the Company's Board of Directors call a shareholders' meeting to seek approval for the Transaction again, which such changes may affect the Independent Financial Advisor's opinion according to this report.

In considering whether to approve or disapprove the Transaction, the Company's shareholders may consider the information, supporting reasons, and opinions on various issues as presented by the independent financial advisor in this report. The decision to vote to approve or disapprove the Transaction depends primarily on the discretion of each shareholder. Shareholders should study all information contained in the independent financial advisor's opinion report and all documents attached to the invitation to the annual general meeting of shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

IFA has prepared the opinion report in Thai and translated it into English for the understanding of foreign shareholders. In case of any discrepancies between the English translation and the original Thai version, the original Thai version shall prevail.

3. Details of the Connected Transaction

3.1. Related Parties and Relationship of the Company



3.2. Entering into Transaction 1 (Renewal of the Cash Management Service Agreement)

3.2.1. Objective and Background of Entering into Transaction 1

To benefit the Company to access loans in case of emergencies where the Company has a balance in its account less than zero.

3.2.2. Date of the Transaction

The renewal will be effective on May 1, 2025.

3.2.3. Related Parties and Relationship with the Company and Connected Person of the Company

Relationship details as shown in Clause 3.1

Finance receiver	: G Steel Public Company Limited (GSTEEL)
Finance supporter	: Nippon Steel (Thailand) Company Limited (NSTH)
Relationship	: NSTH has the same majority shareholder with the Company which is NSC where NSC directly holds 10.24% of the Company's paid-up capital and indirectly, through ACO I, holds 49.99% of the Company's paid-up capital.

3.2.4. General Characteristics of the Transaction

The Company will receive financial support in the form of an unsecured loan from NSTH under the Cash Management Service Agreement, in which the Company will be able to borrow money in an emergency case where the Company's account balance is less than zero, in an amount not exceeding THB 600 million by Renewal the Cash Management Service Agreement in an amount not exceeding THB 600 million with NSTH for a period from May 1, 2025 to April 30, 2026, with an interest rate equal to the Policy Interest Rate + 0.40%. When considering the Policy Interest Rate in February 2025, the interest rate for financial support for the Cash Management Service Agreement will be 2.40% per year (2.00% + 0.40%).

The Company entered into the Cash Management Service Agreement with NSTH since September 9, 2022, with a credit amount of THB 400 million, in accordance with the policy of NSC, the parent company, so that the Company can borrow money in an emergency when the Company has a balance in the account less than zero. The money withdrawn from the emergency loan is intended to be used for the Company's general operations only. The Company has continuously renewed the said agreement.

On November 8, 2024, the Board of Directors' meeting resolved to approve the additional amount not over THB 200 million of the Cash Management Service Agreement with NSTH for the period from November 11, 2024 to March 31, 2025 and to extend the Cash Management Service Agreement at the increased facility amount not over THB 600 million until April 30, 2025 by increasing the Cash Management Service Agreement amount from THB 400 million to THB 600 million due to the Company experiencing severe liquidity problems, resulting in the full withdrawal of the Cash Management Service Agreement amount of THB 400 million in November 2024. As of March 14, 2025, the Company has fully repaid the Cash Management Service Agreement outstanding amount by drawing down the credit line from the NSTH loan agreement amounting to THB 1,100 million as approved by the Company's Board of Directors on February 26, 2025.

In the future, if the Company needs to draw down more than THB 600 million of the Cash Management Service Agreement and at that time the Company is unable to obtain additional credit from a commercial bank on terms that are beneficial to the Company, the Company may need to negotiate to increase the facility amount of the Cash Management Service Agreement with NSTH again.

Key Terms of the Cash Management Service Agreement between NSTH and the Company

Key Terms	Current Cash Management Service Agreement	Draft Cash Management Service Agreement ^{1/}
Loan Type	Unsecured loan	Unsecured loan
Loan Currency	Thai Baht	Thai Baht
Loan Period	September 9, 2022 – March 31, 2023 If there is no notice of termination of this agreement from either party, this agreement will be automatically renewed for another period of one year. In this regard, the Board of Directors' meeting on November 8, 2024 resolved to approve the extension of the Cash Management Service Agreement until April 30, 2025.	May 1, 2025 – April 30, 2026
Loan Amount	THB 400 million	THB 600 million

Key Terms	Current Cash Management Service Agreement	Draft Cash Management Service Agreement ^{1/}
	In this regard, the Board of Directors' meeting on November 8, 2024 resolved to approve an increase in the amount of the Cash Management Service Agreement to THB 600 million.	
Interest Rate	Policy Interest Rate + margin set by NSTH In this regard, the Board of Directors' meeting on November 8, 2024 resolved to approve the Policy Interest Rate + 0.40%	Policy Interest Rate + 0.40%, totaling 2.40% per year as of March 14, 2025
Covenants	None	None
Collateral	None	None
Interest rate in case of default	14%	14%

Source: The Company

Remark: 1/ The terms and conditions are as per the current Cash Management Service Agreement as it is a renewal of the agreement.

In proposing for approval of the Transaction to the shareholders' meeting, the Company deems it appropriate to propose to the shareholders' meeting to authorize the Board of Directors of the Company to take the following actions:

- 1) to sign agreements and/or financial support documents and other relevant financial documents, any agreements and/or amendments as well as to approve the fees, expenses and taxes associated with the execution of such agreements and/or documents.
- 2) Such authorization shall cover only non-material changes that will not adversely affect the Company and its shareholders.

3.2.5. Type and Size of the Transaction and Transaction Size Calculation

The Company will receive financial support in the form of an unsecured loan from NSTH under the Cash Management Service Agreement, in which the Company will be able to borrow money in an emergency case where the Company's account balance is less than zero, in an amount not exceeding THB 600 million by Renewal the Cash Management Service Agreement in an amount not exceeding THB 600 million with NSTH for a period from May 1, 2025 to April 30, 2026, with an interest rate equal to the Policy Interest Rate + 0.40%. When considering the Policy Interest Rate in February 2025, the interest rate for financial support for the Cash Management Service Agreement will be 2.40% per year (2.00% + 0.40%).

The total value of consideration comprises of interest on the loan, which is not yet fixed and will be used in the event that the Company has cash balance less than zero. Therefore, it is uncertain when the withdrawal will occur and for how long the interest will be incurred. The total value of consideration is calculated based on the current interest rate according to the agreement period of approximately THB 14.40 million (calculated from the interest rate of 2.40% per year based on the Policy Interest Rate in February 2025 at 2.00% + 0.40%). The Policy Interest Rate may increase or decrease in the future. The calculation of the transaction size is prepared as an example for consideration by shareholders only.

The aforementioned transaction is considered as the receipt of financial support from connected person. The size of the transaction is approximately 8.60% of the Company's Net Tangible Assets (NTA) (NTA of the Company as per the latest audited financial statement as of December 31, 2024 was THB 167.52 million).

By calculating the transaction size according to the criteria for connected transactions, the details are as follows.

The Company's Financial Information

(Consolidated financial statements of the company ending on December 31, 2024)

Description	(Unit: THB Million)
Total Asset (1)	8,398.67
Non-Tangible Asset (2) ^{1/}	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
Net Tangible Asset (NTA = (1) – (2) – (3) – (4))	167.52
Net profit (loss) attributable to shareholders of the parent company (last 4 quarters)	(1,755.47)

Remark: 1/ Intangible assets include other intangible assets.

Source: The Company

Details of the calculation of the size of the connected transaction

Calculation formula	Calculation details	Transaction size
Value of consideration / NTA of the Company	= THB 14.40 million / THB 167.52 million	8.60%

Source: The Company

When combined with the size of related transactions during the past 6 months before the date the Board of Directors resolved to approve this Transaction, the total transaction size will be equal to 103.57% of the Company's NTA. The details are as follows:

No.	Connected Transaction of the Company	Transaction's value	Transaction size according to the Notification on Connected Transaction	Date of the Board of Directors' Resolution
		THB	%	
1	Financial Support from ACO I	1.58	0.15	November 8, 2024
2	Increase in Credit Line and Extension of Cash Management Service Agreement	3.35	0.33	November 8, 2024
3	Business Support from GJS	9.48	0.92	January 31, 2025
4	Short-term Loan from NSTH	8.33	0.81	February 26, 2025
Total transactions during the past 6 months			2.21	
5	Renewal of Cash Management Service Agreement ^{1/}	14.40	8.60	March 14, 2025
6	Financial Support from ACO I ^{2/} (ACO I (USD))	19.05	11.37	March 14, 2025
7	Financial Support from ACO I ^{3/} (ACO I (THB))	23.85	14.24	March 14, 2025
8	Using the skin pass machine service of GJS ^{4/}	112.50	67.16	March 14, 2025
	This Transaction (Transaction 1 - 4)	169.80	101.36	March 14, 2025
Total size of Transaction 1 – 4 and transactions during the past 6 months			103.57	

Remark: 1/ Transaction 1 (Renewal of Cash Management Service Agreement with NSTH)

2/ Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

3/ Transaction 3 (Entering into Debt Restructuring Agreement for ACO I (THB) with ACO I)

4/ Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

With a total transaction size of more than 3% of the Company's NTA, making it a large related party transaction. Therefore, the Company is required to take various actions in accordance with the criteria of the Notification on Connected Transaction, as follows:

- a) To prepare and disclose the information memorandum regarding the Transaction to the SET pursuant to the Notifications on Connected Transaction immediately;
- b) To appoint the IFA to provide opinion on the Transaction pursuant to the Notifications on Connected Transaction and submit such opinion to shareholders.

In this regard, the Company has appointed DM, which is a financial advisor approved by the SEC to act as an IFA to provide opinion to shareholders for Transaction;

- c) To send a notice of the shareholders' meeting to shareholders no less than 14 days prior to the date of the shareholders' meeting which shall at least contain the information as stipulated in the Notifications on Connected Transaction; and
- d) To hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest.

3.2.6. Nature and Extent of Interests of the Connected Persons in respect of Entering into Transaction 1

NSTH has the same major shareholder as the Company which is NSC where NSC directly holds 10.24% of the Company's paid-up capital and indirectly, through ACO I, holds 49.99% of the Company's paid-up capital.

3.2.7. Plan after Receipt of Financial Support

The Company will get a secured loan from NSTH amounting to THB 600.00 million. The Company has a policy to use such money in case of emergencies where the Company has a balance in its account of less than zero.

3.2.8. Expected Benefits of Financial Support Transaction

The Company has access to an unsecured loan from NSTH in the amount of THB 600.00 million. The Company has a policy of using such amount of money only in the case of emergency when the Company's account balance is less than zero. If such an event occurs and the Company does not have this Cash Management Service Agreement, the Company will have severe liquidity problems, which will result in default on payment of goods and services, including debts, leading to a cross default with financial institutions and disruption of the Company's business operations. By entering into Transaction 1, the Company will have the necessary cash if the account balance is less than zero, which can help the Company continue its operations.

3.2.9. Conditions of the Transaction

Entering into this Transaction is considered as a large connected transaction according to the Notification on Connected Transaction. Therefore, the Company shall have duties to hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the

meeting and having the right to vote excluding the vote of shareholders with interest and prepare and disclose an information memorandum on such transaction.

3.2.10. Timeline for Entering into Transaction 1

Action	Estimated schedule ^{1/}
Request for approval of the Transaction from the Company's shareholder meeting	April 25, 2025
Execution and signing of the Cash Management Service Agreement.	Within April 2025
Disbursement of funds according to the Cash Management Service Agreement.	Only when the Company's account balance is less than zero within the tenor of the agreement from 1 May 2025 to 30 April 2026.

Source: The Company

Remark: 1/ The aforementioned schedule is an initial estimate and subject to change.

3.2.11. Directors Having an Interest and Not Entitled to Vote

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Mr. Bantoon Juichareern and Mr. Yasuo Muraoka are considered as interested and/or connected directors. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgement of other directors, those aforementioned directors abstained from voting in this matter and temporarily left the Meeting during voting session.

Director	Conflict of interests
1. Mr. Hideki Ogawa	Executive of NSC
2. Mr. Hisato Ishizaki	Executive of NSC
3. Mr. Bantoon Juichareern	Chairman of NSTH
4. Mr. Nobuo Okochi	Executive of NSC
5. Mr. Yasuo Muraoka	Executive of NSC

3.2.12. Shareholders Having an Interest and Not Entitled to Vote in This Agenda in the Annual General Meeting 2025

The shareholders who have interests are NSC, which directly holds 10.24% of the Company's paid-up capital and ACO I, a subsidiary of NSC, who holds 49.99% of the Company's paid-up capital. They are considered as interested and/or connected shareholders and shall have no rights to vote in the Company's shareholders meeting in this agenda (based on the latest closing register as of December 31, 2024).

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited ⁽¹⁾	14,461,489,473	49.99
Nippon Steel Corporation ⁽²⁾	2,963,182,785	10.24
Total	17,424,672,258	60.23

Remarks:

- (1) ASIA CREDIT OPPORTUNITIES I (MAURITIUS) LIMITED is 100% held by NIPPON STEEL CORPORATION
- (2) The list of top 10 shareholders of NIPPON STEEL CORPORATION as of 30 September 2043 is as follows:

No.	Name	Number of Shares	Shareholding ratio
1.	The Master Trust Bank of Japan, Ltd. (Trust Account)	142,024	13.6
2.	Custody Bank of Japan, Ltd. (Trust Account)	49,933	4.8
3.	Nippon Life Insurance Company	19,179	1.8
4.	State Street Bank West Client – Treaty 505234	17,527	1.7
5.	Nomura Securities Co., Ltd.	14,563	1.4
6.	Meiji Yasuda Life Insurance Company	13,712	1.3
7.	JPMorgan Securities Japan Co., Ltd.	12,610	1.2
8.	Nippon Steel Group Employees Shareholding Association	12,471	1.2
9.	JP MORGAN CHASE BANK 385781	11,542	1.1
10.	Mizuho Bank, Ltd.	11,046	1.1

Note: The percentage of ownership is calculated based on the total number of shares issued excluding treasury stocks

3.2.13. Opinion of the Board of Directors regarding Entering into Transaction

The Board of Director has considered the reasons and necessity of the Transaction and unanimously resolved that the receipt of financial support is reasonable and will eventually benefit the financial status of the Company. Thus, the Board of Directors have resolved to approve the Company to propose to the shareholders' meeting to consider and approve the financial support transaction by renewing the Cash Management Service Agreement with NSTH for an amount not exceeding THB 600 million during a period from May 1, 2025 and April 30, 2026 and interest rate at Policy Interest Rate currently at 2.00% + 0.40% margin, totaling 2.40% per year (the Policy Interest Rate currently at 2.00% per year as of February 26, 2025). The Board of Directors expects that given the Company's current financial status, it may be difficult for the Company to obtain a lower interest rate for entering into such transaction with an external party. Furthermore, such transaction is a policy of NSC, the parent company, so that the Company can borrow money in an emergency when the Company has a balance in the account less than zero.

3.2.14. Opinion of the Audit Committee and/or the Directors which is different from the Opinion of the Company's Board of Directors.

-None-

3.3. Entering into the Connected Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

3.3.1. Objective and Background of Entering into Transaction 2

Convert US dollar debt under the Debt Amendment Agreement and Debt Restructuring Agreement into THB, referring to the exchange rate of THB 33.9189 per USD as of March 10, 2025 (Source: BOT) and adjust the interest rate from the Secured Overnight Financing Rate ("SOFR") + 2.10% per year to an interest rate of the Policy Interest Rate + a maximum margin of 2.50%, totaling 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025) and change the interest payment date to every 6 months.

3.3.2. Date of the Transaction

May 1, 2025.

3.3.3. Related Parties and Relationship with the Company and Connected Person of the Company

Relationship details as shown in Clause 3.1

Finance receiver : G Steel Public Company Limited (GSTEEL)

Finance supporter : Asia Credit Opportunities I (Mauritius) Limited (ACO I)

Relationship : ACO I is a major shareholder of the Company, holds 49.99% of the Company's paid-up capital.

3.3.4. General Characteristics of the Transaction

The Company will restructure the USD Debts to ACO I by converting into Thai Baht with an interest rate to be at the policy interest rate of the Bank of Thailand ("Policy Interest Rate") + maximum 2.50% margin, totaling 4.50% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025), and changed interest payment schedule to be payable every 6 months for the Debt Amendment Agreement and Debt Restructuring Agreement with ACO I.

However, this debt restructuring is a short-term plan to increase the Company's liquidity and reduce the chances of default, which may result in the Company's business interruption. As of December 31, 2024, the Company has interest-bearing debts totaling THB 7,308.69 million in outstanding principal, with the debt for this Transaction accounting for 1.61 percent, as follows:

Loan Description	Outstanding (THB Million)	% of total interest- bearing debt	Due date
Short-term borrowings from financial institutions	1,400.00	19.16	
BAY	420.00	5.75	Revolving Fund
MHCB	490.00	6.70	Revolving Fund
SMBC	490.00	6.70	Revolving Fund
Other payables and accrued expenses	535.50	7.33	
ACO I (USD)	117.40	1.61	November 28, 2028 (the Transaction)
ACO I (THB) - Metal Inter	87.37	1.20	December 1, 2025
Other payables and accrued expenses - Others	330.73	4.53	-
Liabilities from terminated rehabilitation plan and compromise	489.73	6.70	
Mahachai	324.61	4.44	December 1, 2025
SUPERIOR OVERSEA	103.34	1.41	December 1, 2029
Liabilities from terminated rehabilitation plan and compromise - Others ^{1/}	61.78	0.85	Loan with no creditor claiming the debt
Short-term borrowings from related party	3,100.00	42.42	
NSTH THB 2,700 million	2,700.00	36.94	July 28, 2026
NSTH (CMS)	400.00	5.47	April 30, 2025
Long-term borrowing from related party	1,253.78	17.15	
ACO I (THB) - Nirum	168.78	2.31	December 1, 2025
NSTH THB 1,600 million	1,085.00	14.85	December 31, 2029
Debenture	529.69	7.25	
BOND-70 ^{2/}	218.11	2.98	Loan with no creditor claiming the debt

Loan Description	Outstanding (THB Million)	% of total interest- bearing debt	Due date
BOND-100 ^{2/}	311.58	4.26	Loan with no creditor claiming the debt
Total	7,308.69	100.00	

Remarks: 1/ As of December 31, 2024, the Company had liabilities from terminated rehabilitation plan and compromise in the amount of THB 61.78 million, which were loans with no creditors claiming the debt. If creditors claim debts, the Company will negotiate debt restructuring with the creditors based on the Company's available cashflows.

2/ As of December 31, 2024, the Company had debenture in the amount of THB 529.69 million, which were loans with no creditors claiming the debt. If creditors claim these debts, the Company will negotiate debt restructuring with the creditors based on the Company's available cashflows.

In the future, the Company expects that if the Company's business gradually improves, the Company may be able to use cash from operations and/or the Company may be able to refinance the existing loan by using a new loan from a commercial bank. However, if at that time the Company is unable to obtain additional loan from a commercial bank on terms that are favorable to the Company, the Company may need to negotiate a new loan agreement with each creditor or restructure these loans.

Key Terms of the Debt Restructuring Agreement for ACO I (USD) Between ACO I and The Company

Key Terms	Current ACO I (USD) Agreement	Draft ACO I (USD) Debt Restructuring Agreement
Borrower	GSTEEL	GSTEEL
Lender	ACO I	ACO I
Loan Type	Unsecured loan	Unsecured loan
Loan Currency	USD	THB
Loan Period	November 28, 2019 – November 28, 2028	May 1, 2025 – November 28, 2028
Loan Amount	Debt from debt restructuring, total outstanding balance of USD 3.44 million	Debt from debt restructuring, total outstanding balance of USD 3.44 million or equivalent to THB 116.57 million, referring to the exchange rate of THB 33.9189 per USD as of March 10, 2025 (Source: BOT)
Interest Rate	Interest rate: SOFR + 2.10% per year, totaling 6.40% per year as of March 14, 2025.	The Policy Interest Rate + a maximum margin of 2.50%, totaling 4.50% per year as of March 14, 2025.
Prepayment Fee	None	None
Covenants	None	None
Collateral	None	None
Principal Repayment	Pay in one lump sum on the maturity date	Pay in one lump sum on the maturity date
Interest Payment	Every quarter	Every half year

Source: The Company

Remark: 1/ All other key terms and conditions will be same as per Current ACO I (USD) Agreement.

In proposing for approval of the Transaction to the shareholders' meeting, the Company deems it appropriate to propose to the shareholders' meeting to authorize the Board of Directors of the Company to take the following actions:

- 1) to sign agreements and/or financial support documents and other relevant financial documents, any agreements and/or amendments as well as to approve the fees, expenses and taxes associated with the execution of such agreements and/or documents.
- 2) Such authorization shall cover only non-material changes that will not adversely affect the Company and its shareholders.

3.3.5. Type and Size of the Transaction and Transaction Size Calculation

The Company will restructure its USD debt to ACO I by converting the debt into THB, with an interest rate of the Policy Interest Rate + a maximum margin of 2.50%. Considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (USD) will be 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025) and change the interest payment date to every 6 months under the Debt Restructuring Agreement with ACO I.

The total value of consideration consists of interest on the remaining principal amount of USD 3.44 million or approximately THB 116.57 million (based on the exchange rate of THB 33.9189 per USD as of March 10, 2025 (Source: BOT)), whereby the total value of consideration is calculated based on the maximum interest rate according to the agreement period, which is approximately THB 19.05 million. The Policy Interest Rate may increase or decrease in the future. The calculation of the transaction size is prepared as an example for shareholders' consideration only.

This transaction is a transaction to receive financial support from a related person, with a transaction size of 11.37% of the Company's net tangible assets (the Company's net tangible assets According to the latest audited consolidated financial statements as of December 31, 2025, it is equal to THB 167.52 million)

By calculating the transaction size according to the criteria for connected transactions, the details are as follows.

The Company's Financial Information

(Consolidated financial statements of the company ending on December 31, 2024)

Description	(Unit: THB Million)
Total Asset (1)	8,398.67
Non-Tangible Asset (2) ^{1/}	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
Net Tangible Asset (NTA = (1) – (2) – (3) – (4))	167.52
Net profit (loss) attributable to shareholders of the parent company (last 4 quarters)	(1,755.47)

Remark: 1/ Intangible assets include other intangible assets.

Source: The Company

Details of the calculation of the size of the connected transaction

Calculation formula	Calculation details	Transaction size
Value of consideration / NTA of the Company	= THB 19.05 million / THB 167.52 million	11.37%

Source: The Company

When combined with the size of related transactions during the past 6 months before the date the Board of Directors resolved to approve this Transaction, the total transaction size will be equal to 103.57% of the Company's NTA. The details are as follows:

No.	Connected Transaction of the Company	Transaction's value	Transaction size according to the Notification on Connected Transaction	Date of the Board of Directors' Resolution
		THB	%	
1	Financial Support from ACO I	1.58	0.15	November 8, 2024
2	Increase in Credit Line and Extension of Cash Management Service Agreement	3.35	0.33	November 8, 2024
3	Business Support from GJS	9.48	0.92	January 31, 2025
4	Short-term Loan from NSTH	8.33	0.81	February 26, 2025
Total transactions during the past 6 months			2.21	
5	Renewal of Cash Management Service Agreement ^{1/}	14.40	8.60	March 14, 2025
6	Financial Support from ACO I ^{2/} (ACO I (USD))	19.05	11.37	March 14, 2025
7	Financial Support from ACO I ^{3/} (ACO I (THB))	23.85	14.24	March 14, 2025
8	Using the skin pass machine service of GJS ^{4/}	112.50	67.16	March 14, 2025
	This Transaction (Transaction 1 - 4)	169.80	101.36	March 14, 2025
Total size of Transaction 1 – 4 and transactions during the past 6 months			103.57	

Remark: 1/ Transaction 1 (Renewal of Cash Management Service Agreement with NSTH)

2/ Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

3/ Transaction 3 (Entering into Debt Restructuring Agreement for ACO I (THB) with ACO I)

4/ Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

With a total transaction size of more than 3% of the Company's NTA, making it a large related party transaction. Therefore, the Company is required to take various actions in accordance with the criteria of the Notification on Connected Transaction, as follows:

- To prepare and disclose the information memorandum regarding the Transaction to the SET pursuant to the Notifications on Connected Transaction immediately;
- To appoint the IFA to provide opinion on the Transaction pursuant to the Notifications on Connected Transaction and submit such opinion to shareholders.
In this regard, the Company has appointed DM, which is a financial advisor approved by the SEC to act as an IFA to provide opinion to shareholders for Transaction;
- To send a notice of the shareholders' meeting to shareholders no less than 14 days prior to the date of the shareholders' meeting which shall at least contain the information as stipulated in the Notifications on Connected Transaction; and

- d) To hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest.

3.3.6. Nature and Extent of Interests of the Connected Persons in respect of Entering into Transaction 2

ACO I is a major shareholder of the Company, holds 49.99% of the Company's paid-up capital.

3.3.7. Plan after Receipt of Financial Support

The Company will be able to restructure its debts by 1) reducing the interest rate payable to ACO I, 2) reducing exchange rate risk as almost all of the Company's revenue is in Thai baht, and 3) increasing the interest payment period from 3 months to 6 months, which should improve the Company's financial position.

3.3.8. Expected Benefits of Financial Support Transaction

The Company can restructure its debt with ACO I, which will increase the Company's liquidity and reduce the chances of default, which may result in the Company's business interruption.

3.3.9. Conditions of the Transaction

Entering into this Transaction is considered as a large connected transaction according to the Notification on Connected Transaction. Therefore, the Company shall have duties to hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest and prepare and disclose an information memorandum on such transaction.

3.3.10. Timeline for Entering into Transaction 2

Action	Estimated schedule ^{1/}
Request for approval of the Transaction from the Company's shareholder meeting	April 25, 2025
Execution and signing of the Debt Restructuring Agreement for ACO I (USD).	Within April 2025

Source: The Company

Remark: 1/ The aforementioned schedule is an initial estimate and subject to change.

3.3.11. Directors Having an Interest and Not Entitled to Vote

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Mr. Bantoon Juichareern, Mr. Nobuo Okochi, and Mr. Yasuo Muraoka are considered as interested and/or connected directors. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgement of other directors, those aforementioned directors abstained from voting in this matter and temporarily left the Meeting during voting session.

Director	Conflict of interests
1. Mr. Hideki Ogawa	Executive of NSC

Director	Conflict of interests
2. Mr. Hisato Ishizaki	Executive of NSC
3. Mr. Bantoon Juicharearn	Executive of the subsidiary of NSC
4. Mr. Nobuo Okochi	Executive of NSC
5. Mr. Yasuo Muraoka	Executive of NSC

3.3.12. Shareholders Having an Interest and Not Entitled to Vote in This Agenda in the Annual General Meeting 2025

Shareholders who having an interest are ACO I, which holds 49.99% of the Company's total issued shares, and NSC, which is a shareholder of the Company and ACO I, holding 10.24% of the Company's total issued shares, which are considered interested shareholders and have no right to vote in the Company's shareholders' meeting (data from the list of shareholders of the Company as of the closing date of the shareholder register on December 30, 2024).

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited ⁽¹⁾	14,461,489,473	49.99
Nippon Steel Corporation ⁽²⁾	2,963,182,785	10.24
Total	17,424,672,258	60.23

Remarks:

- (1) ASIA CREDIT OPPORTUNITIES I (MAURITIUS) LIMITED is 100% held by NIPPON STEEL CORPORATION
- (2) The list of top 10 shareholders of NIPPON STEEL CORPORATION as of 30 September 2023 is as follows:

No.	Name	Number of Shares	Shareholding ratio
1.	The Master Trust Bank of Japan, Ltd. (Trust Account)	142,024	13.6
2.	Custody Bank of Japan, Ltd. (Trust Account)	49,933	4.8
3.	Nippon Life Insurance Company	19,179	1.8
4.	State Street Bank West Client – Treaty 505234	17,527	1.7
5.	Nomura Securities Co., Ltd.	14,563	1.4
6.	Meiji Yasuda Life Insurance Company	13,712	1.3
7.	JPMorgan Securities Japan Co., Ltd.	12,610	1.2
8.	Nippon Steel Group Employees Shareholding Association	12,471	1.2
9.	JP MORGAN CHASE BANK 385781	11,542	1.1
10.	Mizuho Bank, Ltd.	11,046	1.1

Note: The percentage of ownership is calculated based on the total number of shares issued excluding treasury stocks

3.3.13. Opinion of the Board of Directors regarding Entering into Financial Support Transaction

The Board of Directors has considered the reason and necessity of the Transaction and unanimously resolved that the receipt of financial support is reasonable and will eventually benefit the operation of the Company. The Board of Directors viewed that the restructuring of USD Debts to ACO I is necessary and can eliminate foreign exchange rate risk with an interest saving of THB 8.21 million from the change in interest rate. Thus, the Board of Directors has resolved to approve the Company to propose to the shareholders' meeting to consider and approve a financial support transaction by restructuring of USD Debt to ACO I to convert into THB with interest rate to be at the Policy Interest Rate of BOT +

maximum 2.50% margin, totaling 4.50% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025), and change interest payment schedule to be payable every 6 months.

3.3.14. Opinion of the Audit Committee and/or the Directors which is different from the Opinion of the Company's Board of Directors.

-None-

3.4. Entering into the Connected Transaction 3 (Debt Restructuring Agreement of ACO I (THB) with ACO I)

3.4.1. Objective and Background of Entering into Transaction 3

The Company will restructure the THB Debts to ACO I by extending the maturity date for 1 year with a bullet repayment at maturity on 1 December 2026 and adjust the interest rate from 6.00% per year to be at Policy Interest Rate + maximum 2.50% margin, totaling 4.50% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025) and changed interest payment schedule to be payable every 6 months for the Debt Restructuring Agreements with ACO I.

However, this debt restructuring is a short-term plan to increase the Company's liquidity and reduce the chances of default, which may result in the Company's business interruption. As of December 31, 2024, the Company has interest-bearing debts totaling THB 7,308.69 million in outstanding principal, with the debt for this Transaction accounting for 3.50 percent, as follows:

Loan Description	Outstanding (THB Million)	% of total interest- bearing debt	Due date
Short-term borrowings from financial institutions	1,400.00	19.16	
BAY	420.00	5.75	Revolving Fund
MHCB	490.00	6.70	Revolving Fund
SMBC	490.00	6.70	Revolving Fund
Other payables and accrued expenses	535.50	7.33	
ACO I (USD)	117.40	1.61	November 28, 2028
ACO I (THB) - Metal Inter	87.37	1.20	December 1, 2025 (the Transaction)
Other payables and accrued expenses - Others	330.73	4.53	-
Liabilities from terminated rehabilitation plan and compromise	489.73	6.70	
Mahachai	324.61	4.44	December 1, 2025
SUPERIOR OVERSEA	103.34	1.41	December 1, 2029
Liabilities from terminated rehabilitation plan and compromise - Others ^{1/}	61.78	0.85	Loan with no creditor claiming the debt
Short-term borrowings from related party	3,100.00	42.42	
NSTH THB 2,700 million	2,700.00	36.94	July 28, 2026
NSTH (CMS)	400.00	5.47	April 30, 2025
Long-term borrowing from related party	1,253.78	17.15	
ACO I (THB) - Nirum	168.78	2.31	December 1, 2025 (the Transaction)
NSTH THB 1,600 million	1,085.00	14.85	December 31, 2029
Debenture	529.69	7.25	
BOND-70 ^{2/}	218.11	2.98	Loan with no creditor claiming the debt
BOND-100 ^{2/}	311.58	4.26	Loan with no creditor claiming the debt
Total	7,308.69	100.00	

Remarks: 1/ As of December 31, 2024, the Company had liabilities from terminated rehabilitation plan and compromise in the amount of THB 61.78 million, which were loans with no creditors claiming the debt. If creditors claim debts, the Company will negotiate debt restructuring with the creditors based on the Company's available cashflows.

2/ As of December 31, 2024, the Company had debenture in the amount of THB 529.69 million, which were loans with no creditors claiming the debt. If creditors claim these debts, the Company will negotiate debt restructuring with the creditors based on the Company's available cashflows.

In the future, the Company expects that if the Company's business gradually improves, the Company may be able to use cash from operations and/or the Company may be able to refinance the existing loan by using a new loan from a commercial bank. However, if at that time the Company is unable to obtain additional loan from a commercial bank on terms that are favorable to the Company, the Company may need to negotiate a new loan agreement with each creditor or restructure these loans.

3.4.2. Date of the Transaction

May 1, 2025.

3.4.3. Related Parties and Relationship with the Company and Connected Person of the Company

Relationship details as shown in Clause 3.1

Finance receiver : G Steel Public Company Limited (GSTEEL)

Finance supporter : Asia Credit Opportunities I (Mauritius) Limited (ACO I)

Relationship : ACO I is a major shareholder of the Company, holds 49.99% of the Company's paid-up capital.

3.4.4. General Characteristics of the Transaction

The Company will restructure its THB debt to ACO I by extending the due date by 1 year, including a single payment of outstanding amount on the due date of December 1, 2026, with an interest rate of the Policy Interest Rate + maximum 2.50% margin. Considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (THB) will be 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025) and change the interest payment date to every 6 months under the debt restructuring agreement with ACO I.

Key Terms of the Debt Restructuring Agreement for ACO I (THB) Between ACO I and The Company

Key Terms	Current ACO I (THB) Agreement	Draft Debt Restructuring Agreement for ACO I (THB)
Borrower	GSTEEL	GSTEEL
Lender	ACO I	ACO I
Loan Type	Secured loan	Secured loan
Loan Currency	THB	THB
Loan Period	March 1, 2020 – December 1, 2025	May 1, 2025 – December 1, 2026
Loan Amount	Debt from debt restructuring	Debt from debt restructuring

Key Terms	Current ACO I (THB) Agreement	Draft Debt Restructuring Agreement for ACO I (THB)
Interest Rate	Fixed interest rate of 6.00% per year	The Policy Interest Rate + maximum 2.50% margin, totaling 4.50% per year as of March 14, 2025.
Prepayment Fee	None	None
Covenants	None	None
Collateral	ACO I (Nirum): 1,100 million shares of GJS ACO I (Metal Inter): None	ACO I (Nirum): 1,100 million shares of GJS ACO I (Metal Inter): None
Principal Repayment	Repayment as planned	Pay in one lump sum on the maturity date
Interest Payment	Repayment as planned	Every half year

Source: The Company

Remark: 1/ All other key terms and conditions will be same as per Current ACO I (THB) Agreement.

In proposing for approval of the Transaction to the shareholders' meeting, the Company deems it appropriate to propose to the shareholders' meeting to authorize the Board of Directors of the Company to take the following actions:

- 1) to sign agreements and/or financial support documents and other relevant financial documents, any agreements and/or amendments as well as to approve the fees, expenses and taxes associated with the execution of such agreements and/or documents.
- 2) Such authorization shall cover only non-material changes that will not adversely affect the Company and its shareholders.

3.4.5. Type and Size of the Transaction and Transaction Size Calculation

The Company will restructure its THB debt to ACO I by extending the due date by 1 year, including a single payment of outstanding amount on the due date of December 1, 2026, with an interest rate of Policy Interest Rate + maximum 2.50% margin. Considering the Policy Interest Rate in February 2025, the interest rate for receiving financial support for the Debt Restructuring Agreement for ACO I (THB) will be 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025) and change the interest payment date to every 6 months under the debt restructuring agreement with ACO I.

The total value of consideration includes interest on the remaining outstanding amount of THB 329.53 million, whereby the total value of consideration is calculated based on the maximum interest rate according to the agreement period, which is approximately THB 23.85 million. The Policy Interest Rate may increase or decrease in the future, the calculation of the transaction size is prepared as an example for shareholders' consideration only.

This transaction is a transaction to receive financial support from a related person, with a transaction size of 14.24% of the Company's NTA (the Company's NTA according to the latest audited consolidated financial statements as of December 31, 2025, it is equal to THB 167.52 million)

By calculating the transaction size according to the criteria for connected transactions, the details are as follows.

The Company's Financial Information

(Consolidated financial statements of the company ending on December 31, 2024)

Description	(Unit: THB Million)
Total Asset (1)	8,398.67
Non-Tangible Asset (2) ^{1/}	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
Net Tangible Asset (NTA = (1) – (2) – (3) – (4))	167.52
Net profit (loss) attributable to shareholders of the parent company (last 4 quarters)	(1,755.47)

Remark: 1/ Intangible assets include other intangible assets.

Source: The Company

Details of the calculation of the size of the connected transaction

Calculation formula	Calculation details	Transaction size
Value of consideration / NTA of the Company	= THB 23.85 million / THB 167.52 million	14.24%

Source: The Company

When combined with the size of related transactions during the past 6 months before the date the Board of Directors resolved to approve this Transaction, the total transaction size will be equal to 103.57% of the Company's NTA. The details are as follows:

No.	Connected Transaction of the Company	Transaction's value	Transaction size according to the Notification on Connected Transaction	Date of the Board of Directors' Resolution
		THB	%	
1	Financial Support from ACO I	1.58	0.15	November 8, 2024
2	Increase in Credit Line and Extension of Cash Management Service Agreement	3.35	0.33	November 8, 2024
3	Business Support from GJS	9.48	0.92	January 31, 2025
4	Short-term Loan from NSTH	8.33	0.81	February 26, 2025
Total transactions during the past 6 months			2.21	
5	Renewal of Cash Management Service Agreement ^{1/}	14.40	8.60	March 14, 2025
6	Financial Support from ACO I ^{2/} (ACO I (USD))	19.05	11.37	March 14, 2025
7	Financial Support from ACO I ^{3/} (ACO I (THB))	23.85	14.24	March 14, 2025
8	Using the skin pass machine service of GJS ^{4/}	112.50	67.16	March 14, 2025
	This Transaction (Transaction 1 - 4)	169.80	101.36	March 14, 2025
Total size of Transaction 1 – 4 and transactions during the past 6 months			103.57	

Remark: 1/ Transaction 1 (Renewal of Cash Management Service Agreement with NSTH)

2/ Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

3/ Transaction 3 (Entering into Debt Restructuring Agreement for ACO I (THB) with ACO I)

4/ Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

With a total transaction size of more than 3% of the Company's NTA, making it a large related party transaction. Therefore, the Company is required to take various actions in accordance with the criteria of the Notification on Connected Transaction, as follows:

- a) To prepare and disclose the information memorandum regarding the Transaction to the SET pursuant to the Notifications on Connected Transaction immediately;
- b) To appoint the IFA to provide opinion on the Transaction pursuant to the Notifications on Connected Transaction and submit such opinion to shareholders.

In this regard, the Company has appointed DM, which is a financial advisor approved by the SEC to act as an IFA to provide opinion to shareholders for Transaction;

- c) To send a notice of the shareholders' meeting to shareholders no less than 14 days prior to the date of the shareholders' meeting which shall at least contain the information as stipulated in the Notifications on Connected Transaction; and
- d) To hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest.

3.4.6. Nature and Extent of Interests of the Connected Persons in respect of Entering into the Transaction

ACO I is a major shareholder of the Company, holds 49.99% of the Company's paid-up capital.

3.4.7. Plan after Receipt of Financial Support

The Company will be able to restructure its debts by 1) reducing the interest rate payable to ACO I, 2) extend the debt payment period for another year, and 3) increasing the interest payment period from 3 months to 6 months, which should improve the Company's financial position.

3.4.8. Expected Benefits of Financial Support Transaction

The Company can restructure its debt with ACO I, which will increase the Company's liquidity and reduce the chances of default, which may result in the Company's business interruption.

3.4.9. Conditions of the Transaction

Entering into this Transaction is considered as a large connected transaction according to the Notification on Connected Transaction. Therefore, the Company shall have duties to hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest and prepare and disclose an information memorandum on such transaction.

3.4.10. Timeline for Entering into Transaction 3

Action	Estimated schedule ^{1/}
Request for approval of the Transaction from the Company's shareholder meeting	April 25, 2025
Execution and signing of the Debt Restructuring Agreement for ACO I (THB)	Within April 2025

Source: The Company

Remark: 1/ The aforementioned schedule is an initial estimate and subject to change.

3.4.11. Directors Having an Interest and Not Entitled to Vote

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Mr. Bantoon Juichareern and Mr. Yasuo Muraoka are considered as interested and/or connected directors. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgement of other directors, those aforementioned directors abstained from voting in this matter and temporarily left the Meeting during voting session.

Director	Conflict of interests
1. Mr. Hideki Ogawa	Executive of NSC
2. Mr. Hisato Ishizaki	Executive of NSC
3. Mr. Bantoon Juichareern	Executive of the subsidiary of NSC
4. Mr. Nobuo Okochi	Executive of NSC
5. Mr. Yasuo Muraoka	Executive of NSC

3.4.12. Shareholders Having an Interest and Not Entitled to Vote in This Agenda in the Annual General Meeting 2025

Shareholders who having an interest are ACO I, which holds 49.99% of the Company's total issued shares, and NSC, which is a shareholder of the Company and ACO I, holding 10.24% of the Company's total issued shares, which are considered interested shareholders and have no right to vote in the Company's shareholders' meeting (data from the list of shareholders of the Company as of the closing date of the shareholder register on December 30, 2024).

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited ⁽¹⁾	14,461,489,473	49.99
Nippon Steel Corporation ⁽²⁾	2,963,182,785	10.24
Total	17,424,672,258	60.23

Remarks:

(1) ASIA CREDIT OPPORTUNITIES I (MAURITIUS) LIMITED is 100% held by NIPPON STEEL CORPORATION

(2) The list of top 10 shareholders of NIPPON STEEL CORPORATION as of 30 September 2023 is as follows:

No.	Name	Number of Shares	Shareholding ratio
1.	The Master Trust Bank of Japan, Ltd. (Trust Account)	142,024	13.6
2.	Custody Bank of Japan, Ltd. (Trust Account)	49,933	4.8
3.	Nippon Life Insurance Company	19,179	1.8
4.	State Street Bank West Client – Treaty 505234	17,527	1.7

No.	Name	Number of Shares	Shareholding ratio
5.	Nomura Securities Co., Ltd.	14,563	1.4
6.	Meiji Yasuda Life Insurance Company	13,712	1.3
7.	JPMorgan Securities Japan Co., Ltd.	12,610	1.2
8.	Nippon Steel Group Employees Shareholding Association	12,471	1.2
9.	JP MORGAN CHASE BANK 385781	11,542	1.1
10.	Mizuho Bank, Ltd.	11,046	1.1

Note: The percentage of ownership is calculated based on the total number of shares issued excluding treasury stocks

3.4.13. Opinion of the Board of Directors regarding Entering into Financial Support Transaction

The Board of Directors has considered the reason and necessity of the Transaction and unanimously resolved that the receipt of financial support is reasonable and will eventually benefit the operation of the Company. The Board of Directors viewed that the restructuring of the THB Debt to ACO I is necessary and will benefit the Company's cash flow situation, the change in interest rates will also give an interest saving of THB 13.05 million. Thus, the Board of Directors have resolved the Company to proposal to the shareholders' meeting to consider and approve a financial support transaction by restructuring the THB Debt to ACO I by extending for 1 year with a bullet repayment at maturity on December 1, 2026, interest rate to be at the Policy Interest Rate + maximum 2.50% margin, totaling 4.50% per year (the Policy Interest Rate equal to 2.00% per year as of February 26, 2025), and changed interest payment schedule to be payable every 6 months.

3.4.14. Opinion of the Audit Committee and/or the Directors which is different from the Opinion of the Company's Board of Directors.

-None-

3.5. Entering into Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

3.5.1. Objective and Background of Entering into Transaction 4

To use efficient skin pass machines for rolling hot rolled coil of the company, to improve the quality of hot rolled coil, reduce customer complaints, and reduce production losses.

3.5.2. Date of the Transaction

The Company will utilize the service until July 2026.

3.5.3. Related Parties and Relationship with the Company and Connected Person of the Company

Relationship details as shown in Clause 3.1

Finance receiver	:	G Steel Public Company Limited (GSTEEL)
Finance supporter	:	G J Steel Public Company Limited
Relationship	:	GJS is a company with the same major shareholder as the Company, namely NSC, which directly holds 10.24% of the Company's paid-up capital and indirectly holds 49.99% of the Company's paid-up capital through Asia Credit Opportunities I (Mauritius) Limited.

3.5.4. General Characteristics of the Transaction

The Company will use GJS's Skin Pass service to use efficient flat rolling machines to roll hot rolled coils (HRC) of the Company in order to improve the quality of HRC, reduce customer complaints, reduce production losses, etc. The Company will send no more than 250,000 tons of HRC to the Skin Pass process at GJS until July 2026 because the Company's Skin Pass machine is less efficient than GJS's Skin Pass machine. To solve this problem, on June 19, 2024, the Board of Directors' meeting resolved to approve the purchase of a new Skin Pass machine, with financial support from NSTH through a secured loan agreement of THB 1,600 million. The purchase of the new Skin Pass machine has a total value of THB 1,000 million, or the highest transaction size of 11.86 percent according to the total value of consideration criteria, which is not required to be notified to the Stock Exchange of Thailand. As of March 14, 2025, GSTEEL's new Skin Pass machine is in the procurement process. The Company expects the new Skin Pass machine to be ready for use by the second quarter of 2026. The plan includes a period for testing the machine. The Company has estimated the maximum production volume that it will require GJS services to not exceed 250,000 tons. Therefore, the Company does not expect to renew the Skin Pass service agreement after the expiration date of the agreement on July 31, 2026.

The service fee will be calculated based on the actual production cost of the GJS's Skin Pass machines (such as electricity costs, maintenance costs, labor costs, depreciation of machinery and buildings, and storage costs, etc.) in the previous quarter plus 5 percent, with the maximum service fee being 450 baht/ton. The Company will pay the service fee in cash within 30 days after the Company delivers the goods to the customer.

The Company expects that using GJS's Skin Pass machine will help reduce the Company's production cost due to the reduced loss rate compared to using the Company's own Skin Pass machine. It will also improve the quality of the products, resulting in the Company being able to sell the products at higher prices and greater customer satisfaction. However, the Company is unable to find other factories in the vicinity that can provide the same service. In addition, the Company urgently needs to hire GJS to use GJS's Skin Pass machine to improve the quality of HRC and increase the Company's sales.

Key Conditions of the draft Skin Pass Service Agreement Between GJS and The Company

Key Conditions	Draft Skin Pass Service Agreement ^{1/}
Type of service	Use efficient flat rolling machines to roll hot rolled coils to improve the quality of hot rolled coils
Amount of service	HRC not exceeding 250,000 tons
Duration	May 1, 2025 – July 31, 2026
Service fee	Calculated from the actual production cost of GJS flat rolling machines in the previous quarter plus 5 percent, which will be the maximum amount not exceeding THB 450 per ton. GSTEEL will pay the service fee in cash within 30 days after GSTEEL delivers the goods to the customer.
Other Terms and Conditions	1. Transportation Cost will be borne by GSTEEL 2. Yield Loss will be borne by GSTEEL

Source: The Company

Remark: 1/ The terms, conditions and other details of the Skin Pass Service Agreement will be considered by the executives of the Company in concluding the Skin Pass Service Agreement and there will be no other conditions other than the draft Skin Pass Service Agreement and other normal service conditions. Any changes to the conditions will be within the scope of the main conditions specified in the draft Skin Pass Service Agreement mentioned above. The Company's executives must review the Utilization of Skin Pass Machine to align with the Skin Pass Service Agreement. If the conditions of the Skin Pass Service Agreement change significantly to the extent that it will have a negative impact on the Company from the main conditions that the shareholders have approved this time, the Audit Committee will propose to the Board of Directors to call a shareholders' meeting to seek approval to enter into this Transaction again.

In proposing for approval of the Transaction to the shareholders' meeting, the Company deems it appropriate to propose to the shareholders' meeting to authorize the Board of Directors of the Company to take the following actions:

- 1) to sign agreements and/or financial support documents and other relevant documents, any agreements and/or amendments as well as to approve the fees, expenses and taxes associated with the execution of such agreements and/or documents.
- 2) Such authorization shall cover only non-material changes that will not adversely affect the Company and its shareholders.

3.5.5. Type and Size of the Transaction and Transaction Size Calculation

The Company will deliver no more than 250,000 tons of HRC to GJS for use of GJS's skin pass machines, with the service fee calculated based on the actual production cost of GJS's skin pass machines in the previous quarter plus 5 percent, which will be the maximum amount not exceeding THB 450/ton.

The total value of the consideration includes the service fee for all HRC to be performed, with a maximum service fee of THB 112,500,000.

Such transaction is a normal business support transaction without general trading conditions, with the transaction size representing 67.16% of the Company's NTA (the Company's NTA according to the Company's latest audited consolidated financial statements as of December 31, 2024 is THB 167.52 million).

By calculating the transaction size according to the criteria for connected transactions, the details are as follows.

The Company's Financial Information

(Consolidated financial statements of the company ending on December 31, 2024)

Description	(Unit: THB Million)
Total Asset (1)	8,398.67
Non-Tangible Asset (2) ^{1/}	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
Net Tangible Asset (NTA = (1) – (2) – (3) – (4))	167.52
Net profit (loss) attributable to shareholders of the parent company (last 4 quarters)	(1,755.47)

Remark: 1/ Intangible assets include other intangible assets.

Source: The Company

Details of the calculation of the size of the connected transaction

Calculation formula	Calculation details	Transaction size
Value of consideration / NTA of the Company	= THB 112.50 million / THB 167.52 million	67.16%

Source: The Company

When combined with the size of related transactions during the past 6 months before the date the Board of Directors resolved to approve this Transaction, the total transaction size will be equal to 103.57% of the Company's NTA. The details are as follows:

No.	Connected Transaction of the Company	Transaction's value	Transaction size according to the Notification on Connected Transaction	Date of the Board of Directors' Resolution
		THB	%	
1	Financial Support from ACO I	1.58	0.15	November 8, 2024
2	Increase in Credit Line and Extension of Cash Management Service Agreement	3.35	0.33	November 8, 2024
3	Business Support from GJS	9.48	0.92	January 31, 2025
4	Short-term Loan from NSTH	8.33	0.81	February 26, 2025
Total transactions during the past 6 months			2.21	
5	Renewal of Cash Management Service Agreement ^{1/}	14.40	8.60	March 14, 2025
6	Financial Support from ACO I ^{2/} (ACO I (USD))	19.05	11.37	March 14, 2025
7	Financial Support from ACO I ^{3/} (ACO I (THB))	23.85	14.24	March 14, 2025
8	Using the skin pass machine service of GJS ^{4/}	112.50	67.16	March 14, 2025
	This Transaction (Transaction 1 - 4)	169.80	101.36	March 14, 2025
Total size of Transaction 1 – 4 and transactions during the past 6 months			103.57	

Remark: 1/ Transaction 1 (Renewal of Cash Management Service Agreement with NSTH)

2/ Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

3/ Transaction 3 (Entering into Debt Restructuring Agreement for ACO I (THB) with ACO I)

4/ Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

With a total transaction size of more than 3% of the Company's NTA, making it a large related party transaction. Therefore, the Company is required to take various actions in accordance with the criteria of the Notification on Connected Transaction, as follows:

- To prepare and disclose the information memorandum regarding the Transaction to the SET pursuant to the Notifications on Connected Transaction immediately;
- To appoint the IFA to provide opinion on the Transaction pursuant to the Notifications on Connected Transaction and submit such opinion to shareholders.

In this regard, the Company has appointed DM, which is a financial advisor approved by the SEC to act as an IFA to provide opinion to shareholders for Transaction;

- c) To send a notice of the shareholders' meeting to shareholders no less than 14 days prior to the date of the shareholders' meeting which shall at least contain the information as stipulated in the Notifications on Connected Transaction; and
- d) To hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest.

3.5.6. Nature and Extent of Interests of the Connected Persons in respect of Entering into the Transaction 4

The interested shareholders are NSC, which directly holds 10.24% of the Company's total issued shares, ACO I (a subsidiary of NSC), which holds 49.99% of the Company's total issued shares, Khunying Pattama Leeswadtrakul, who directly and indirectly holds 2.05% of the Company's total issued shares, and directly and indirectly holds 0.32% of the Company's total issued shares in GJS, and holds executive positions in both the Company and GJS, and Superior Overseas (Thailand) Company Limited (a company in which Khunying Pattama Leeswadtrakul holds 67.40% of the Company's total issued shares), which holds 7.00% of the Company's total issued shares and 1.62% of the total issued shares in GJS, which are considered interested shareholders and have no right to vote in the Company's shareholders' meeting. (Information on the list of shareholders of the Company as of the closing date of the shareholder register on December 30, 2024)

3.5.7. Plans after Using The Skin Pass Machine and Expected Benefits from Using The Skin Pass Machine

The Company will send no more than 250,000 tons of HRC to GJS to use the efficient skin pass machine in order to improve the quality of hot rolled coils, reduce customer complaints, reduce production losses, etc., because the Company's skin pass machine is less efficient than GJS's skin pass machine. To solve this problem, the Company has ordered a new skin pass machine, which will be ready for operation in the second quarter of 2026.

3.5.8. Conditions of the Transaction

Entering into this Transaction is considered as a large connected transaction according to the Notification on Connected Transaction. Therefore, the Company shall have duties to hold the shareholders' meeting to approve the Transaction with the vote of not less than three-fourths of the total number of shares of the shareholders attending the meeting and having the right to vote excluding the vote of shareholders with interest and prepare and disclose an information memorandum on such transaction.

3.5.9. Timeline for Entering into the Transaction 4

Action	Estimated schedule ^{1/}
Request for approval of the Transaction from the Company's shareholder meeting	April 25, 2025
Execution and signing of the Skin Pass Service Agreement.	Within April 2025

Action	Estimated schedule ^{1/}
Start Utilization of Skin Pass Service.	Within May 2025

Source: The Company

Remark: 1/ The aforementioned schedule is an initial estimate and subject to change.

3.5.10. Directors Having an Interest and Not Entitled to Vote

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Khunying Patama Leeswadtrakul, and Mr. Bantoon Juicharearn are considered as interested and/or connected directors. Therefore, in order to ensure the transparency of voting procedures and to facilitate the independent judgement of other directors, those aforementioned directors abstained from voting in this matter and temporarily left the Meeting during voting session.

Director	Conflict of interests
1. Mr. Hideki Ogawa	Director and Executive of GJS
2. Mr. Hisato Ishizaki	Executive of NSC
3. Mr. Bantoon Juicharearn	Director of GJS
4. Mr. Nobuo Okochi	Executive of NSC
5. Mr. Yasuo Muraoka	Executive of NSC
6. Khunying Patama Leeswadtrakul	Executive of GJS

3.5.11. Shareholders Having an Interest and Not Entitled to Vote in This Agenda in the Annual General Meeting 2025

The interested shareholders are NSC, which directly holds 10.24% of the Company's total issued shares, ACO I (a subsidiary of NSC), which holds 49.99% of the Company's total issued shares, Khunying Pattama Leeswadtrakul, who directly and indirectly holds 2.05% of the Company's total issued shares, and directly and indirectly holds 0.32% of the Company's total issued shares in GJS, and holds executive positions in both the Company and GJS, and Superior Overseas (Thailand) Company Limited (a company in which Khunying Pattama Leeswadtrakul holds 67.40% of the Company's total issued shares), which holds 7.00% of the Company's total issued shares and 1.62% of the total issued shares in GJS, which are considered interested shareholders and have no right to vote in the Company's shareholders' meeting. (Information on the list of shareholders of the Company as of the closing date of the shareholder register on December 30, 2024)

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited ⁽¹⁾	14,461,489,473	49.99
Nippon Steel Corporation ⁽²⁾	2,963,182,785	10.24
2. Superior Overseas (Thailand) Company Limited ⁽³⁾	2,025,246,897	7.00
3. Khunying Patama Leeswadtrakul group	588,513,063	2.03
Khunying Patama Leeswadtrakul	403,412,980	1.39
Ms. Grace Leeswadtrakul	178,440,083	0.62
Ms. Suratiporn Leeswadtrakul	5,000,000	0.02
Mrs. Pathum Chiachuabsilp	1,580,000	0.01

Shareholder	Number of shares	Percent
Mr. Manit Chiachuabsilp	80,000	0.00
Total	20,038,432,218	69.27

Remarks:

(1) ASIA CREDIT OPPORTUNITIES I (MAURITIUS) LIMITED is 100% held by NIPPON STEEL CORPORATION

(2) The list of top 10 shareholders of NIPPON STEEL CORPORATION as of 30 September 2023 is as follows:

No.	Name	Number of Shares	Shareholding ratio
1.	The Master Trust Bank of Japan, Ltd. (Trust Account)	142,024	13.6
2.	Custody Bank of Japan, Ltd. (Trust Account)	49,933	4.8
3.	Nippon Life Insurance Company	19,179	1.8
4.	State Street Bank West Client – Treaty 505234	17,527	1.7
5.	Nomura Securities Co., Ltd.	14,563	1.4
6.	Meiji Yasuda Life Insurance Company	13,712	1.3
7.	JPMorgan Securities Japan Co., Ltd.	12,610	1.2
8.	Nippon Steel Group Employees Shareholding Association	12,471	1.2
9.	JP MORGAN CHASE BANK 385781	11,542	1.1
10.	Mizuho Bank, Ltd.	11,046	1.1

Note: The percentage of ownership is calculated based on the total number of shares issued excluding treasury stocks

(3) Name of shareholders of SUPERIOR OVERSEAS (THAILAND) CO., LTD. as of 17 June 2024

No.	Name	Shares	% of shares
1.	Khunying Patama Leeswadtrakul	33,700,001	67.40
2.	Ms. Grace Leeswadtrakul	8,299,999	16.60
3.	Ms. Joy Leeswadtrakul	8,000,000	16.00
Total		52,000,000	100.000

3.5.12. Opinion of the Board of Directors regarding the Business Support Transaction

The Board of Directors has considered the reason and necessity of the Transaction and unanimously resolved that this ordinary business support transaction is reasonable and there is no other mill nearby that can provide the same service for the Company. The service fee is as per the actual production cost of GJS plus 5% margin. The Board of Directors viewed that the utilization of GJS Skin Pass Service is necessary to improve the quality of the Company's HRC coils, reduce customer complains, reducing yield loss, etc. Thus, the Board of Directors have resolved to approve the Company to propose to the shareholders' meeting to consider and approve the utilization of GJS Skin Pass Service for the amount not exceeding 250,000 tons until July 2026 at a maximum service fee of THB 450 per ton. The Board of Directors considers that the said transaction is a normal business transaction. The Company has not entered into such transaction with any external party that can be used for comparison.

3.5.13. Opinion of the Audit Committee and/or the Directors which is different from the Opinion of the Company's Board of Directors.

-None-

4. Summary Information of Related Companies

Relationships of all related companies : NSTH has the same major shareholder as the Company, which is NSC, which directly holds 10.24% of the paid-up registered capital of the Company and indirectly holds 49.99% of the paid-up registered capital of the Company through ACO I. NSC is also a direct shareholder in GJS, directly holding 7.70% of GJS, indirectly holding 40.45% through ACO I and 8.33% through the Company.

Relationship details as shown in Clause 3.1

4.1. Nippon Steel (Thailand) Company Limited ("NSTH")

Company Name : Nippon Steel (Thailand) Company Limited (NSTH)

Headquarter Address : 909 Ample Tower Building, 14th Floor, Debaratana Road, Bangna Nuea Subdistrict, Bangna District, Bangkok 10260

Telephone : 0-2744-1480

Type of Business : Operating International Business Center by purchasing products, raw materials, and part for industries such as automotive industry, energy and electronics, etc., providing service business to its associate enterprises in foreign countries such as General administration, business planning, business coordination, Sourcing of raw materials and parts, Product research and development, Technical support, Marketing and sale promotion, Human resource management and training, Financial advisory, Economic and investment analysis and research, Servicing on financial management of Treasury Center

Company Registration No. : 0105554046745

Website : -

Paid-up Capital : THB 827,238,000

Number of paid-up shares : 827,238 ordinary shares

Please consider additional details in Attachment 2.

4.2. Nippon Steel Corporation ("NSC")

Company Name : Nippon Steel Corporation (NSC)

Headquarter Address : 2-6-1, Marunouchi, Chiyoda-ku, Tokyo 100-8071, Japan

Telephone : 81 3 6867 4111

Type of Business : Steelmaking and steel fabrication / Engineering / Chemicals / New materials / System solutions

Registration Number : 0100-01-008848

Website : <https://www.nipponsteel.com/en/>
Paid-up Capital : JPY 419.80 billion
Number of paid-up shares : 950.49 million ordinary shares

Please consider additional details in Attachment 3.

4.3. Asia Credit Opportunities I (Mauritius) Limited ("ACO I")

Company Name : Asia Credit Opportunities I (Mauritius) Limited (ACO I)
Headquarter Address : 1st Floor Anglo-Mauritius House, Intendance Street, Port Louis, Mauritius
Telephone : -
Type of Business : Private Company
Registration Number : 137999 C1/GBL
Website : -
Paid-up Capital : USD 51.46 million
Par value : USD 1.00 per share
Number of paid-up shares : 51.46 million ordinary shares

Please consider additional details in Attachment 4.

4.4. G J Steel Public Company Limited ("GJS")

Company Name : G J Steel Public Company Limited (GJS)
Headquarter Address : 88 PASO Tower, 24th Floor, Silom Road, Suriyawongse, Bangrak Bangkok 10500
Telephone : 0 2267 8222
Type of Business : Produces hot rolled coil and downstream industries steel products which can be divided as following 1. hot rolled coil 2. tempered hot rolled coil 3. hot rolled pickled and oiled product.
Registration Number : 0100-01-008848
Website : <https://www.nipponsteel.com/en/>
Paid-up Capital : THB 24,467.65 million
Number of paid-up shares : 25,487.13 million ordinary shares

Please consider additional details in Attachment 5.

5. Market Conditions and Industry Trends

5.1. Thailand's 2024 Steel Industry Situation

From statistical information obtained from the Iron and Steel Institute of Thailand (ISIT), the volume of finished steel production in Thailand from January to December 2024 totaled 6.29 million tons, decreased 4.71% compared to the previous year (2023). If categorized by product groups, long steel products represent 4.20 million tons, decreased 7.85% compared to the previous year whilst the production volume of flat steel products stood at 2.09 million tons, increased 2.32% compared to the previous year. The most produced in flat steel products belongs to cold rolled sheet where, in 2024, it totaled 1.98 million tons, decreased 1.03%, followed by hot rolled sheet (thickness ≤ 3 mm.) and coil at 1.94 million tons, increased 2.50% year on year and coated steel, at 1.56 million tons, decreased 6.74% year on year.

Total Apparent Finished Steel (Unit: Tons)	2023	2024	% Change
Production	6,602,026	6,291,249	-4.71%
Import	11,206,898	11,398,384	1.71%
Export	1,478,118	1,392,370	-5.80%
Consumption	16,330,806	16,297,262	-0.21%

Long Product Finished Steel Consumption (Unit: Tons)	2023	2024	% Change
Production	4,562,569	4,204,493	-7.85%
Import	2,631,107	2,892,474	9.93%
Export	1,001,504	868,043	-13.33%
Consumption	6,192,172	6,228,925	0.59%

Flat Product Finished Steel Consumption (Unit: Tons)	2023	2024	% Change
Production	2,039,458	2,086,755	2.32%
Import	8,575,791	8,505,910	-0.81%
Export	476,614	524,328	10.01%
Consumption	10,138,635	10,068,338	-0.69%

Source: Iron and Steel Institute of Thailand, by Steel Business Intelligence

The finished steel consumption in Thailand in 2024 stood at 16.30 million tons, decreased 0.21% year on year. If categorized by product group, long steel products increased 0.59% compared to the previous year, to 6.23 million tons whereas the consumption of flat steel products decreased 0.69% compared to the previous year, to 10.07 million tons. The most consumed in flat steel products is hot rolled steel flat product, at 5.70 million tons followed by coated steel at 4.67 million tons and cold rolled at 3.17 million tons (respectively).

Import of finished steel into Thailand in 2024 stood at 11.40 million tons, increased 1.71% over the previous year. The highest imported product is hot rolled steel flat product at 3.64 million tons followed by coated steel at 3.23 million tons and cold rolled steel at 1.32 million tons (respectively). The ratio of imported steel consumption versus local steel consumption is at 69.94% against 30.06%, reflecting that Thailand still heavily relies on imported steel.

Thailand exported steel products 1.39 million tons in 2024, decreased 5.80% year on year. The most exported steel products are structural steel, at 315,022 tons followed by steel wire, at 93,216 tons.

Hot rolled steel flat product situation in Thailand in 2024 (not include Hot Rolled Stainless steel)

There is no upstream iron and steel industry in Thailand which starts with the melting of iron ore. As such, the structure of Thailand's iron and steel industry begins at the middle stream by melting steel scraps using electrical arc furnace (EAF) of local manufacturers. From there, the outputs are sent to the downstream production facilities, consisting of long steel products, for example, bar, hot-rolled section, wire rod, cold-drawn bar, steel wire, seamless pipes etc. and flat steel products, for example, hot rolled plate, hot rolled sheet and coil, cold rolled sheet, coated, cold-formed section, welded pipe etc. From there, the output is distributed to connected industry comprising users of steel products. As for the state of hot rolled steel flat product industry in Thailand, the statistical information obtained from ISIT i.e. production volume, import volume, export volume and consumption volume during January to December 2024 reveal the followings.

The local production volume of hot rolled steel flat product, coil and non-coil, in 2024 totaled 2.09 million tons, increased 2.32% over the prior year. It consists of hot rolled sheet (thickness \leq 3 mm.) and coil at 1.94 million tons, increase 2.50% whereas the production of hot rolled plate remained stable at 149,952 tons.

Total Hot Roll (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	2,039,458	2,086,755	2.32%
Import	3,585,765	3,390,099	-5.46%
Export	24,592	20,702	-15.82%
Consumption	5,600,631	5,456,153	-2.58%

Total Hot Roll Plate Thickness > 3 mm. (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	149,951	149,952	0.00%
Import	207,643	230,218	10.87%
Export	8,089	16,138	99.50%
Consumption	349,505	364,032	4.16%

Total Hot Roll Coil & Sheet Thickness < 3 mm. (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	1,889,506	1,936,804	2.50%
Import	3,378,122	3,159,882	-6.46%
Export	16,503	4,564	-72.34%
Consumption	5,251,125	5,092,121	-3.03%

Source: Iron and Steel Institute of Thailand, by Steel Business Intelligence

The local consumption of hot rolled steel flat product, both coil and non-coil in 2024, stood at 5.46 million tons, decreased 2.58% consisting of hot rolled sheet (thickness \leq 3 mm.) and coil of 5.09 million tons, decreased 3.03% and hot rolled plate 364,032 tons, increased 4.16%.

Import of hot rolled steel flat product in 2024, both coil and non-coil, decreased 5.46%, to 3.39 million tons divided into hot rolled sheet (thickness \leq 3 mm.) and coil of 3.16 million tons, decreased 6.46% and hot rolled plate of 230,218 tons, increased 10.87%.

Export of hot rolled steel flat product in 2024, both coil and non-coil, stood at 20,702 tons, decreased 15.82% compared to the previous year, divided into hot rolled sheet (thickness \leq 3 mm.) and coil of 4,564 tons, decreased 72.34% from the same period last year and hot rolled plate of 16,138 tons, increasing by 99.50% from last year.

5.2. Steel Global Industry Outlook

Global steel production in 2024 is expected to decline by 0.9% compared to 2023 to 1,839 billion tonnes, as reflected by the World Steel Association's ranking of the world's steel producing countries (71 countries). Global crude steel production is forecast to increase slightly in 2025 compared to 2024 levels, the first annual increase since the nearly 4% year-on-year growth in 2021. After a slump in 2020, increased production in North America, Europe, the Middle East and India will help offset another weak year in China.

Sources: World Steel Association, Fastmarkets (Information as of January 2025)

5.3. Thailand's Policy Interest Rate Trend

Results of the Monetary Policy Committee Meeting No. 1/2025 on February 26, 2025

The Committee voted 6 to 1 to cut the policy rate by 0.25 percentage point from 2.25 to 2.00 percent, effective immediately. One member voted to maintain the policy rate.

The Thai economy is projected to expand slower than anticipated, owing to structural impediments in manufacturing production as well as competition from imported goods, despite support from domestic demand and tourism. The economy is also subject to heightened risks from trade policies of major economies. Most members voted to cut the policy rate by 0.25 percentage point at this meeting to align financial conditions with the economic and inflation outlook as well as financial stability, and to better cope with increasing downside risks to the economy. One member voted to maintain the policy rate due to greater emphasis on preserving monetary policy space to deal with heightened uncertainties going forward.

The Thai economy slowed more than expected in 2024 due to large inventory rundown, although domestic demand, tourism, and merchandise exports continued to expand. Looking ahead, the economy is projected to grow slower than anticipated, due to the manufacturing sector that faces structural problems and intense competition from imported goods, especially in automotive, petrochemical, and construction materials industries. Meanwhile, the services sector is expected to expand. Domestic demand is projected to grow, driven by private consumption, while merchandise exports are likely to increase on the back of technology products and agro-manufacturing products. The Committee sees a need to monitor manufacturing production, which could continue to face pressures — in particular, SMEs that are under intense competition — as well as the impact of trade policies of major economies on the Thai economy.

Headline inflation is expected to stabilize around the lower bound of the target range due to supply factors — in particular, the expected downward trend in global crude oil prices — as well as structural factors such as intense price competition from imported goods. The inflation rate at this level is not indicative of future deflation but instead helps alleviate high costs of living and business expenses. Meanwhile, medium-term inflation expectations remain within the target range. Nevertheless, there are downside risks to inflation due to the global crude oil prices outlook and potential domestic energy price subsidies.

Financial conditions remain tightened, although loan growth and credit quality showed signs of stabilizing. However, SME loans, particularly in industries facing structural problems, continued to contract. Retail loan growth slowed down due partly to slower income recovery and elevated debt burden. The Committee judges that the lower policy rate helps ease financial conditions without affecting long-term financial stability risks. The Committee also recognizes a need to monitor the outlook of loan growth and credit quality of vulnerable groups, as well as implications for economic activities. Meanwhile, the volatility of baht against the US dollar increased mainly due to uncertainties in policies of major economies. The Committee will closely monitor developments in the financial markets and movements of the baht.

The prevailing monetary policy framework seeks to maintain price stability, support sustainable growth, and preserve financial stability. The Committee deems that the lower policy rate is consistent with the current assessment of the economic outlook and remains robust to risks going forward. In addition, the slower economic outlook is a result of structural problems which require policies to increase economic competitiveness and enhance potential growth. The Committee will closely monitor developments in financial and economic outlook. (Source: BOT, as of February 26, 2025)

Thailand's manufacturing sector remains weak due to structural issues, as its production does not align with global market demand. Approximately 10% of GDP still comes from traditional industries such as textiles, chemicals, leather, plastics, construction materials, electronics, and automobiles. These sectors face declining competitiveness amid rapid technological changes and rising production costs, particularly energy prices and labor wages. Additionally, the Thai manufacturing sector is expected to face heightened competition from the influx of Chinese products in both domestic and export markets, further intensifying pressures on the industry.

The average headline inflation rate has slightly increased to approximately 0.7%, assuming that the government maintains domestic energy prices at levels similar to those in 2024. Despite a projected decline in global crude oil prices, domestic retail energy prices are unlikely to decrease at the same rate due to the high debt burden of the Oil Fuel Fund and the Electricity Generating Authority of Thailand (EGAT). Moreover, fresh food prices are expected to rise, driven by the low base price of pork in the first three quarters of 2024, with pork prices gradually recovering into positive territory in Q4 2024.

Additionally, the minimum wage increase, effective January 1, 2025, to an average of THB 355 per day (a 2.9% rise), is expected to contribute approximately 0.08% to inflation. However, inflation in 2025 remains at risk from government measures, particularly tax reform policies.

The Bank of Thailand (BOT) is likely to cut its policy interest rate further by two more times in 2025, bringing it down to around 1.75% by year-end. This aligns with economic and inflation trends, as well as financial stability risks, amid rising uncertainty in the Thai economy and a projected slowdown in economic growth. Inflation is also expected to remain below the BoT's target range of 1-3% for an extended period. (Source: Kasikorn Research, as of January 2025)

6. Summary of the Company's Information (GSTeel)

Please consider additional details in Attachment 1.

7. Opinion of IFA regarding the Reasonableness of the Connected Transaction

Due to the continuous losses, the Company is facing a severe liquidity problem. In 2022, the Company has significantly changed its shareholder structure. Currently, NSC is the Company's major shareholder and is in the process of adjusting its financial and production structure so that the Company can continue its operations. However, the Company is still in the process of implementing several investment projects to improve machinery, which cause the Company to face a liquidity problem. Therefore, the Board of Directors' Meeting No. 4/2025 held on March 14, 2025, under the consideration and comments of the Audit Committee Meeting No. 54/2025 held on March 14, 2025, resolved to propose to the shareholders' meeting for consideration and approval of entering into 4 related transactions, which should be beneficial to the company in strengthening its financial position, which are:

Transaction 1 (Renewal of the Cash Management Service Agreement with NSTH)

Transaction 2 (Entering into Debt Restructuring Agreement for ACO I (USD) with ACO I)

Transaction 3 (Entering into Debt Restructuring Agreement for ACO I (THB) with ACO I)

Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

As detailed in Clause 1.

7.1. Opinion of IFA regarding the Reasonableness of Transaction 1 – 3 (Entering into related transactions in receiving financial support or Financial Support Transactions)

7.1.1. Objectives and Background of Entering into Transaction 1 - 3

Transaction 1

To benefit the Company in accessing loans for emergencies when the Company has a balance in the account less than zero because the Company has continuously suffered losses in the past, resulting in the Company's financial liquidity. The Company entered into the Cash Management Service Agreement with NSTH since September 9, 2022, with a credit amount of THB 400 million, in accordance with the policy of NSC, the parent company, so that the Company can borrow money in an emergency when the Company has a balance in the account less than zero. The money withdrawn from the emergency loan is intended to be used for the Company's general operations only. The Company has continuously renewed the said agreement.

On November 8, 2024, the Board of Directors' meeting resolved to approve the additional amount not over THB 200 million of the Cash Management Service Agreement with NSTH for the period from November 11, 2024 to March 31, 2025 and to extend the Cash Management Service Agreement at the increased facility amount not over THB 600 million until April 30, 2025 by increasing the Cash Management Service Agreement amount from THB 400 million to THB 600 million due to the Company experiencing severe liquidity problems, resulting in the full withdrawal of the Cash Management Service Agreement amount of THB 400 million in November 2024. As of March 14, 2025, the Company has fully repaid the Cash Management Service Agreement outstanding amount by drawing down the credit line from the NSTH loan agreement amounting to THB 1,100 million as approved by the Company's Board of Directors on February 26, 2025.

The Renewal of the Cash Management Service Agreement in the amount not exceeding THB 600 million with NSTH for 1 year has the same interest rate at the Policy Interest Rate + 0.40%. When calculated from the policy interest rate in February 2025, the Company will have an interest burden of 2.40%.

In the future, if the Company needs to draw down more than THB 600 million of the Cash Management Service Agreement and at that time the Company is unable to obtain additional credit from a commercial bank on terms that are beneficial to the Company, the Company may need to negotiate to increase the facility amount of the Cash Management Service Agreement with NSTH again.

Transaction 2

Convert US dollar debt under the Debt Amendment Agreement and Debt Restructuring Agreement into THB, referring to the exchange rate of THB 33.9189 per USD as of March 10, 2025 (Source: BOT) and adjust the interest rate from the Secured Overnight Financing Rate ("SOFR") + 2.10% per year to an interest rate of the Policy Interest Rate + a maximum margin of 2.50%, totaling 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025) and change the interest payment date to every 6 months.

Transaction 3

The Company will restructure the THB Debts to ACO I by extending the maturity date for 1 year with a bullet repayment at maturity on 1 December 2026 and adjust the interest rate from 6.00% per year to be at Policy Interest Rate + maximum 2.50% margin, totaling 4.50% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025) and changed interest payment schedule to be payable every 6 months for the Debt Restructuring Agreements with ACO I.

7.1.2. Impact from Entering into Transaction 1 - 3

Transaction 1

Considering the impact of Transaction 1 in terms of business, it can be seen that the Renewal of the Cash Management Service Agreement has a significant impact on the Company's management because if **the Company's account balance is less than zero, it means that the Company has no liquidity left for operations and, as a result, the Company is unable to make payments for operating expenses leading to payment default which has negative effect to the operation and credibility of the Company.** Entering into Transaction 1 will help reduce the chance of a disruption in the Company's business operations. However, if the credit line under the said agreement is withdrawn, it will affect the Company in terms of its operating results, causing the Company to incur an maximum interest burden of approximately THB 14.40 million per year (calculated from an interest rate of 2.40% per year, according to the Policy Interest Rate in February 2025 at 2.00% + 0.40% on a credit line of THB 600 million for a full period of 1 year). However, such interest burden will occur only when the credit line is withdrawn in an emergency case where the Company has a balance in the account less than zero and the Company is not required to withdraw the full amount.

Transaction 2

The Company will restructure its USD debt to ACO I, which will enable the Company to 1) reduce its foreign exchange exposure as almost all of the Company's revenue is denominated in THB, 2) reduce the interest rate payable to ACO I, and 3) extend the interest payment period from three to six months, which should improve the Company's financial position.

Transaction 3

The Company will restructure its THB debt to ACO I, whereby the Company will be able to 1) reduce the interest rate payable to ACO I, 2) extend the debt repayment period by another year, and 3) extend the interest payment period from 3 months to 6 months, which should improve the Company's financial position.

7.1.3. Advantages, Disadvantages, and Risks of Entering into Transaction 1 – 3

7.1.3.1. Advantages of Transaction 1 (Renewal of the Cash Management Service Agreement with NSTH)

7.1.3.1.1. Having emergency source of funds to be used for further operating expenses. The money withdrawn from the emergency loan is intended to be used for the Company's general operations only.

Since the Company currently has a Cash Management Service Agreement with NSTH, coupled with the Company's current operating results that have not improved, as of year ended December 31, 2024, the Company had a net loss of approximately THB 1,755.47 million, and as of December 31, 2024, the Company had total current liabilities exceeding total current assets by THB 4,788.16 million, accumulated losses of THB 26,564.16 million, and net cash of THB 199.84 million. The extension of the Company's Cash Management Service Agreement with NSTH will allow the Company to borrow unsecured funds from NSTH in an emergency where the Company's account balance is less than zero in accordance with the policy of NSC. If such an event occurs, it will indicate a severe liquidity crunch for the Company and the Company may have payment default which has negative effect to the operation and credibility of the Company. Therefore, entering into Transaction 1 will help reduce the chances of a disruption to the Company's business operations. If we consider it in more detail, such financial support is still unsecured financial support, which generally has a higher interest rate than secured loans and if the Company does not use the said credit line, the Company will not have any expenses. Therefore, entering into Transaction 1 is considered as risk protection without any expenses. The Company can borrow money in an emergency when the Company has a balance in the account less than zero. The money withdrawn from the emergency loan is intended to be used for the Company's general operations only. The Company has continuously renewed the said agreement.

In the future, if the Company needs to draw down more than THB 600 million of the Cash Management Service Agreement and at that time the Company is unable to obtain additional credit from a commercial bank on terms that are beneficial to the Company, the Company may need to negotiate to increase the facility amount of the Cash Management Service Agreement with NSTH again.

7.1.3.1.2. The interest rate of Transaction 1 is lower than the general interest rate of commercial banks.

Entering into Transaction 1, although it is a transaction with NSTH, a related company of the Company, the interest rate that the Company receives at 2.40% per year (the interest rate that the Company receives is considered a floating interest rate according to the interest details in Clause 3.2.4.) is lower than the MOR interest rate of the top 10 commercial banks in Thailand as of March 14, 2025, which is in the range of 7.02% to 8.50% per year (the median is 7.23% per year) (details in Section 8.1.1). In addition, the loan does not have any conditions requiring collateral, even though the Company has continuously incurred losses, resulting in the Company's current debt-to-equity ratio (D/E Ratio) at 45.56 times (comparing the equity of THB 180.38 million to the total debt of THB 8,218.29 million according to the latest audited

consolidated financial statements as of December 31, 2024). Considering the loss rate in the past, the Company may become insolvent by 2025.

7.1.3.1.3. The interest rate of Transaction 1 is lower than the general short-term interest rate of other companies in the same industry.

IFA has compared the interest rate on the Renewal of the Cash Management Service Agreement with the publicly disclosed short-term loan agreements of other companies in the same industry group as the Company, namely the Industrial Products Group, Iron and Metal Products Category, and found that the Company received an interest rate at the 6.25th percentile, which is estimated that there are 93.75% of loan agreements in the industrial group with interest rates higher than or equivalent to what the Company received from NSTH this time (details in Clause 8.1.2). In addition, the said loan does not have any conditions requiring collateral even though the Company has had continuous losses.

7.1.3.2. Advantages of Transaction 2 and 3 (Entering into Debt Restructuring Agreement with ACO I)

7.1.3.2.1. Helps increase liquidity, reduce the chance of default, and reduce foreign exchange volatility

As the Debt Restructuring Agreements between the Company and ACO I in both USD and THB are due on November 28, 2028 for the debt under the ACO I (USD) debt restructuring agreement and December 1, 2025 for the debt under the ACO I (THB) debt restructuring agreement, from the current situation of the Company, the Company is unlikely to be able to repay such loans. Therefore, the debt restructuring of both loans through debt conversion to THB (for Transaction 2), debt repayment extension (for Transaction 3), interest rate adjustment, and interest payment date extension to every 6 months will increase liquidity and reduce the chance of default, preventing the Company from being in default which may cause financial institutions that continue to lend to the Company to have the right to demand early payment of debts, which may result in the Company entering bankruptcy. Therefore, the said transaction will provide the Company with an opportunity to improve its financial structure. In addition, the restructuring of ACO I (USD) debt into Thai baht for the Transaction 2 will help reduce exchange rate risk as almost all of the Company's revenue is denominated in Thai baht.

However, this debt restructuring is a short-term plan to increase the Company's liquidity and reduce the chances of default, which may result in the Company's business interruption. As of December 31, 2024, the Company has interest-bearing debts totaling THB 7,308.69 million in outstanding principal, as follows:

Loan Description	Outstanding (THB Million)	% of total interest- bearing debt	Due date
Short-term borrowings from financial institutions	1,400.00	19.16	
BAY	420.00	5.75	Revolving Fund
MHCB	490.00	6.70	Revolving Fund
SMBC	490.00	6.70	Revolving Fund
Other payables and accrued expenses	535.50	7.33	
ACO I (USD)	117.40	1.61	November 28, 2028 (the Transaction 2)
ACO I (THB) - Metal Inter	87.37	1.20	December 1, 2025 (the Transaction 3)
Other payables and accrued expenses - Others	330.73	4.53	-
Liabilities from terminated rehabilitation plan and compromise	489.73	6.70	
Mahachai	324.61	4.44	December 1, 2025
SUPERIOR OVERSEA	103.34	1.41	December 1, 2029

Loan Description	Outstanding (THB Million)	% of total interest- bearing debt	Due date
Liabilities from terminated rehabilitation plan and compromise - Others ^{1/}	61.78	0.85	Loan with no creditor claiming the debt
Short-term borrowings from related party	3,100.00	42.42	
NSTH THB 2,700 million	2,700.00	36.94	July 28, 2026
NSTH (CMS)	400.00	5.47	April 30, 2025 (the Transaction 1)
Long-term borrowing from related party	1,253.78	17.15	
ACO I (THB) - Nirum	168.78	2.31	December 1, 2025 (the Transaction 3)
NSTH THB 1,600 million	1,085.00	14.85	December 31, 2029
Debenture	529.69	7.25	
BOND-70 ^{2/}	218.11	2.98	Loan with no creditor claiming the debt
BOND-100 ^{2/}	311.58	4.26	Loan with no creditor claiming the debt
Total	7,308.69	100.00	

Remarks: 1/ As of December 31, 2024, the Company had liabilities from terminated rehabilitation plan and compromise in the amount of THB 61.78 million, which were loans with no creditors claiming the debt. If creditors claim debts, the Company will negotiate debt restructuring with the creditors based on the Company's available cashflows.

2/ As of December 31, 2024, the Company had debenture in the amount of THB 529.69 million, which were loans with no creditors claiming the debt. If creditors claim these debts, the Company will negotiate debt restructuring with the creditors based on the Company's available cashflows.

In the future, the Company expects that if the Company's business gradually improves, the Company may be able to use cash from operations and/or the Company may be able to refinance the existing loan by using a new loan from a commercial bank. However, if at that time the Company is unable to obtain additional loan from a commercial bank on terms that are favorable to the Company, the Company may need to negotiate a new loan agreement with each creditor and restructure these loans.

7.1.3.2.2. The interest rate of Transaction 2 and Transaction 3 is lower than the current agreement's interest rate

Although the Transaction 2 and 3 are debt restructuring transactions, which generally use default interest rates or high interest rates to suit the risk that the borrower cannot repay the debt on time, the interest rate that the Company receives at 4.50% per year (the interest rate that the Company receives is considered a floating interest rate according to the interest details in Clause 3.3.4 and 3.4.4) when compared to the current ACO I (USD) agreement interest rate of SOFR + 2.10% per year, totaling 6.40% per year as of March 14, 2025, will result in the Company's interest payment burden decreasing by 1.90% per year for ACO I (USD), and when compared to the current ACO I (THB) agreement interest rate of 6.00% per year, will result in the Company's interest payment burden decreasing by 1.50% per year for ACO I (THB).

7.1.3.2.3. The interest rate of Transaction 2 and 3 is lower than the general interest rate of commercial banks

Although the Transaction 2 and 3 are debt restructuring transactions, which generally use a default interest rate or a high interest rate to be appropriate for the risk that the borrower cannot repay the debt on time, the interest rate that the Company receives at 4.50% per year (the interest rate that the Company receives is considered a floating interest rate according to the interest rate details in Clause 3.3.4 and 3.4.4) is lower than the MLR of the top 10 commercial banks in Thailand as of March 14, 2025, which is in the range of 6.83% to 8.23% per year (the median is 7.28% per year) (details in Clause 8.1.2.2) and has normal terms and conditions that are not materially different from normal loan agreements, even

though the Company has continuously incurred losses, resulting in the Company currently The debt-to-equity ratio (D/E Ratio) is 45.56 times (comparing the equity of THB 180.38 million to the total debt of THB 8,218.29 million according to the latest audited consolidated financial statements as of December 31, 2024). Considering the loss rate in the past, the Company may be insolvent by 2025.

7.1.3.2.4. The interest rates of Transaction 2 and 3 are lower than the general long-term interest rates of other companies in the same industry.

IFA has compared the interest rate of the debt restructuring agreement between the Company and ACO I, both in USD and THB, with the publicly disclosed long-term loan agreements of other companies in the same industry group as the Company, namely the Industrial Products Group, Iron and Metal Products Category, and found that the Company received the interest rate of the debt restructuring agreement between the Company and ACO I, both in US dollars and baht, at the 27.27 percentile which is estimated that there are 72.73 percent of loan agreements in the industrial group with interest rates higher than or equivalent to what the Company received from ACO I this time.(details in Clause 8.1.2.3.) and with normal terms that are not materially different from normal loan agreements, even though the Company has continuously incurred losses.

7.1.3.3. Disadvantages of Transaction 1 - 3

7.1.3.3.1. Increases in the Company's total financial cost burden

Transactions 1 - 3 are considered financial support transactions. In receiving such financial support, the Company will incur interest payments, as detailed below:

Transaction	Interest Rate	Timeline
Transaction 1	Policy Interest Rate + 0.40%. When considering the Policy Interest Rate in February 2025, the interest rate for financial support for the Cash Management Service Agreement will be equal to 2.40% per year (2.00% + 0.40%).	May 1, 2025 – April 30, 2026 (1 year)
Transaction 2 and 3	Policy Interest Rate + maximum margin of 2.50%. When considering the Policy Interest Rate in February 2025, the interest rate for financial support for Cash Management Service Agreement will be 4.50% per year (2.00% + 2.50%).	Transaction 2: May 1, 2025 – November 28, 2028 Transaction 3: May 1, 2025 – December 1, 2026

From the preliminary details of the estimation of the interest rate to be paid from Transaction 1, approximately THB 14.40 million, and from Transactions 2 and 3, approximately THB 19.05 million and THB 23.85 million, respectively, the said cost burden will have a direct impact on the Company's profit and loss statement. However, such interest burden will occur only when the credit line is withdrawn in an emergency case where the Company has a balance in the account less than zero and the Company is not required to withdraw the full amount. In addition, Entering into the Transactions 1 - 3

above is considered an agreement renewal and debt restructuring on the current agreements. Therefore, the interest burden that may occur is the burden that the Company already has. By entering into the Cash Management Service Agreement with NSTH, it is the policy of NSC, the parent company.

However, when comparing the interest rate under the conditions of the Renewal of the Cash Management Service Agreement (Transaction 1) with 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 1 was lower than the lowest MOR interest rate of the top 10 commercial banks in Thailand and was also in the 6.25th percentile of the short-term loan interest rate of companies in the industrial products group, iron and metal products category (it is estimated that in the same industry as the Company, there are 93.75% of short-term loan agreement with interest rates higher than or equivalent to the interest rate that the Company receives) according to the details in Clause 8.1.1.1. – 8.1.1.2.

And, when comparing the interest rates under the terms of both Debt Restructuring Agreements (Transaction 2 - 3) with 1) the current agreement interest rate, 2) the reference interest rate of commercial banks, and 3) the long-term loan interest rate of companies in the same industry group as the Company, it was found that the interest rates for Transactions 2 and 3 were lower than the current agreements interest rate and the lowest MLR of the top 10 commercial banks in Thailand, and were also in the 27.27th percentile of the short-term loan interest rates of companies in the industrial goods group, iron and metal products category (it is estimated that in the same industry as the Company, there are 72.73% of long-term loan agreements with interest rates higher than or equivalent to the interest rates that the Company receives), as detailed in Clause 8.1.2.1 – 8.1.2.3.

7.1.3.4. Risks of Entering into Transaction 1 - 3

7.1.3.4.1. Interest rate risk as the interest rate of Transaction 1 - 3 is a floating interest rate

Since the interest rate from this loan is a floating rate, if the market interest rate increases, the Company will have an increased financial cost burden, which may affect the Company's performance and directly affect the return on shareholders. However, the Thai economy tends to expand lower than estimated from the industrial sector that is pressured by structural problems and competition from foreign products, as well as higher risks from the trade policies of major economies, even though the economy is supported by domestic demand and tourism. The majority of the committee members agreed to reduce the policy interest rate by 0.25% per year at the Monetary Policy Committee meeting No. 1/2568 on February 26, 2568 to make the financial situation consistent with the economic trend, inflation and financial system stability, and to support clearer downside risks. While 1 committee member agreed to maintain the Policy Interest Rate because they put more emphasis on maintaining the capability of the monetary policy to cope with higher uncertainty in the future (Source: BOT). The Bank of Thailand (BOT) tends to reduce the Policy Interest Rate two more times in 2568, down to around 1.75% at the end of 2568, in order to be consistent with the economic direction and inflation, including financial stability risks. Amidst the Thai economy facing increasing uncertainty and a tendency to expand at a slower rate, while inflation tends to remain below the BOT's target of 1-3% continuously (Source: Kasikorn Research Center)

7.1.3.4.2. Risk in the event that the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction.

Since the entering into Transactions 1-3 this time are related transactions, the Company must receive approval to enter into the transaction from the Company's shareholders' meeting with a vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders with an interest. If the Company does not receive sufficient support from the shareholders, the Company will not be able to enter into the Transaction. However, entering into the Transaction this time should have a positive effect on the Company and the shareholders. Therefore, the shareholders should approve the entering into the transaction.

7.1.4. Advantages and Disadvantages of not Entering into the Transaction 1- 3

7.1.4.1. Advantages of not Entering into the Transaction 1- 3

7.1.4.1.1. The total financial cost burden will not increase from the original

Entering into Transaction 1 and 3 will have an effect on the interest rate increasing, especially Entering into Transaction 3 which is the extension of the debt repayment period for another year.

7.1.4.2. Disadvantages of not Entering into the Transaction 1- 3

7.1.4.2.1. Lack of funds for the Company's operations

Based on the Company's consolidated financial statements as of December 31, 2024, the Company had cash and cash equivalents of THB 199.84 million. While the Company has a large amount of borrowings and debts to be repaid, the Company may not have sufficient cash to sustain its operations, which may result in a default leading to a cross default with financial institutions and disruption of the Company's business operations. By entering into this Transaction, the Company will receive the cash necessary for investment and general expenses, which can help the Company continue its operations.

7.1.5. Advantages and Disadvantages of Entering Into the Transaction 1- 3 with a Related Person

7.1.5.1. Advantages of Entering into the Transaction 1- 3 with a Related Person

7.1.5.1.1. Negotiation of the Transaction between the Company and related person facilitates the negotiation of the Transaction with ease and speed in terms of negotiation.

Since NSTH and ACO I have the same major shareholders as the Company, the negotiation of terms and conditions is fast and convenient. In addition, the financial support transaction of NSTH and ACO I, which are subsidiaries of NSC, a company listed on the Tokyo Stock Exchange (TSE), is not of a size that requires approval from NSC shareholders. As a result, the Company can quickly call a shareholders' meeting to consider and approve the transaction. In the event that the Company enters into a transaction of the same nature with any external party (considering the Company's current situation), the Company may not be able to reach any agreement.

7.1.5.2. Disadvantages of Entering into the Transaction 1- 3 with a Related Person

7.1.5.2.1. Increases in transaction costs

Entering into a transaction with a related person may cause the Company to be required by the Related Party Transaction Announcement to propose to the shareholders' meeting for consideration and approval of the Transaction,

resulting in the Company having increased operating expenses, including expenses for holding a shareholders' meeting and appointing IFA to provide an opinion to shareholders. In the future, the Company may have to enter into transactions with related person to borrow additional funds and/or extend the loan term, which will result in higher transaction expenses than entering into a transaction of the same nature with an external party.

7.1.6. Advantages and Disadvantages of Entering Into the Transaction 1- 3 with Third Parties

7.1.6.1. Advantages of Entering into the Transaction 1- 3 with Third Parties

7.1.6.1.1. Shareholders will assure that the transaction is transparent

When entering into a transaction with external parties, shareholders will assume that the Company's transactions are transparent and that there is no diversion of benefits from the Company, since both parties of the agreement are not related. Therefore, in negotiating, both parties are likely to maintain their own interests to the fullest.

7.1.6.2. Disadvantages of Entering into the Transaction 1- 3 with Third Parties

7.1.6.2.1. The goal may not be achieved

Since the parties to the transaction with an external party may not be familiar with each other, the Company may have to spend more time and resources on negotiations. However, considering the current situation of the Company, it may not be possible to reach any agreement.

7.2. Opinion of IFA regarding the Reasonableness of Transaction 4 (Entering into Business Support Transaction)

7.2.1. Objectives and Background of Entering into Transaction 4

To use efficient skin pass machines for rolling hot rolled coil of the company, to improve the quality of hot rolled coil, reduce customer complaints, and reduce production losses.

7.2.2. Impacts from Entering into Transaction 4

The Company will send no more than 250,000 tons of HRC to GJS to use the efficient skin pass machine to roll the Company's hot rolled coils in order to improve the quality of hot rolled coils, reduce customer complaints, reduce production losses, etc., because the Company's skin pass machine is less efficient than GJS's rolling machine. To solve this problem, the Company has ordered a new flat rolling machine, which will be ready for operation in the second quarter of 2026.

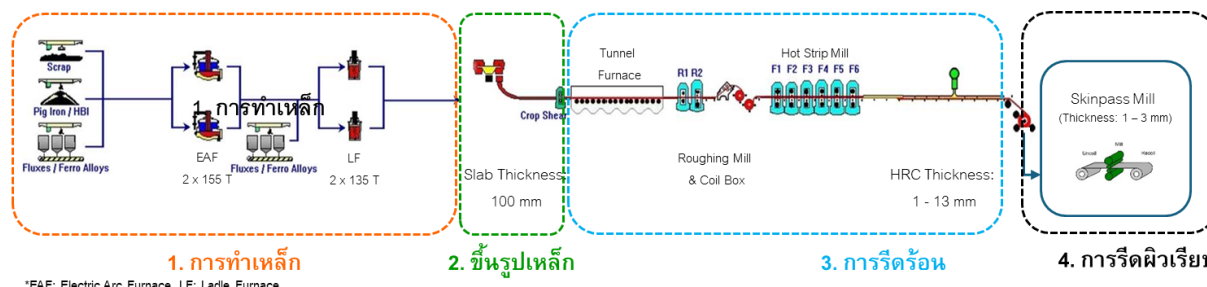
7.2.3. Advantages, Disadvantages, and Risks of Entering into Transaction 4

7.2.3.1. Advantages of Transaction 4 (Utilization of Skin Pass Machine with GJS)

7.2.3.1.1. The Company able to reduce production costs

Since the Company is currently improving the skin pass machine as proposed to the shareholders in the 1/2567 Extraordinary General Meeting, which is expected to be completed in 2569, the Company is currently unable to produce quality products, especially products that require skin pass machine. As a result, the Company is unable to maintain its market share. If the Company continues to use the skin pass process in-house, it will result in a yield loss rate of 5-7%. Therefore, if the GJS skin pass machine is used, even though the Company has to pay a service fee of no more than THB 450 per ton, the Company will still have a better profit. By analyzing the appropriateness of the price for entering into

Transaction 4 in each scenario, according to Section 8.1.3, the Company will be able to reduce production costs by up to THB 95 per ton. The ability to reduce production costs will depend on several factors, such as the flatness required for the Company's HRC and the actual costs incurred by GJS. However, the main objective of using such services is to improve the quality of hot rolled coils, reduce customer complaints and reduce production losses until the Company's new Skin Pass machine is ready for use in the second Quarter of 2026.



7.2.3.1.2. The Company can increase customer satisfaction

The Company is currently facing problems in producing quality products, especially products that require skin pass. As a result, the Company has lost market share and significantly reduced customer satisfaction with the Company's products. Hiring GJS skin pass facility will reduce production costs and improve product quality, should help improve customer satisfaction and increase the Company's opportunity to expand its market share.

7.2.3.2. Disadvantages of Transaction 4 (Utilization of Skin Pass Machine with GJS)

7.2.3.2.1. The Company requires a longer period of time to produce products that require skin pass

As the Company is currently improving the skin pass machine as proposed to the shareholders at the 1/2024 Extraordinary General Meeting, which is expected to be completed in 2026, the Company is currently unable to produce quality products, especially products that require skin pass. If the Company has to send HRC to GJS for the final skin pass process, the Company has to spend more time. However, the Company has informed that after the skin pass process is completed, the products will be stored at GJS until receiving an order from the customer and ship the HRC to the customers directly from GJS. The service fee for product storage at GJS is already included in the service fee of no more than THB 450 per ton that GJS will charge the Company.

7.2.3.2.2. Other terms and conditions of the agreements related to the entering into Transaction 4 are still under consideration

Since the details of the utilization of skin pass service use are still under process, as of the date of submission of this IFA's opinion report, the Company has only the preliminary conditions. The terms, conditions, and other contractual details of the agreement are under consideration by the Company's executives, which is likely to be finalized after the approval of the shareholders' meeting. However, from the interview with the Company's executives, it was found that the entering into Transaction 4 does not have any conditions other than the draft Skin Pass Service Agreement and other Company's normal service conditions for utilizing general services. Therefore, in Entering into the Skin Pass Service Agreement, the IFA believes that there will be no additions or changes to the terms that will have a material adverse effect

on the Company. IFA believes that if there is a significant change in the event or situation, the Company's Board of Directors and the Company's audit committee will examine the details, negotiate, and call a shareholders' meeting to seek approval for the entering into the transaction if necessary.

7.2.3.3. Risks of Transaction 4 (Utilization of Skin Pass Machine with GJS)

7.2.3.3.1. Risk from fluctuations in freight rates

Since the Company will be responsible for paying the freight charges for this Transaction 4, if there is a significant change in oil prices, it may significantly affect the freight charges for hiring GJS. However, since the Company and GJS both have factories in the Eastern region and are not far apart, if the oil prices do not increase significantly, the Company should be able to control the fluctuation of freight charges.

7.2.3.3.2. Risk in the event that the conditions precedent to the Transaction are not successful, causing the Company to be unable to enter into the Transaction.

Since entering into Transaction 4 this time is a related transaction, the Company must receive approval for the entry into the transaction from the Company's shareholders' meeting with a vote of not less than three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders with an interest. If the Company does not receive sufficient support from the shareholders, the Company will not be able to enter into the Transaction. However, entering into the Transaction this time should have a positive effect on the Company and the shareholders. Therefore, the shareholders should approve entering into the Transaction.

7.2.4. Advantages and Disadvantages of not Entering into the Transaction 4

7.2.4.1. Advantages of not Entering into the Transaction 4

7.2.4.1.1. The Company does not need to use a longer period of time to produce products that require skin pass.

Since the Company is currently improving the skin pass machine as proposed to the shareholders at the 1/2024 Extraordinary General Meeting, which is expected to be completed in 2026, the Company is currently unable to produce quality products, especially products that require skin pass. Using the GJS skin pass machine service will result in the Company having to spend longer time delivering HRC to GJS for the final skin pass process. By not entering into Transaction 4, the Company will not have to spend longer time in producing products that require skin pass process. However, if the Company continues to use the skin pass process in-house, it will result in a yield loss rate of 5-7% compared to the yield loss rate of 1-3% by using GJS skin pass machine. Therefore, using the GJS skin pass machine service, even though the Company has to pay a service fee of no more than THB 450 per ton, the Company's HRC will have a better quality and customers' satisfaction which will improve the market share and profit.

7.2.4.2. Disadvantages of not Entering into the Transaction 4

7.2.4.2.1. The Company will unable to reduce production costs and increase customer satisfaction.

As the Company is currently improving the skin pass machine as proposed to the shareholders in the 1/2024 Extraordinary General Meeting, which is expected to be completed in 2026, the Company is currently unable to produce quality products, especially products that require skin pass process. As a result, the Company is unable to maintain its

market share. If the Company continues to use the skin pass process in-house, it will result in a yield loss rate of 5-7% and the Company may lose market share and customer satisfaction in the Company's products.

7.2.5. Advantages and Disadvantages of Entering Into the Transaction 4 with a Related Person

7.2.5.1. Advantages of Entering into the Transaction 4 with a Related Person

7.2.5.1.1. Negotiation of the Transaction between the Company and related person facilitates the negotiation of the Transaction with ease and speed in terms of negotiation.

Since GJS has the same major shareholders as the Company which is NSC, the negotiation of terms and conditions is fast and convenient.

7.2.5.2. Disadvantages of Entering into the Transaction 4 with a Related Person

7.2.5.2.1. Increases in transaction costs

Entering into a transaction with a related person may cause the Company to be required by the Related Party Transaction Announcement to propose to the shareholders' meeting for consideration and approval of the Transaction, resulting in the Company having increased operating expenses, including expenses for holding a shareholders' meeting and appointing IFA to provide an opinion to shareholders.

7.2.6. Advantages and Disadvantages of Entering Into the Transaction 4 with Third Parties

7.2.6.1. Advantages of Entering into the Transaction 4 with Third Parties

7.2.6.1.1. Shareholders will assure that the transaction is transparent

When entering into a transaction with external parties, shareholders will assume that the Company's transactions are transparent and that there is no diversion of benefits from the Company, since both parties of the agreement are not related. Therefore, in negotiating, both parties are likely to maintain their own interests to the fullest.

7.2.6.2. Disadvantages of Entering into the Transaction with Third Parties

7.2.6.2.1. The goal may not be achieved

Since the parties to the transaction with an external party may not be familiar with each other, the Company may have to spend more time and resources on negotiations.

7.3. Summary of IFA's opinion on the reasonableness of the related party transactions

From the advantages, disadvantages and risks of entering into this Transaction, IFA sees that the Company's Transactions 1-4 this time is necessary, especially Transactions 1 - 3 because the Company's current financial situation results in the Company having a chance of having a balance in the account less than zero. Therefore, if the Company does not enter into Transaction 1, the Company may suffer severe liquidity problems, which will result in default on payment of goods and services, including various debts, leading to a cross default with financial institutions and a disruption to the Company's business operations.

In addition, considering the necessity and the Company's current situation in terms of operations and debt-to-equity ratio (D/E Ratio), the Company still does not have enough cash to pay off the debt under the agreement with ACO I, resulting in the Company's necessity to enter into Transactions 2 and 3 to restructure the debt with ACO I.

As for the Transaction 4, the Company will be able to maintain the quality of its products, which will directly affect the maintenance of market share and profitability in the future. In addition, the Company will be able to reduce some production costs. Entering into transaction 4 this time will allow the Company to maintain the quality of its own products until the Company improves the production system, which is expected to be completed in 2026.

8. Opinion of IFA regarding Appropriateness of the Price and Terms for Entering into the Transaction**8.1. Appropriateness of the Price for Entering into Transaction 1 - 3**

In comparing the appropriateness of the price (interest rate) for entering into Transactions 1 - 3, IFA has compared the interest rates under the Cash Management Service Agreement, Debt Restructuring Agreement for ACO I (USD), Debt Restructuring for ACO I (Nirum), and Debt Restructuring for ACO I (Metal Inter) with current agreement, commercial bank reference interest rates, and publicly disclosed loan information of other companies in the same industry group as the Company, namely the industrial products group, the iron and metal products category, with details as follows:

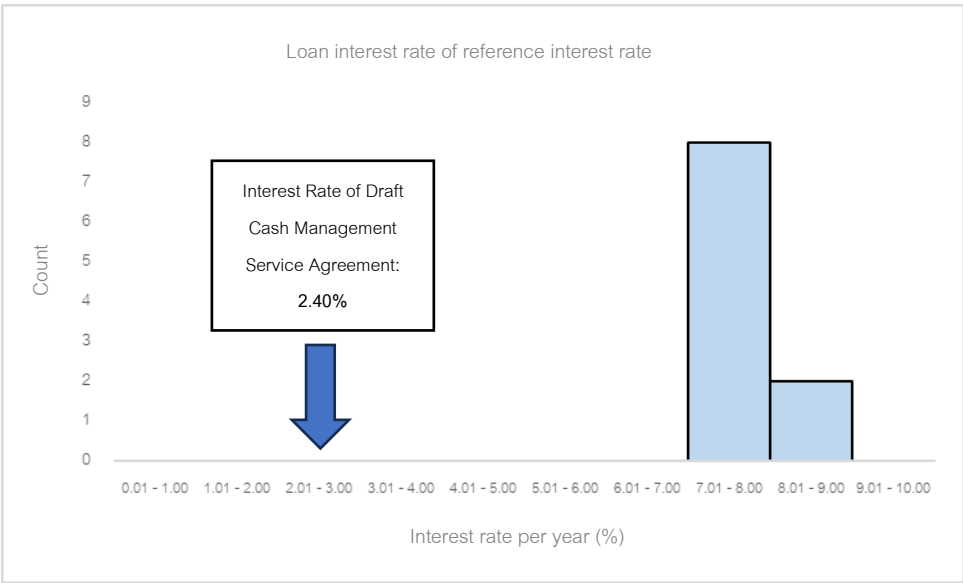
8.1.1. Appropriateness of the Price (Interest Rate) for Entering into Transaction 1 (Renewal of the Cash Management Service Agreement)**8.1.1.1. Comparison of interest rates according to the terms and conditions of the Renewal of the Cash Management Service Agreement with NSTH and the interest rates that commercial banks charge their prime large customers for overdraft (MOR) of commercial banks.**

IFA has considered the appropriateness of the price by comparing it with the interest rate under the terms of the Cash Management Service Agreement with the reference interest rate, with details as follows:

When comparing the interest rate under the terms of the Cash Management Service Agreement, with a floating interest rate at the policy interest rate + 0.40% per year, totaling 2.40% per year (the policy interest rate is 2.00% per year as of February 26, 2025), IFA has referred to the interest rate at 2.40% per year according to the calculation to compare with the reference interest rate disclosed by the BOT as of March 14, 2025. It was found that the interest rate of the Cash Management Service Agreement is lower than the median of the MOR interest rate of the top 10 commercial banks in Thailand, namely Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, Thanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and Houses Bank, which is in the range of 7.02% to 8.50% per year (the median is 7.23% per year) and lower than the lowest MOR interest rate of the 10 commercial banks.

Financial Institutions	MOR Interest Rate (%)
1. Bangkok Bank	7.10
2. Krung Thai Bank	7.02
3. Kasikorn Bank	7.09
4. Siam Commercial Bank	7.08
5. Bank of Ayudhya	7.08
6. TMBThanachart Bank	7.35
7. TISCO Bank	7.80
8. Kiatnakin Phatra Bank	7.95
9. CIMB Thai Bank	8.50
10. Land and House Bank	8.20
Minimum MOR Interest Rate (MIN)	7.02
Maximum MOR interest rate (MAX)	8.50
Median (MEDIAN)	7.23

Source: BOT

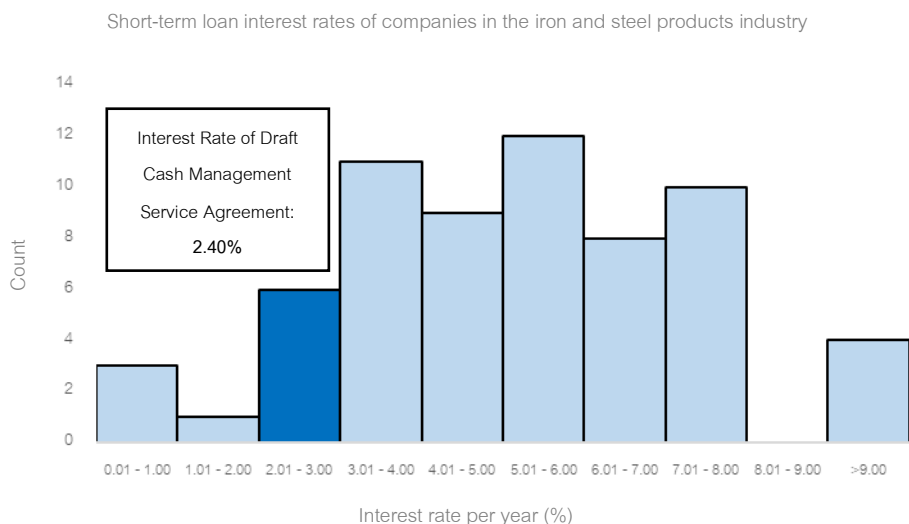


Remark: 1/ Data from 10 data points

2/ A low interest rate on loans (on the left) will benefit the Company more than a high interest rate on loans (on the right).

8.1.1.2. Comparison of interest rates under the terms of the Renewal of the Cash Management Service Agreement with NSTH and the publicly disclosed short-term interest rates of other companies in the same industry group as the Company.

When comparing the interest rate under the terms of the Renewal of the Cash Management with a floating interest rate (Floating Rate) at the Policy Interest Rate + 0.40% per year, totaling 2.40% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025), IFA therefore refers to the interest rate at 2.40% per year to compare with the short-term loan interest rate in the market (short-term loan information disclosed to the public by other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category as of March 14, 2025). It was found that the interest rate of Transaction 1 is in the 6.25th percentile, which estimates that there are 93.75% of loan agreements in the industrial group with an interest rate higher than or equivalent to what the Company received from NSTH this time.



Remark: 1/ Data from 64 data points. Since the information disclosed to the public by other companies in the same industry group as the Company is specified as a range, in the analysis, IFA will count 2 data points, considering the lower bound as one data point and the upper bound as another data point.

2/ A low interest rate on loans (on the left) will benefit the Company more than a high interest rate on loans (on the right).

No.	Companies in the industrial products group Steel and metal products category	Interest rate according to the financial notes	Interest rate (%) ^{1/}
1	CEN	Interest rate 5.15 - 5.27% per year	5.15 - 5.27
2	CEN	Interest rate 6.50% per year	6.50
3	CEN	Interest rate 4.00 - 5.50% per year	4.00 - 5.50
4	CHOW	Interest rate 5.74 - 6.06% per year	5.74 - 6.06
5	CHOW	Interest rate 0.25% per year	0.25
6	CHOW	Interest rate 1.40 - 6.58% per year	1.40 - 6.58
7	CHOW	Interest rate 0.45 - 0.55% per year	0.45 - 0.55
8	CHOW	Interest rate 6.75% per year	6.75
9	CSP	Interest rate MRR-2 to MOR% per year	5.48 - 7.23
10	CSP	Interest rate 3.50% per year	3.50
11	LHK	Interest rate 4.70 - 4.75% per year	4.70 - 4.75
12	MCS	Interest rate 3.80 - 3.90% per year	3.80 - 3.90
13	MILL	Interest rate MOR% per year	7.23
14	MILL	Interest rate 5.35 - 15.00% per year	5.35 - 15.00
15	MILL	Interest rate 5.70 - 15.00% per year	5.70 - 15.00
16	MILL	Interest rate 2.95 - 15.00% per year	2.95 - 15.00
17	MILL	Interest rate MLR-1 ถึง 10.02% per year	6.28 - 10.02
18	PAP	Interest rate 3.05 - 3.46% per year	3.05 - 3.46
19	PAP	Interest rate 2.93 - 3.50% per year	2.93 - 3.50
20	PERM	Interest rate MOR% per year	7.23
21	PERM	Interest rate 4.20 - 4.55% per year	4.20 - 4.55
22	PERM	Interest rate 4.00 - 7.28% per year	4.00 - 7.28

No.	Companies in the industrial products group Steel and metal products category	Interest rate according to the financial notes	Interest rate (%) ^{1/}
23	PERM	Interest rate 4.40 - 4.55% per year	4.40 - 4.55
24	RWI	Interest rate 5.15 - 5.27% per year	5.15 - 5.27
25	SSSC	Interest rate 7.27 - 7.33% per year	7.27 - 7.33
26	SSSC	Interest rate 2.70% per year	2.70
27	SSSC	Interest rate 6.80 - 7.20% per year	6.80 - 7.20
28	TGPRO	Interest rate 6.25% per year	6.25
29	TGPRO	Interest rate 5.35 - 7.85% per year	5.35 - 7.85
30	TGPRO	Interest rate 5.35 - 7.85% per year	5.35 - 7.85
31	THE	Interest rate 5.50% per year	5.50
32	THE	Interest rate 3.40 - 7.40% per year	3.40 - 7.40
33	THE	Interest rate 4.20 - 4.80% per year	4.20 - 4.80
34	TMT	Interest rate 2.57 - 3.00% per year	2.57 - 3.00
35	TWP	Interest rate 2.25 - 4.65% per year	2.25 - 4.65
36	TYCN	Interest rate 3.60 - 6.83% per year	3.60 - 6.83
37	TYCN	Interest rate 3.85% per year	3.85

Source: SET

Remark: 1/ Calculated by IFA, based on the median values of the MLR and MOR interest rates of the top 10 banks in Thailand as of March 14, 2025 (www.bot.or.th) to preliminarily compare with the publicly disclose information, which may not be comprehensive.

8.1.1.3. Summary of the appropriateness of the price of Transaction 1 (Renewal of Cash Management Service Agreement with NSTH)

In summary, when comparing the interest rate under the conditions of the Renewal of the Cash Management Service Agreement with 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 1 was lower than the lowest MOR interest rate of the top 10 commercial banks in Thailand and was also in the 6.25th percentile of the short-term loan interest rate of companies in the industrial products group, iron and metal products category (it is estimated that in the same industry as the Company, there are 93.75% of short-term loan agreement with interest rates higher than or equivalent to the interest rate that the Company receives) according to the details in Clause 8.1.1.1. – 8.1.1.2.

Therefore, from the analysis of the appropriateness of the price (interest rate) of entering into Transaction 1, whether comparing between the reference interest rate and short-term loan agreements in the market (publicly disclosed borrowing information of other companies in the same industry group as the Company, namely the industrial products group, steel and metal products category), IFA is of the opinion that the price (interest rate) of entering into Transaction 1 is appropriate.

8.1.2. Appropriateness of Price for Entering into Transaction 2 and Transaction 3 (Entering into the Debt Restructuring Agreement for ACO I (USD) and ACO I (THB) with ACO I)

8.1.2.1. Comparison of interest rates under the terms of the Debt Restructuring Agreement in both USD and THB with ACO I and the current loan interest rates under the agreement

IFA has considered the appropriateness of the price by comparing the interest rates according to the terms of the Debt Restructuring Agreements of both transactions, considering the draft Debt Restructuring Agreement, floating rate at the Policy Interest Rate + a maximum margin of 2.50% per year, totaling 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025). IFA therefore refers to the interest rate at 4.50% per year based on the calculation to compare the interest rates of the loan under the original agreement.

When compared to the current interest rate under the Debt Restructuring Agreement for ACO I (USD) at SOFR + 2.10% per year, totaling 6.40% per year as of March 14, 2025, the Company's interest payment burden will decrease by 1.90% per year. When compared to the current interest rate under the Debt Restructuring Agreement for ACO I (THB) at a fixed interest rate of 6.00% per year, the Company's interest payment burden will decrease by 1.50% per year.

8.1.2.2. Comparison of interest rates under the terms of the Debt Restructuring Agreement in both USD and THB with ACO I and the minimum lending rate that banks charge their prime large customers for term loans (MLR) of commercial banks.

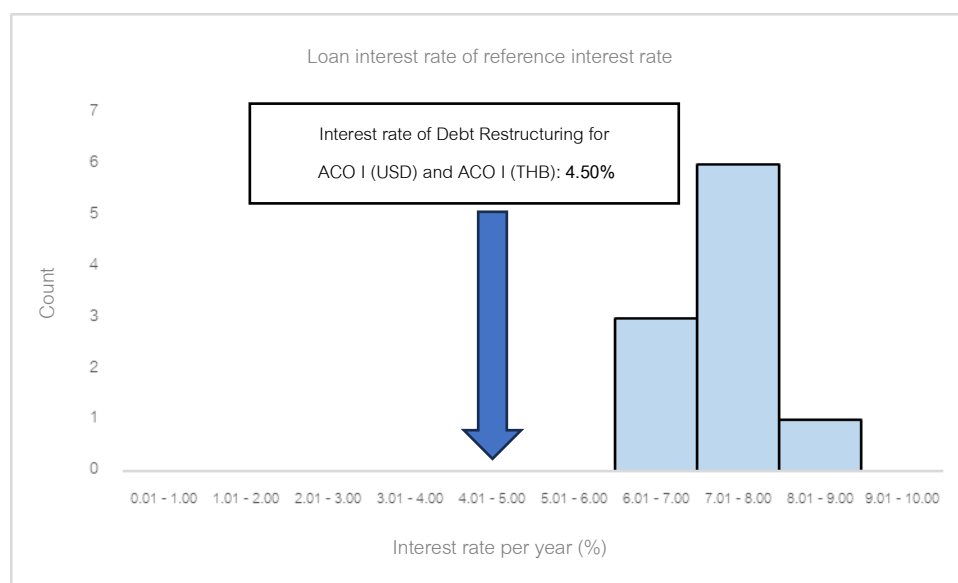
IFA has considered the appropriateness of the price by comparing the interest rates according to the terms of Debt Restructuring Agreements of both transactions with the reference interest rate, with the following details:

When comparing the interest rate under the terms of the Debt Restructuring Agreement, with a floating interest rate at the Policy Interest Rate + a maximum margin of 2.50% per year, totaling 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025), IFA therefore refers to the interest rate at 4.50% per year based on the calculation to compare with the reference interest rate disclosed by the BOT as of March 14, 2025. It was found that the interest rate of the Debt Restructuring Agreement is lower than the median of the MLR interest rate of the top 10 commercial banks in Thailand, namely Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, Thanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and Houses Bank, which is in the range of 6.83% to 8.23% per year (the median is 7.28% per year) and lower than the lowest MLR interest rate of the 10 commercial banks. In addition, the MLR interest rate is an interest rate set by financial institutions for only good customers. Considering the current situation of the Company, which is continuously incurring losses and has a debt-to-equity ratio (D/E Ratio) of 45.56 times according to the latest audited financial statements as of December 31, 2024, the Company may not receive the MLR interest rate from financial institutions.

Financial Institutions	MLR Interest Rate (%)
1. Bangkok Bank	6.83
2. Krung Thai Bank	6.83
3. Kasikorn Bank	7.05
4. Siam Commercial Bank	6.83
5. Bank of Ayudhya	7.06
6. TMBThanachart Bank	7.50

Financial Institutions	MLR Interest Rate (%)
7. TISCO Bank	7.85
8. Kiatnakin Phatra Bank	7.95
9. CIMB Thai Bank	8.23
10. Land and House Bank	7.83
Minimum MLR Interest Rate (MIN)	6.83
Maximum MLR interest rate (MAX)	8.23
Median (MEDIAN)	7.28

Source: 1/ BOT

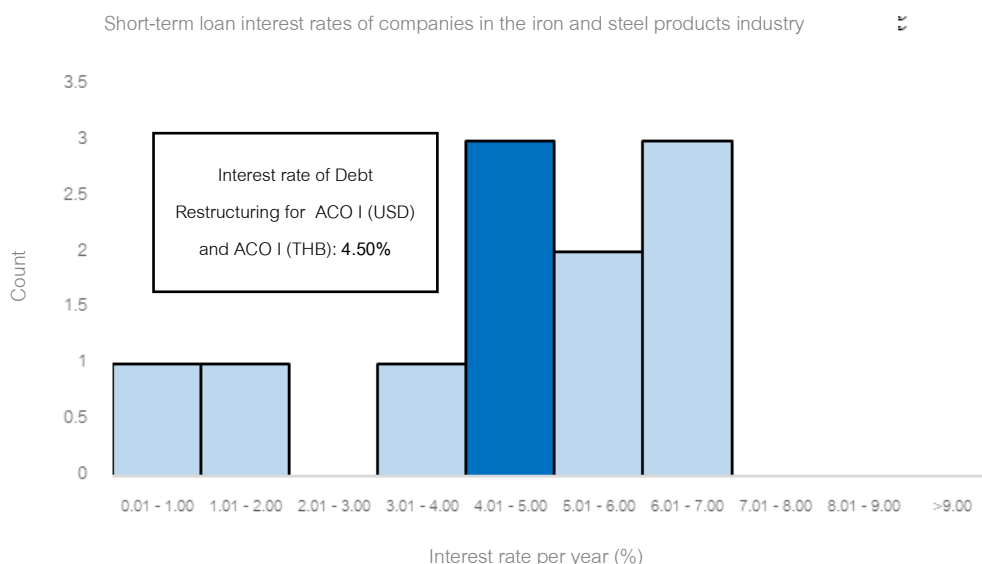


Remark: 1/ Data from 10 data points

2/ A low interest rate on loans (on the left) will benefit the Company more than a high interest rate on loans (on the right).

8.1.2.3. Comparison of interest rates according to the terms of the Debt Restructuring Agreement in both USD and THB with the publicly disclosed long-term interest rates of other companies in the same industry group as the Company

When comparing the interest rate under the terms of the Debt Restructuring Agreement, with a floating interest rate at the Policy Interest Rate + a maximum margin of 2.50% per year, totaling 4.50% per year (the Policy Interest Rate is 2.00% per year as of February 26, 2025), IFA refers to the interest rate at 4.50% per year to compare with the long-term loan interest rate in the market (publicly disclosed long-term loan data of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category as of March 14, 2025). It was found that the interest rates of Transactions 2 and 3 are in the 27.27th percentile, which estimates that there are 72.73% of loan agreements in the industrial group with interest rates higher than or equivalent to what the Company received from ACO I this time.



Remark: 1/ Data from 11 data points. Since the information disclosed to the public by other companies in the same industry group as the Company is specified as a range, in the analysis, IFA will count 2 data points, considering the lower bound as one data point and the upper bound as another data point.

2/ A low interest rate on loans (on the left) will benefit the Company more than a high interest rate on loans (on the right).

No.	Companies in the industrial products group Steel and metal products category	Interest rate according to the financial notes	Interest rate (%) ^{1/}
1	MCS	Interest rate TIBOR% per year	0.80
2	MILL	Interest rate 2.00 to MLR-1% per year	2.00 – 6.28
3	PERM	Interest rate MLR - 0.50% per year	6.78
4	PERM	Interest rate 4.96% per year	4.96
5	PERM	Interest rate 5.90% per year	5.90
6	PERM	Interest rate 5.27% per year	5.27
7	TGPRO	Interest rate Prime Rate – 2.00 to Prime Rate% per year	4.50 – 6.50
8	TMT	Interest rate 3.02 – 4.97% per year	3.02 – 4.97

Source: SET

Remark: 1/ Calculated by IFA based on the median MLR interest rate of the top 10 banks in Thailand as of March 14, 2025 (www.bot.or.th), TIBOR interest rate as of March 11, 2025 (JBATA) and Prime Rate interest rate as specified in the notes to the financial statements as of December 31, 2024 of TGPRO for preliminary comparison from reference data based on publicly disclosed information which may not contain complete information in all dimensions.

8.1.2.4. Summary of the appropriateness of the price of Transaction 2 – 3 (Entering into the Debt Restructuring Agreements for ACO I (USD) and ACO I (THB) with ACO I)

In summary, when comparing the interest rates under the terms of the two Debt Restructuring Agreements with 1) the current agreement interest rate, 2) the reference interest rate of commercial banks, and 3) the long-term loan interest rate of companies in the same industry group as the Company, it was found that the interest rates for Transactions 2 and 3 were lower than the current agreements interest rate and the lowest MLR of the top 10 commercial banks in Thailand,

and were also in the 27.27th percentile of the short-term loan interest rates of companies in the industrial goods group, iron and metal products category (it is estimated that in the same industry as the Company, there are 72.73% of long-term loan agreements with interest rates higher than or equivalent to the interest rates that the Company receives), as detailed in Clause 8.1.3.1 – 8.1.3.3.

Therefore, from the analysis of the appropriateness of the price (interest rate) of Transactions 2 and 3, regardless of the comparison between the reference interest rate and long-term loan agreements in the market (publicly disclosed borrowing information of other companies in the same industry group as the Company, namely the industrial products group, steel and metal products category), IFA is of the opinion that the price (interest rate) of Transactions 2 and 3 is appropriate.

8.2. Appropriateness of the Price for Entering into Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

From the Extraordinary General Meeting of Shareholders No. 1/2024 on the plan to improve the production quality, the Company plans to install a skin pass mill. Since the improvement is expected to be completed in 2026, in the meantime, the Company is seeking ways to improve the quality of its products, in which the Company will hire GJS, a related person, and the use of GJS's skin pass mill service is an important approach to improve the quality of its products. GJS will calculate the service fee from the production cost in the previous quarter before adding a service fee of 5% but not exceeding THB 450 per ton (according to the initial assessment, the cost of GJS's skin pass mill is between THB 200-300 per ton. When calculated from the Company's production cost, which have a loss rate of between 5-7% if using its own machinery, the Company's use of GJS's skin pass mill service should result in the Company benefiting from 1) lower production costs (GJS's service fee is less than the loss rate if the Company produces by itself) and 2) the Company can improve the quality of its products, resulting in the Company being able to sell its products at higher prices and greater customer satisfaction.

Since the service of the Skin Pass machine is a specific process for the final step of HRC production, IFA is unable to find the service rate of the Skin Pass machine in the market to compare with the service rate of the Transaction 4. And since the Company has never received the Skin Pass machine service from an external party before, IFA is unable to compare the service rate of the Transaction 4 with the service rate of the external party. Therefore, in analyzing the appropriateness of the price of the Transaction 4, IFA has analyzed the impact on the average cost of using the Skin Pass machine per ton from the Transaction 4 in each scenario as follows:

- Scenario 1: GSTEEL does not use GJS's Skin Pass machine
- Scenario 2: GSTEEL uses GJS's Skin Pass machine for 67,500 tons throughout the contract period (approximately 4,500 tons per month, equivalent to 54,000 tons per year), estimated based on the amount of Skin Pass machine services provided to GSTEEL in February 2025
- Scenario 3: GSTEEL uses GJS's Skin Pass machine for 250,000 tons throughout the contract period (approximately 16,667 tons per month, equivalent to 200,000 tons per year), which is the maximum amount of Skin Pass machine services of GJS as proposed to the shareholders' meeting.

No.	List	Unit	Scenario 1	Scenario 2	Scenario 3
1	GJS Skin Pass Machine Usage Volume ^{1/}	Ton	293,593	293,593	293,593
2	GSTEEL Skin Pass Machine Service Volume	Ton	0	54,000	200,000
3	Total Skin Pass Machine Usage Volume	Ton	293,593	347,593	493,593
4	Skin Pass Machine Capacity	Ton	579,718	579,718	579,718
5	Utilization Rate	%	51	60	85
6	HRC production cost if GSTEEL produces itself	THB/ton	0	646	646
7	HRC production cost using GJS service	THB/ton	0	575	551
8	Difference in production cost between GSTEEL produces itself and using GJS service	THB/ton	0	71	95

Remark: 1/ Based on GJS Skin Pass machine usage data in 2024.

By analyzing the appropriateness of the price for entering into Transaction 4 in each scenario, the Company will be able to reduce production costs by up to THB 95 per ton. The ability to reduce production costs will depend on several factors, such as the flatness required for the Company's HRC and the actual costs incurred by GJS. However, the main objective of using such services is to improve the quality of hot rolled coils, reduce customer complaints and reduce production losses until the Company's new Skin Pass machine is ready for use in the second Quarter of 2026.

Therefore, from the analysis of the appropriateness of the price of Transaction 4, IFA found that from the internal information for the skin pass machine of the Company (which is currently under improvement), there will be a loss rate between 5 – 10%, which when compared to using the skin pass machine service of GJS where the loss rate is between 1-3%, should result in the Company reducing production costs by up to THB 95 per ton. The ability to reduce production costs will depend on several factors, such as the flatness required for the Company's HRC and the actual costs incurred by GJS. However, the main objective of using such services is to improve the quality of hot rolled coils, reduce customer complaints and reduce production losses until the Company's new Skin Pass machine is ready for use in the second Quarter of 2026. IFA is of the opinion that the price of using the skin pass machine service of GJS (a person related to the Company) is appropriate.

8.3. Appropriateness of Conditions for Entering into Transaction 1 - 3

For consideration of the appropriateness of conditions, IFA compared the terms and conditions of Transactions 1 - 3 with the current agreements because the said transactions are Cash Management Service Agreement renewal and debt restructuring, with the following details:

8.3.1. Comparison of conditions according to the terms and conditions of the Renewal of the Cash Management Service Agreement with NSTH and the current agreement conditions

IFA has considered the appropriateness of the conditions for entering into Transaction 1 by comparing the conditions for the Renewal of the Cash Management Service Agreement with NSTH and the conditions under the current agreement and found that the main conditions are not materially different from the original except for the agreement period.

Key Terms	Current Cash Management Service Agreement	Draft Cash Management Service Agreement	DM's opinion
Borrower	GSTEEL	GSTEEL	No difference
Lender	NSTH	NSTH	No difference
Loan Type	Unsecured loan	Unsecured loan	No difference
Withdrawal Conditions	In an emergency case when the net available balance in the Company's account is less than zero	In an emergency case when the net available balance in the Company's account is less than zero	No difference
Loan Currency	THB	THB	No difference
Tenor of the Loan	September 9, 2022 – March 31, 2023 If there is no notice of termination of this agreement from either party, this agreement will be automatically renewed for another period of one year. In this regard, the Board of Directors' meeting on November 8, 2024 resolved to approve the extension of the cash management service agreement until April 30, 2025.	Within the period between May 1, 2025 and April 30, 2026	This is an annual renewal by 1 year.
Loan Amount	Not exceeding THB 600.00 million	Not exceeding THB 600.00 million	No difference
Interest Rate	Policy Interest Rate + 0.40%, totaling 2.40% per year as of March 14, 2025	Policy Interest Rate + 0.40%, totaling 2.40% per year as of March 14, 2025	No difference
Covenants	None	None	No difference
Collaterals	None	None	No difference

In summary, when comparing the terms and conditions of the current Cash Management Service Agreement and the Renewal of Cash Management Service Agreement, it was found that the main terms of the agreement have not changed except for the agreement period. However, considering the current situation of the Company, which has sustained losses and has a debt-to-equity ratio (D/E Ratio) of 45.56 times according to the latest audited financial statements as of December 31, 2024, which is considered a company with the highest debt-to-equity ratio and the second lowest profitability when compared to other companies in the industry, based on the risk of the Company, NSTH has provided significant concessions to the Company in various conditions, including the interest rate of the short-term loan. Therefore, IFA believes that other conditions related to the Cash Management Service Agreement, when compared to the risk of the Company, the various financial terms and conditions are unlikely to cause the Company to lose more than when compared to the conditions that other companies in the industry receive.

No.	Companies in the industrial products group Steel and metal products category	D/E ratio	Net profit (last 4 quarters) (THB million)
1	2S	0.08	23.58
2	AMC	0.55	71.20

No.	Companies in the industrial products group Steel and metal products category	D/E ratio	Net profit (last 4 quarters) (THB million)
3	BSBM	0.01	(145.77)
4	CEN	0.31	(21.59)
5	CHOW	0.59	147.87
6	CITY	0.01	(27.12)
7	CSP	2.17	(106.97)
8	GJS	0.06	(1,018.81)
9	GSTEEL	45.56	(1,755.47)
10	INOX	0.29	350.83
11	LHK	0.40	103.50
12	MCS	0.64	678.60
13	MILL	11.23	(5,938.51)
14	PAP	1.18	(203.77)
15	PERM	8.25	(310.73)
16	SMIT	0.10	145.73
17	SSSC	0.18	204.21
18	TGPRO	0.57	(161.46)
19	THE	1.22	(81.36)
20	TMT	1.80	(41.55)
21	TSTH	0.17	379.44
22	TWP	0.33	(75.38)
23	TYCN	0.44	(283.25)

Source: www.set.or.th

Therefore, from the analysis of the appropriateness of the conditions of entering into Transaction 1 with the current agreement, which has no difference except for the agreement period, together with the debt-to-equity ratio, collateral and the current situation of the Company, IFA is of the opinion that the conditions for entering into the loan agreement between the Company and a person related to the Company (NSTH) are appropriate.

8.3.2. Comparison of the terms and conditions of the Debt Restructuring Agreement for ACO I (USD) and the current agreement terms and conditions.

IFA has considered the appropriateness of the conditions for entering into Transaction 2 by comparing the conditions under the Debt Restructuring Agreement for ACO I (USD) and the conditions under the current agreement. IFA found that there are 3 conditions that are significantly different, namely:

1) Interest Rate: The ACO I (USD) Loan Agreement currently has a floating interest rate based on SOFR, while the Debt Restructuring Agreement for ACO I (USD) has a floating interest rate based on the BOT policy interest rate.

2) Currency: The ACO I (USD) Loan Agreement is currently denominated in USD, while the Debt Restructuring Agreement for ACO I (USD) has been converted to THB, and

3) Payment Period: The ACO I (USD) Loan Agreement currently has a quarterly interest payment schedule, while the Debt Restructuring Agreement for ACO I (USD) has a semi-annual interest payment schedule.

In summary, IFA has considered the appropriateness of the conditions for entering into Transaction 2 and found that the conditions of the new agreement are more beneficial to the Company.

Key Terms	Current ACO I (USD) Agreement	Debt Restructuring Agreement for ACO I (USD)	DM's opinion
Borrower	GSTEEL	GSTEEL	No difference
Lender	ACO I	ACO I	No difference
Loan Type	Unsecured loan	Unsecured loan	No difference
Loan Currency	USD	THB	Currency has changed
Tenor of the Loan	November 28, 2019 – November 28, 2028	May 1, 2025 – November 28, 2028	No difference
Loan Amount	Debt from debt restructuring, total outstanding balance of USD 3.44 million	Debt from debt restructuring, total outstanding balance of USD 3.44 million or equivalent to THB 116.57 million, referring to the exchange rate of THB 33.9189 per USD as of March 10, 2025 (Source: BOT)	Change according to exchange rate
Interest Rate	Interest rate: SOFR + 2.10% per year, totaling 6.40% per year as of March 14, 2025.	The Policy Interest Rate + a maximum margin of 2.50%, totaling 4.50% per year as of March 14, 2025.	Changed from SOFR + 2.1% to BOT policy rate + 2.5%
Prepayment Fee	None	None	No difference
Covenants	None	None	No difference
Collaterals	None	None	No difference
Principal Repayment	Pay in one lump sum on the maturity date	Pay in one lump sum on the maturity date	No difference
Interest Payment	Every quarter	Every half year	the payment schedule is more benefit to the Company.

Therefore, from the analysis of the appropriateness of the conditions of Transaction 2 with the current agreement, which are significantly different, especially the interest rate, currency and payment period, although the interest rate of the Debt Restructuring Agreement for ACO I (USD) will remain a floating interest rate, the overall interest rate will be significantly reduced. In addition, the change in currency from USD to THB will enable the Company to significantly reduce its exchange rate risk since most of the Company's income is in THB, and the reduced frequency of interest payments will enable the Company to improve its cash flow management. For the above reasons, IFA is of the opinion that the conditions for entering into the Debt Restructuring Agreement for ACO I (USD) with the Company's related persons (ACO I) are appropriate.

8.3.3. Comparison of the terms and conditions of the Debt Restructuring Agreement for ACO I (THB) and the current agreement terms and conditions.

IFA has considered the appropriateness of the conditions for entering into Transaction 3 by comparing the conditions under the Debt Restructuring Agreement for ACO I (THB) and the conditions under the current agreement. IFA found that there are 2 conditions that are significantly different, namely:

- 1) Loan Period: Loan Term: The current ACO I (THB) Agreement has a principal repayment due date as planned on December 1, 2025, while the Debt Restructuring Agreement for ACO I (THB) has extended the principal repayment due date to December 1, 2026.
- 2) Interest rate: The current ACO I (THB) Agreement sets a fixed interest rate, while the Debt Restructuring Agreement for ACO I (THB) sets a floating interest rate based on the BOT policy interest rate, and
- 3) Repayment period: The current ACO I (THB) loan agreement sets interest and outstanding amount payments according to the plan, while the Debt Restructuring Agreement for ACO I (THB) sets interest payments semi-annually and one outstanding amount payments at the maturity date.

In summary, IFA has considered the appropriateness of the conditions for entering into Transaction 3 and found that the conditions in the new agreement are more beneficial to the Company.

Key Terms	Current ACO I (THB) Agreement	Draft Debt Restructuring Agreement for ACO I (THB)	DM's opinion
Borrower	GSTEEL	GSTEEL	No difference
Lender	ACO I	ACO I	No difference
Loan Type	Secured loan	Secured loan	No difference
Loan Currency	THB	THB	No difference
Loan Period	March 1, 2020 – December 1, 2025	May 1, 2025 – December 1, 2026	The loan period has been extended, reducing the chances of the company defaulting.
Loan Amount	Debt from debt restructuring	Debt from debt restructuring	No difference
Interest Rate	Fixed interest rate of 6.00% per year	The Policy Interest Rate + a maximum margin of 2.50%, totaling 4.50% per year as of March 14, 2025.	Changed from fixed to BOT policy interest rate + 2.5%
Prepayment Fee	None	None	No difference
Covenants	None	None	No difference
Collateral	<ul style="list-style-type: none"> - ACO I (Nirum): 1,100 million shares of GJS - ACO I (Metal Inter): None 	<ul style="list-style-type: none"> - ACO I (Nirum): 1,100 million shares of GJS - ACO I (Metal Inter): None 	No difference
Principal Repayment	Repayment as planned	Pay in one lump sum on the maturity date	Beneficial
Interest Payment	Repayment as planned	Every half year	Beneficial

Therefore, from the analysis of the appropriateness of the conditions of Transaction 3 with the current agreement, which are significantly different, especially the interest rate and payment period, even though the interest rate of the draft Debt Restructuring Agreement will change from a fixed interest rate to a floating interest rate, the overall interest rate will be significantly reduced. In addition, the reduced frequency of interest payments will enable the Company to manage its cash flow more efficiently. For the reasons above, **IFA is of the opinion that the conditions for entering into the Debt Restructuring Agreement for ACO I (THB) with the Company's related persons (ACO I) are appropriate.**

8.4. Appropriateness of Conditions for Entering into Transaction 4

IFA has considered the appropriateness of the conditions for entering into the Transaction 4 from the conditions in the draft Skin Pass Service Agreement between GJS and GSTEEL, with the following details:

No.	Key Terms	Draft Skin Pass Service Agreement	DM's opinion
1	Type of service	Use efficient flat rolling machines to roll hot rolled coils to improve the quality of hot rolled coils	
2	Amount of service	HRC not exceeding 250,000 tons	
3	Duration	May 1, 2025 – July 31, 2026	
4	Service fee	Calculated from the actual production cost of GJS flat rolling machines in the previous quarter plus 5 percent, which will be the maximum amount not exceeding THB 450 per ton. GSTEEL will pay the service fee in cash within 30 days after GSTEEL delivers the goods to the customer.	IFA believes that this is an appropriate method of calculating service fees and has general commercial conditions.
5	Other Terms and Conditions	1. Transportation Cost will be borne by GSTEEL 2. Yield Loss will be borne by GSTEEL	IFA considers these to be general commercial conditions, which vary depending on negotiations between the buyer and seller.

From considering the conditions of the draft Skin Pass Service Agreement and from interviews with the Company's executives, it was found that Transaction 4 had no conditions other than the draft Skin Pass Service Agreement and other Company's normal service conditions for utilizing general services. Therefore, from the analysis of the appropriateness of the conditions of Transaction 4, IFA is of the opinion that if the conditions of the entering into Transaction 4 are not different from the Company's normal employment conditions, the conditions for entering into a agreement for the use of skin pass machines with a person related to the Company (GJS) are appropriate.

9. Summary of the Opinion of IFA

9.1. Transaction 1 (Renewal of the Cash Management Service Agreement with NSTH)

From the analysis of the appropriateness of the price (interest rate) that the Company received compared with 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group as the Company that are disclosed to the public and the conditions of the transaction compared with the current agreement, IFA is of the opinion that the price (interest rate) and conditions of the loan between the Company and a person related to the Company (NSTH) are appropriate.

In addition, considering the necessity and the current situation of the Company in terms of operations and debt to equity ratio (D/E Ratio), which may be difficult for the Company to enter into a transaction of the same nature with an unrelated person, along with the appropriateness of the price and conditions of the transaction, IFA is of the opinion that the entering into Transaction 1 this time is necessary for the Company to continue its business. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the related transaction this time.

9.2. Transaction 2 and 3 (Entering into Debt Restructuring Agreement for ACO I (USD) and ACO I (THB) with ACO I)

From the analysis of the appropriateness of the price (interest rate) that the Company received compared with 1) the current agreement interest rate, 2) the reference interest rate of commercial banks, and 3) the long-term loan interest rate of companies in the same industry group as the Company that are publicly disclosed and the conditions of the transaction compared with the current agreement, IFA is of the opinion that the price (interest rate) and conditions of the loan between the Company and a person related to the Company (ACO I) are appropriate.

In addition, considering the necessity and the current situation of the Company in terms of operations and debt to equity ratio (D/E Ratio), which may be difficult for the Company to enter into a transaction of the same nature as an unrelated person, along with the appropriateness of the price and conditions of the transaction, IFA is of the opinion that the entering into Transaction 2 and 3 this time are necessary for the Company to continue its business. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the related transaction this time.

9.3. Transaction 4 (Entering into Skin Pass Service Agreement with GJS)

From the analysis of the appropriateness of the price, it was found that the price of using the GJS's skin pass machine service would allow the Company to save more costs and produce better products than using the Company's current skin pass machine. The conditions of the transaction will be normal service conditions. IFA is of the opinion that the price and conditions of entering into the Skin Pass Service Agreement with a person related to the Company (GJS) are appropriate.

Therefore, when considering the reasonableness and necessity of the Transaction, along with the appropriateness of the price and conditions, IFA is of the opinion that the Transaction is necessary for the Company to better respond to customer needs while the Company is improving its production system in order to maintain production quality, market share, and stability of operations. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the related transaction this time.

However, as of the submission date of this Independent Financial Advisor's opinion report, the Company has only the main conditions under the draft Skin Pass Service Agreement, conditions and other contractual details of the Transactions 1- 4 which are under consideration by the Company's executives and there will be no other conditions other than the draft Skin Pass Service Agreement and other normal service conditions, which is likely to be finalized after receiving the resolution from the shareholders' meeting. Any changes to the conditions will be within the scope of the main conditions specified above. In this regard, the Utilization of Skin Pass Machine between the Company and the persons involved in the Transaction 4 after receiving the approval from the shareholders' meeting will be carefully examined by the Company's executives. In the event that the conditions in the agreements are materially changed from the main conditions that will have a negative impact on the Company, the Audit Committee will propose that the Company's Board of Directors call a shareholders' meeting to seek approval for the Transaction again, which such changes may affect the Independent Financial Advisor's opinion according to this report.

In considering whether to approve or disapprove the Transaction, the Company's shareholders may consider the information, supporting reasons, and opinions on various issues as presented by the independent financial advisor in this report. The decision to vote to approve or disapprove the Transaction depends primarily on the discretion of each shareholder. Shareholders should study all information contained in the independent financial advisor's opinion report and all documents attached to the invitation to the extraordinary general meeting of shareholders in order to use it as a basis for considering and making a decision to vote appropriately and carefully.

Discover Management Company Limited as Independent Financial Advisor hereby certifies that the opinion have prudently been provided in compliance with the professional standards and principles, with due regard to the shareholders' benefits.

Yours sincerely,

Discover Management Company Limited

(Mr. Vuthichai Tumasaroj)

Director

(Miss Kanokporn Pongjetanapong)

Director

(Miss Kochamon Chandaratip)

Supervisor

Contact: Discover Management Company Limited

02-651-4447

Info@discoverym.com

Attachment 1

Summary Information of G Steel Public Company Limited

1. Company Profile

Company Name : G Steel Public Company Limited (the “Company” or “GSTEEL”)

Headquarter Address : 88 PASO Tower, 18th Floor, Silom Road, Suriyawong,
Bangrak, Bangkok 10500

Telephone : 02 634 2222

Fax : 02 634 4114

Type of Business : The Company is the producer and distributor of hot rolled coil and slab. Its products serve as raw materials for such downstream industries as cold rolled coils, galvanized steel, steel pipe, structural steel products for construction, LPG containers, automobile, electrical appliance as well as steel furniture industries.

Company Registration Number : 0107538000746

Website : <http://www.gsteel.com>

Registered Capital : THB 158,059,755,140.00

Paid-up Capital : THB 144,643,827,160.00

Par value : THB 5.00 per share

Number of paid-up shares : 28,928,765,432 ordinary shares

2. Business Information

2.1 Key Events

Year	Key Events
2020	<ul style="list-style-type: none">• The Company increased its production to 574 k mt an increase of 68% over 2019 in order to regain the market share and several other cost saving measures have been made possible.• On January 20, 2021, the Company entered into the Settlement Agreement and Termination Fee Restructuring Agreement with a creditor (former finance supporter) with the effective date on March 1, 2020. Under the agreements, the Company committed to pay quarterly installments of the settled debts of THB 283.1 million and termination fee of THB 100 million plus interest at the rate of 6% as specified in the agreements starting on June 1, 2021 and ending December 1, 2025. In this regard, the Company incurred loss on compromise debts of THB 30 million which was recorded in the consolidated and separate statements of comprehensive income for the year ended December 31, 2020. However, there are unsettled debts claimed from such creditor totaling THB 266.3 million and advance payment claimed by the Company to such creditor of THB 68 million. Both parties agreed to

Year	Key Events
	<p>pay the unsettled amount through the Arbitration Process which the creditor should file a claim with the Thai Arbitration Institute, Office of the Judiciary within 60 days after the agreement date.</p> <ul style="list-style-type: none"> • The Subsidiary of the Company, G S Securities, decreased its Authorized share capital from THB 691.9 million (divided in 69.19 million ordinary shares at THB 10 par value) to THB 67.0 million (divided in 6.7 million ordinary shares at THB 10 par value) in two steps during the year.
2021	<ul style="list-style-type: none"> • The Company recorded significant profits during the year due to global uptrend in HRC prices and improved raw material mix. The cashflows were mainly utilized in repayment of loans amounting to USD 37.1 million and reducing the several other liabilities. • The Company has been following the strategy to reduce the pig iron (which is imported) and imported scrap and increase the percentage of Local Scrap. Through several process changes over last few years, the Company has succeeded in increasing the local scrap percentage to 84% in 2021 compared to 32% in 2017. This not only helps to reduce the costs (since local scrap is cheaper) but also helps in reducing the risk of price and forex fluctuations. • Following conversion of Debt to Equity since 2017 to 2019 of G J Steel Public Company Limited (“G J Steel”), the shareholding of the Company in G J Steel was reduced from 25.70% to 18.72% in 2017, 17.28% in 2018 and 9.45% since 2019 (8.24% held directly by the Company and 1.21% held by its subsidiary, GS Securities). Based on these circumstances, the Securities and Exchange Commission and the Stock Exchange of Thailand considered that the management control over G J Steel was transferred to Asia Credit Opportunities I (Mauritius) Limited and the G Steel (Company) lost its control since 2017. • As a result, the Company has deconsolidated the accounts of G J Steel with itself and treated the investment in G J Steel under “Other long-term investment” and measured at fair value through other comprehensive income. Hence, the consolidated financial statements for the years ended December 31, 2021 and 2020 (restated), have been prepared based on loss of control of the Company over G J Steel after the incremental of share capital to ACO I in 2017. The treatment on this matter was approved by the Audit Committee’s meeting and the Board of Directors’ meeting held on February 25, 2022.
2022	<ul style="list-style-type: none"> • During the year, Nippon Steel Corporation (NSC), whose shares are listed in Stock Exchange in Japan and whose core business is steel making and steel fabrication, acquired 49.99% of the shares of the Company and launched Mandatory Tender Offer and acquired 10.24% of the total shares of the Company. Consequently, NSC now holds 60.23% of the shares of the Company. • During the year, the Company obtained uncommitted and unsecured short-term credit facilities from a local related party and various local financial institutions to fund its working capital (including bank guarantee, letter of credit, trust receipt, and foreign exchange facilities) and cash management requirements. • The Company has launched Cost Reduction Program as a counter measure for increasing prices of all inputs especially utilities. The Company has further rolled out Total Productive Maintenance activities in all areas of the Company. This will help us strengthen all the processes and improve productivity, quality, cost, delivery and environment preservation.

Year	Key Events
	<ul style="list-style-type: none"> The Company has engaged technical experts to carry out a review of the Pickling & Oiling Line lying under construction in progress. Based on such technical review, the additional investment required for making the Pickling & Oiling Line operational was estimated at USD 13.5 million to USD 15 million (equivalent to approximately THB 468 million to THB 520 million). The management further noted that in spite of this additional investment, it would be very unlikely that such Pickling & Oiling Line could achieve the desired production capacities, quality parameters, and subsequent guarantee figures. If the old and rusted parts are not replaced, the risk of operational stability, frequent breakdowns due to cracks and jamming, which resulted in high maintenance/operational costs and importantly quality and safety issues will remain major concerns and finally, the Company's product image will significantly be damaged. After considering various factors, the Management Committee resolved not to continue with the commissioning of the existing Pickling & Oiling Line but to set up additional an impairment loss on such Pickling & Oiling Line (using the market scrap price) amounting to THB 1,497 million in the books. Subsequently, the Audit Committee and Board of Directors meeting held on February 24, 2023, approved to record impairment loss on unusable machines held for sale amounting to THB 1,497 million as a part of "Other expenses" in the consolidated and separate statements of comprehensive income for the year ended December 31, 2022.
2023	<ul style="list-style-type: none"> The Government of Thailand through the Ministry of Commerce has announced following steps to curb the unfair HRC imports – <ul style="list-style-type: none"> Extension for enforcement of Anti-dumping measures for hot-rolled coils and non-rolled steel products originating from the Federal Republic of Brazil, Islamic Republic of Iran and the Republic of Turkey for a period of 5 years, effective from June 2, 2023 to June 1, 2028. Extension for enforcement of Anti-dumping measures for hot-rolled steel flat products originating from the People's Republic of China and Malaysia for a further period of 5 years, effective from July 11, 2023 to July 10, 2028. On September 15, 2023, the Department of Foreign Trade issued an announcement in the Royal Gazette to initiate the investigation on anti-dumping circumvention in the case of hot rolled steel sheets in coils and not in coils which originated from the People's Republic of China to extend the imposition of anti-dumping duty on imports of hot rolled alloy steel in coils and not in coil originated from the People's Republic of China. On December 15, 2023, the Company entered into a Credit Agreement with a local related company, whereby, such related company will provide loan credit facility of THB 2,300 million as financial assistance. The repayment of such drawdown will be made on the maturity date and the interest will be charged at the policy rate announced by the Bank of Thailand plus 0.18% per annum. The credit facility will mature on July 31, 2024.
2024	<ul style="list-style-type: none"> The Government of Thailand through the Ministry of Commerce has announced following steps to curb the unfair HRC imports <ul style="list-style-type: none"> Enforcement of Anti-Circumvention measures for hot rolled steel flat products in coils and not in coils which originates from the People's Republic of China to extend the imposition of anti-dumping duty on imports of hot rolled alloy steel in coils and not in coil originating from the People's Republic of China from 17 manufacturers, effective from August 2, 2024 onwards.

Year	Key Events
	- Extension for enforcement of Anti-dumping measures for boron-added hot-rolled steel products originating from the People's Republic of China for a further period of 5 years, effective from November 8, 2024 to November 7, 2029.

Source: GSTEEL

2.2 Organization Operation of the Group of Companies

2.2.1 Business Overview

G Steel Public Company Limited runs a business of producing and selling hot-rolled steel sheet in coils (or hot-rolled coils) as main products as per customers' orders. The Company's main products are used directly in construction works, water irrigation and civil engineering, and used as substrates or raw materials for downstream industries, such as steel sheet fabrication industry, e.g. making pipes, tubes and structural shapes for uses in construction, other downstream industries for making oil drums, gas cylinders, general industrial equipment or parts, etc.

The Company's hot-rolled coil plant has deployed state-of-the-art technologies that perfectly and efficiently integrate melting, casting and rolling processes in one plant, or known as "Compact Mini Mill", which consists of melting technology with Electric Arc Furnace (EAF), Continuous Casting Machine technology and Hot Strip Mill in tandem continuously throughout all the said processes.

The Company's production process, in brief, begins from taking ferrous scraps and pig iron to melt in the EAF to make liquid steel at 1,600 degrees Celsius, then refining the quality of liquid steel with ferro-alloys and other substances to meet the requirements of the standard or customer's specification, and casting the refined liquid steel into the continuous casting machine to make steel slabs of 100 mm thickness, and hot-rolled to reduce the thickness down to the range of 1.0 - 13.0 mm as per the customer's order. The Company's plant is the first in Thailand and one of a few plants in the world that can make as thin as 1.0 mm hot-rolled sheet. The said production process is thoroughly continuous and takes just 3 hours and a half to finish.

The Company's hot-rolled coil plant has a capacity of 1.5 million tons per year that meets the various product mixes by customers' orders. Our hot-rolled coil products are made to comply with the Thai industrial standards (TIS), and also international and foreign standards, for instances, Japanese standards (JIS), American or the U.S. standards (ASTM and SAE), European standards (EN), Malaysian standards (MS) etc., according to the local and foreign markets' needs.

2.2.2 Product features

The Company's products are hot rolled coils and slabs that are positioned as the upstream industry for flat steels. The Company's products are used as raw materials for pickling and oiling hot rolled coil, for utilizing in the construction industry, for instance.



The hot-rolled steel products of the Company have the quality meeting the Thailand Industrial Standard (TIS) and the international standards such as the Japanese standards (JIS), the American standards (ASTM, SAE, AISI and API), the European standards (EN, DIN, BS), the Indian standard (BIS) and the Malaysian standard (MS), with the width from 900 - 1,550 mm, and the thickness from 1 -13 mm, as well as the weight of the coil from 8 to 28 tons.

Details of the Products of the Company can be summarized as follows:

Product Characteristics	Detail
Width	900 – 1,550 mm
Thickness	1-13 mm
Weight per length	8.3-18 kilograms / mm
Total Weight of Steel Coil	8-28 tons

2.2.3 Products and Services

Production Capacity

The Company's hot rolled coil mill is located on approximately 429 Rai **Nonglalog**, Bankhai, Rayong, which the melting, casting and rolling processes are all efficiently integrated into one mill called Compact Mini Mill. Its designed maximum capacity of production is 1.5 million tons per annum while its current effective capacity is 1.3 million tons per annum. The Company's hot rolled coil mill was designed to be able to expand the production capacity to reach 3.4 million tons per annum providing some additional machines and equipment.

The entire production process takes approximately 3.5 hours. The Company's mill operates 24 hours

during the weekend where the production operators are divided into 2 shifts and 3 sets of workers alternating current operations. The Company's mill has the annual shut down for maintenance once a year with 7-10 days per period. The maintenance is carried out and controlled by the Company's engineers.

Important Utilities and Raw Materials used in production

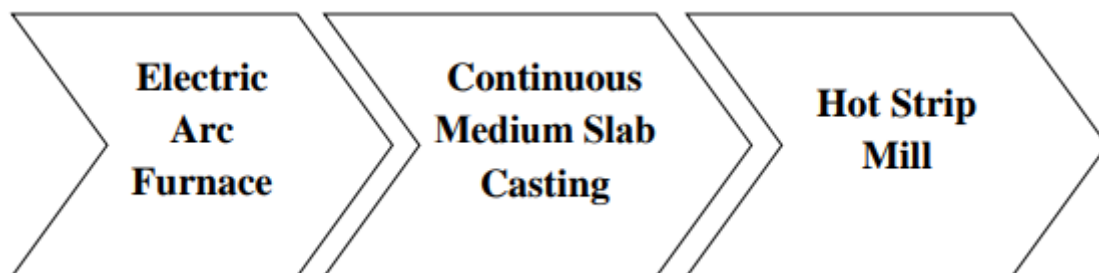
The main raw materials used for the Company's production are scrap and pig iron, including the scrap derived from the production process. In addition, the mixture of the burnt lime and alloying compounds must be added in the manufacturing process to obtain the product features as required.

Regarding the utilities that are used in the production process are electricity, natural gas, oxygen and other gases, as well as, water, for instance.

The main raw materials that a high proportion compared to the total cost of production, consists of scrap, pig iron, admixtures and additives such as lime, alloy and so on.

Production technology

The Company's hot rolled coil mill is called Compact Mini Mill which is equipped with the world's state-of-the-art technology. The continuous melting, casting and rolling processes are efficiently integrated into the Company's mill with the short production cycle of only 3.5 hours on transforming the raw materials into the finished products. The details of key technologies are as follows:



1. Technology of Electrical Arc Furnace with the Ladle Heat Furnace for the refined liquid steel. This technology came from Mannesmann Demag Huttentechnik, Germany. This technology begins with melting scrap and pig iron in an electrical arc furnace. Oxygen and other gases will be added to increase the temperature. Additives will be added into the liquid steel to adjust the quality per requirement. The Company's melting process has capacity of 1.7 million tons per annum.
2. Technology of Continuous Casting Machine. This technology came from Sumitomo Heavy Industries, Japan. This Caster can produce slab since 80-100 millimeters which production capacity is 1.58 million tons per year.
3. Technology of Hot Strip Mill is to reduce the size of Slab to be thinner. The technology came from Mitsubishi Heavy Industry of Japan. It can reduce steel's thickness from 80-100 mm to 1-13 mm. The production capacity is 1.5 million tons per annum.

Production process

The Company produces the hot rolled coil by melting scrap and pig iron in an electrical arc furnace (EAF). Then the refined liquid steel will be cast into slab and subsequently hot rolled into the specific required gauge as the following processes

1. Melting Process. The scrap and pig iron will be melted in EAF into liquid steel. After that, in the ladle heat furnace, the additives will be added into the liquid steel to adjust the quality per requirement.
2. Casting Process. The refined liquid steel will be cast into medium sized slab with 80-100 mm. thickness.
3. Rolling Process. The medium sized slab from the reheating furnace will be subsequently rolled to the required thickness and will be kept in the down coiler for further transporting to store in the coil yard.

Raw Materials procurement

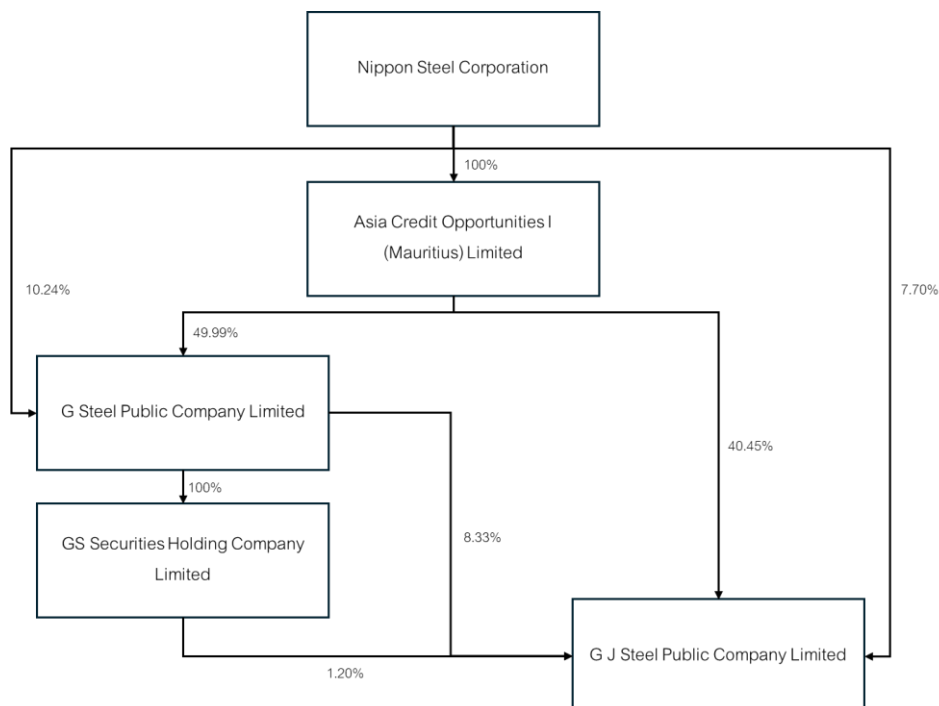
The demand for raw materials (Pig Iron and Steel Scrap) is still high and the supply of domestic raw materials are insufficient compared with the domestic demand. Therefore, the Company still needs to keep import raw materials.

In the past year, the Company procured raw materials as follows:

- Procurement of Local scrap approximately 90%.
- Procurement of imported Pig Iron and imported Scrap approximately 10%.

2.3 Shareholding structure of the Company's group

As of December 31, 2024



Source: GSTEEL

In order to increase the Company's competitive capability and to reduce its production cost, the Company has invested in subsidiaries by held shares in target subsidiaries and type of business as of December 31, 2024 detail are as follows:

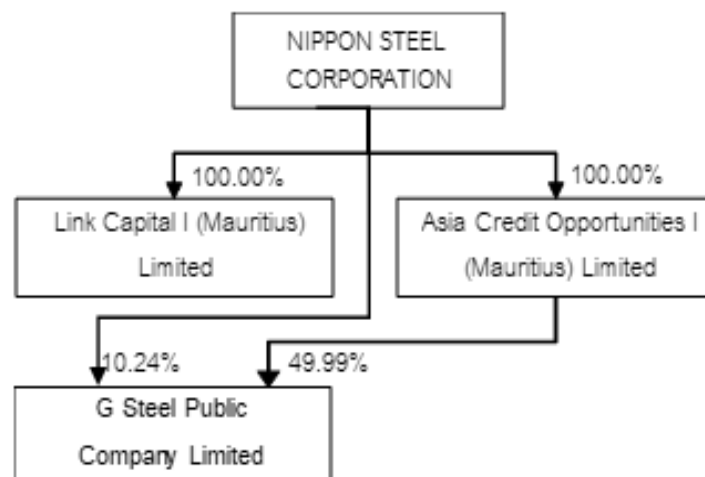
Subsidiaries	Location	Type of business	Type and number of Shares	Total holding
Siam Professional Holdings Co., Ltd.	88 PASO Tower, Silom Road, Suriyawong, Bangrak, Bangkok 10500	Investment holdings company	Ordinary shares 3,410,000 shares	99.99%
GS Securities Holdings Co., Ltd.	88 PASO Tower, 18th Floor, Silom Road, Suriyawong, Bangrak, Bangkok 10500	Special-purpose restructuring entity	Ordinary shares 6,703,410 shares	99.99%

Persons who may have conflicts of interest hold more than 10% of shares with voting rights of such companies in subsidiaries or associated companies. explain the reasons.

-None-

Relationship with major shareholders' business

Diagram showing Structure as of December 31, 2024



Conflict of interest between NIPPON STEEL CORPORATION ("Major shareholder") and the Company

The Major shareholder's business operations in Thailand and the Company conduct different businesses while the Major shareholder's business operations in Thailand focuses on (1) rerolling hot-rolled coil for automobiles, cans, and building and construction, (2) pickled and oiled hot-rolled coil for automobiles and

(3) other hot-rolled coil for automobiles, the Business focuses on hot-rolled coil for general use. Because of the differences in product applications and customers as well as product characteristics, the Major shareholder's business operations in Thailand has no conflict of interest with the Company.

Conflict of interest between the Company and the G J Steel Public Company Limited ("GJS")

In order to prevent the conflict of interest in the future between the Company and GJS, the Company and GJS have set the guideline of measurements for conflict of interest between the Company and GJS with details as shown below;

1. Maintain the current customer-driven policy of production based on orders received independently from the customers of each company separately whereby the purchase quantity of each company is decided by the existing and/or new customers themselves. Though the Company and GJS have production capability to produce similar product range, based on the customer's preferences the Company focuses on producing HRC mainly for pipe making industry and GJS focuses on producing HRC mainly for the cut sheet usage. The Company uses such guideline for preparing its business plan which will be monitored by the Audit Committee on quarterly basis.
2. Reduction of chance of the business competition between the Company and GJS: The management of the Company and of GJS shall plan and prepare the guidelines on future business expansion on the principle of its respective expertise, production process, the present customer target group, avoid the redundant investment and encourage the economies of scale in terms of both production and purchase of raw materials based on the current customer driven production policy as explained in No. 1 above in the best interest of each of the Company and GJS.
3. Independence of the board of directors and the management: The Company and GJS have its own independent boards and audit committees to maintain the interest of minority shareholders on both sides, and each company's management has their own business policy to maintain an independent management approach in the best interest of each of the Company and GJS.
4. The authority to approve business plan lies with the board of directors of each company which includes of independent directors. The CEO and the management team do not have the authority to carry out the business operation without a business plan approved by the board of directors. The board of directors review the market environment, customers requirements, procurement and operational costs and other factors before approving such business plan. Further, in the event of a tie vote, the chairman (who is an independent director) of the meeting shall have a casting vote.
5. Making related transaction between the Company and GJS: Both Companies have policies to maintain the commercial arm's length basis in making any related party transaction between the Company and GJS. In case there is a related transaction between the two companies, both

companies shall have transparent reviewing procedure with the auditor in order to be able to verify and comment on such related transactions and make sufficient disclosure in the Companies' financial statements.

To prevent conflicts of interest between the Company and GJS, the Company focuses on producing HRC mainly for pipe making industry while GJS focuses on producing HRC mainly for the cut sheet usage. From the Policy and customer orders per production capability and quality of each company, the proportion for 2022 and 2023 are as below.

Production - End Use Wise	The Company	
	2023	2024
Pipe making industry	88%	93%
Cut Sheet	12%	7%
Other	0%	0%
Total	100%	100%

Source: GSTEEL

2.4 Revenue Structure

(Unit: THB million)

Revenue (Company and subsidiaries)	2022		2023		2024	
	Revenue	%	Revenue	%	Revenue	%
Local sales						
-Related companies ^{1/}	-	-	-	-	-	-
-Other groups	14,873.15	98.97	10,664.93	96.81	8,369.55	99.26
Total local sales	14,873.15	98.97	10,664.93	96.81	8,369.55	99.26
Overseas						
-Other groups	-	-	-	-	-	-
Indirect overseas^{2/}						
-Related companies ^{1/}	67.80	0.45	100.86	0.92	-	-
Total overseas	67.80	0.45	100.86	0.92	-	-
Total	14,940.95	99.42	10,765.79	97.73	8,369.55	99.26
Other income ^{3/}	86.95	0.58	250.26	2.27	62.07	0.74
Grand total	15,027.90	100.00	11,016.05	100.00	8,431.62	100.00

Remark: 1/ Related companies consist of Nippon Steel Trading (Thailand) Co., Ltd., Asia Metal Public Co.,Ltd. and G J Steel Public Co.,Ltd.

2/ Indirect overseas means sales to domestic traders for export to overseas market.

3/ Other income consists of interest income, dividend, sales of scraps, gains from write-off of net expired debt, gains from debt restructuring, gains from exchange rate and other income.

Source: Company

3. Shareholders and Board of Directors

3.1 Name list of Shareholders

As of July 8, 2024, top ten shareholders and stock holding proportion based on paid-up capital are as follows:

No.	Name of shareholders	Number Shares	% of paid-up capital
1.	ASIA CREDIT OPPORTUNITIES I (MAURITIUS) LIMITED	14,461,489,473	49.99
2.	NIPPON STEEL CORPORATION	2,963,182,785	10.24
3.	UOB KAY HIAN PRIVATE LIMITED	2,168,239,536	7.50
4.	SUPERIOR OVERSEAS (THAILAND) CO., LTD.	2,025,246,897	7.00
5.	Mr. Nirum Ngamchamnanrith	444,682,520	1.54
6.	Mr. Thaveechat Jurangkool	432,208,900	1.49
7.	Khunying Patama Leeswadtrakul	403,412,980	1.39
8.	Miss Supinya Leeswattrakul	403,212,000	1.39
9.	Miss Sarunya Leeswattrakul	403,000,000	1.39
10.	Miss Suwimada Leeswattrakul	402,929,106	1.39
11.	Other shareholders	4,821,161,235	16.67
Total		28,928,765,432	100.00

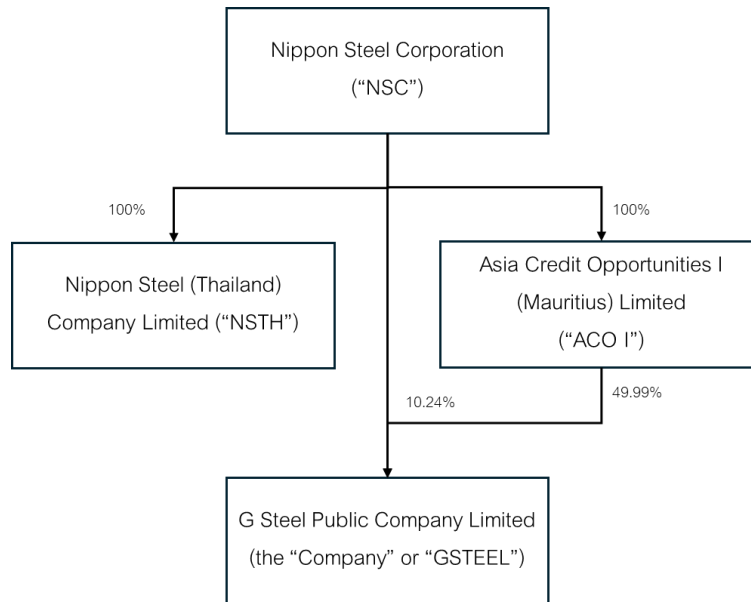
Source: GSTEEL

3.2 Relationship with related persons

Finance receiver : G Steel Public Company Limited

Finance supporter : Nippon Steel (Thailand) Company Limited

Relationship : NSTH has the same major shareholder with the Company which is NSC where NSC directly holds 10.24% of the Company's paid-up capital and indirectly, through ACO I, holds 49.99% of the Company's paid-up capital.



3.3 Board of Directors

List of the Company's Board of Directors.

Name	Position
1. Mr. Somchai Wangwattanapanich	Acting Chairman Of The Board Of Directors, Independent Director, Acting Chairman Of The Audit Committee
2. Mr. Hideki Ogawa	Chief Executive Officer, Director
3. Mr. Nobuo Okochi	Director
4. Mr. Bantoon Juicharearn	Director
5. Khunying Patama Leeswadtrakul	Director
6. Mr. Yasuo Muraoka	Director
7. Mr. Hisato Ishizaki	Director
8. Mr. Chainarong Monthienvichienchai	Independent Director, Audit Committee
9. Mr. Christopher Michael Nacson	Independent Director, Audit Committee

Source: GSTEEL

4. Summary of Key Components in the Financial Report

4.1 Consolidated statement of financial position

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	764.69	7.38	522.83	6.15	199.84	2.38
Short-term investment in trading security	8.70	0.08	4.24	0.05	1.12	0.01
Trade account receivables - net	46.08	0.44	25.04	0.29	-	-
Inventories - net	1,925.93	18.60	1,420.88	16.71	1,581.16	18.83
Other current assets - net	288.84	2.79	127.89	1.50	256.74	3.06

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
Total Current Assets	3,034.25	29.30	2,100.88	24.71	2,038.85	24.28
Non-Current Assets						
Other long-term investment	842.60	8.14	505.56	5.95	361.11	4.30
Property, plant and equipment - net	6,192.52	59.79	5,871.50	69.06	5,957.11	70.93
Right-of-use assets - net	-	-	3.03	0.04	3.72	0.04
Other intangible assets - net	1.00	0.01	1.37	0.02	3.72	0.04
Other non-current assets - net	286.39	2.77	22.83	0.27	12.86	0.15
Total Non-Current Assets	7,322.50	70.70	6,401.25	75.29	6,359.81	75.72
Total Assets	10,356.75	100.00	8,502.13	100.00	8,398.67	100.00
Liabilities						
Current Liabilities						
Short-term borrowings from financial institutions	2,400.00	23.17	1,100.00	12.94	1,400.00	16.67
Trade account payables	327.79	3.16	129.26	1.52	189.05	2.25
Other payables and accrued expenses	399.07	3.85	323.08	3.80	535.50	6.38
Advances received from customers	32.12	0.31	75.82	0.89	2.80	0.03
Accrued interest expense	447.90	4.32	315.07	3.71	432.00	5.14
Current portion of liabilities from terminated rehabilitation plan and compromise	160.36	1.55	189.76	2.23	416.78	4.96
Current portion of long-term borrowing from related party	47.10	0.45	47.10	0.55	168.78	2.01
Current portion of debentures	538.80	5.20	533.43	6.27	529.69	6.31
Current portion of lease liabilities	2.97	0.03	2.74	0.03	1.82	0.02
Current portion of provision for unsettled debts under arbitral award	137.54	1.33	-	-	-	-
Short-term borrowings from related party	-	-	2,300.00	27.05	3,100.00	36.91
Borrowing from other party	3.85	0.04	3.85	0.05	3.85	0.05
Other current liabilities	26.66	0.26	45.55	0.54	46.75	0.56
Total Current Liabilities	4,524.16	43.68	5,065.66	59.58	6,827.02	81.29
Non-Current Liabilities						
Other payables and accrued expenses	1,407.92	13.59	581.36	6.84	120.74	1.44
Accrued interest expense	104.41	1.01	84.37	0.99	3.04	0.04
Liabilities from terminated rehabilitation plan and compromise - net	395.00	3.81	421.86	4.96	72.94	0.87
Long-term borrowing from related party - net	204.10	1.97	157.00	1.85	1,085.00	12.92
Lease liabilities - net	3.38	0.03	0.63	0.01	2.01	0.02
Provision for unsettled debts under arbitral award - net	172.97	1.67	-	-	-	-
Non-current provision for employee retirement benefit	106.38	1.03	110.94	1.30	107.55	1.28
Total Non-Current Liabilities	2,394.16	23.12	1,356.17	15.95	1,391.27	16.57
Total Liabilities	6,918.32	66.80	6,421.83	75.53	8,218.29	97.85
Shareholders' Equity						
Share capital						
Authorized share capital	158,059.76	1,526.15	158,059.76	1,859.06	158,059.76	1,881.96
Issued and paid-up share capital	144,643.83	1,396.61	144,643.83	1,701.27	144,643.83	1,722.22
Additional (discount) paid in capital	(116,361.27)	(1,123.53)	(116,361.27)	(1,368.61)	(116,361.27)	(1,385.47)
Premium on capital reduction	206.31	1.99	206.31	2.43	206.31	2.46
Retained earnings (deficit)	763.98	7.38	763.98	8.99	763.98	9.10

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
Appropriated for legal reserve						
Deficit	(23,787.60)	(229.68)	(24,808.69)	(291.79)	(26,564.16)	(316.29)
Other components of equity	(2,026.82)	(19.57)	(2,363.86)	(27.80)	(2,508.31)	(29.87)
Equity attributable to owners of the parent - net	3,438.43	33.20	2,080.29	24.47	180.38	2.15
Non-controlling interests	0.00	0.00	0.00	0.00	0.00	0.00
Shareholders' Equity - Net	3,438.43	33.20	2,080.30	24.47	180.38	2.15
Total Liabilities and Shareholders' Equity	10,356.75	100.00	8,502.13	100.00	8,398.67	100.00

Source: GSTEEL

3.4 Consolidated statement of comprehensive income

Components	12-Month Period December 31, 2022		12-Month Period December 31, 2023		12-Month Period December 31, 2024	
	THB million	%	THB million	%	THB million	%
Revenue						
Revenue from sales - net	14,940.95	99.42	10,765.79	97.73	8,369.55	99.26
Gain from write-back the expired legal prescription of liabilities - net	-	-	143.78	1.31	-	-
Gain on foreign exchange - net	-	-	15.38	0.14	8.06	0.10
Reversal of loss on confirmed purchase orders for undelivered raw materials	-	-	-	-	-	-
Other income	86.95	0.58	91.10	0.83	54.01	0.64
Total Revenues	15,027.90	100.00	11,016.05	100.00	8,431.62	100.00
Expenses						
Cost of sales						
Cost of goods sold	14,002.01	93.17	11,023.66	100.07	9,067.71	107.54
Idle cost	124.93	0.83	296.81	2.69	322.83	3.83
Loss on decline in value of inventories (reversal)	72.49	0.48	(33.79)	(0.31)	77.99	0.92
Total Cost of Sales	14,199.42	94.49	11,286.68	102.46	9,468.52	112.30
Selling expenses	149.41	0.99	130.26	1.18	110.49	1.31
Administrative expenses	241.56	1.61	353.46	3.21	375.38	4.45
Loss on confirmed purchase orders for undelivered raw materials	-	-	20.81	0.19	22.19	0.26
Loss on foreign exchange - net	220.01	1.46	-	-	-	-
Other expenses	1,874.92	12.48	11.67	0.11	-	-
Finance costs	310.43	2.07	227.02	2.06	210.51	2.50
Total Expenses	16,995.75	113.09	12,029.91	109.20	10,187.10	120.82
Gain (Loss) before tax	(1,967.85)	(13.09)	(1,013.85)	(9.20)	(1,755.47)	(20.82)
Tax expense	(35.60)	(0.24)	-	-	-	-
Gain (Loss) for the year	(2,003.46)	(13.33)	(1,013.85)	(9.20)	(1,755.47)	(20.82)

Source: GSTEEL

3.5 Consolidated cash flow statement

Components (Unit: THB million)	12-Month Period December 31, 2022	12-Month Period December 31, 2023	12-Month Period December 31, 2024
Net cash provided by (used in) operating activities	616.05	(607.72)	(1,668.75)
Net cash provided by (used in) investing activities	(44.20)	(136.68)	(507.06)

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

Components (Unit: THB million)	12-Month Period December 31, 2022	12-Month Period December 31, 2023	12-Month Period December 31, 2024
Net cash provided by (used in) financing activities	(226.20)	502.55	1,852.83
Net increase (decrease) in cash and cash equivalents	345.65	(241.86)	(322.98)
Cash and cash equivalents, at beginning of year	419.02	764.69	522.83
Effect of exchange rate changes on cash and cash equivalents held in foreign currencies	0.01	(0.00)	(0.00)
Cash and cash equivalents, at end of year	764.69	522.83	199.84

Source: GSTEEL

3.6 Financial ratios

Components	Unit	12-Month Period December 31, 2021	12-Month Period December 31, 2023	12-Month Period December 31, 2024
Liquidity Ratio				
Current Ratio	Times	0.67	0.36	0.30
Quick Ratio	Times	0.24	0.13	0.07
Receivable collection period (DSO)	Days	0.60	1.21	0.30
Inventory conversion period	Days	55.92	58.30	57.86
Payable deferral period	Days	5.96	7.39	6.14
Cash Conversion Cycle	Days	50.57	52.11	52.27
Profitability Ratio				
Sale Growth Rate	%	(5.52)	(27.94)	(22.26)
Gross Profit Margin	%	4.96	(4.84)	(13.13)
Net Operating Margin	%	2.35	(9.33)	(18.94)
Other Profit Margin	%	(13.36)	1.98	0.47
Net Profit Margin ^{1/}	%	(13.41)	(9.42)	(20.97)
Return on Equity ^{2/}	%	(43.47)	(36.74)	(155.31)
Efficiency Ratio				
Return on Asset ^{3/}	%	(17.65)	(10.75)	(20.77)
Return on Fixed Asset ^{3/}	%	(27.99)	(16.81)	(29.69)
Asset Turnover	Times	1.32	1.14	0.99
Debt Leverage Ratio				
Debt to Equity Ratio ^{4/}	Times	2.01	3.09	45.56
Interest Coverage Ratio	Times	(5.34)	(3.47)	(7.34)
Earnings (Loss) per Share	THB	(0.07)	(0.04)	(0.06)
Book value/share ^{4/}	THB	0.12	0.07	0.01

Source: GSTEEL

Remarks: 1/ Calculated from the profit (loss) of the parent company excluding non-controlling interests

2/ Calculated from the profit (loss) of the parent company divided by total shareholders' equity excluding non-controlling interests

3/ Calculated from the profit (loss) of the parent company excluding non-controlling interests

4/ Calculated from total shareholders' equity excluding non-controlling interests

5. Management Discussion and Analysis (MD&A)

5.1 Business Outlook

Year 2022

As per Iron and Steel Institute of Thailand overall HRC consumption in Thailand has dropped by 17% during the year 2022 when compared to 2021.

The high inflation seen globally especially in energy prices has also impacted Thailand with prices of electricity and natural gas increasing sharply. This coupled with overall increase in prices of all raw material and subdued HRC demand negatively impacted the results of the 2nd half for the Company. To overcome these external challenges, the Company is working on several initiatives to reduce costs, enhance quality and improve production stability which will help in long term sustainability.

Year 2023

Thai economic recovery was marked by lower-than-expected demand and tourism, subdued export and high household debt impacting purchasing power. The economy grew only by 1.9% in 2023 and is expected to grow by around 3.2% to 3.8% (with Digital Wallet).

The Alloy HRC imports from China has reduced post commencement of Anti Circumvention investigations by the authorities. Going forward, the Company sales will be determined by continued government action on unfair imports and full-scale resumption of public and private projects.

Year 2024

The Company continues to face challenges from declining demand for hot rolled coil, high import volumes and lower steel margins. While the Company continues to monitor the import situation and discusses unfair import practices with relevant authorities, the government has announced a few anti-dumping and anti-circumvention measures in 2024 to support Thai manufacturers. Imports from China remain high. The Company has taken several actions to cope with this difficult period, including stabilizing production and quality, improving productivity and variable costs, maximizing sales and market share, and progressing its announced investment plans for 2024.

5.2 Performance of the Company

5.2.1 Revenue from sale

Year 2022

The Company reported revenue from sales of THB 14,941 million which decreased by THB 873 million mainly due to the decrease in sales volume by 12% compared to last year.

Year 2023

The Company reported revenue from sales of THB 10,766 million which decreased by THB 4,175 million mainly due to the decrease in sales volume by 13% and decrease in the selling prices by 17% compared to Y2022.

Year 2024

The Company reported revenue from sales of THB 8,370 million which decreased by THB 2,396 million mainly due to the decrease in the sales volume by 16% and selling prices by 7% compared to Y2023.

5.2.2 Operating Results

Year 2022

The gross profit of the Company reduced by THB 2,010 million compared to 2021 mainly due to reduction in metal spread (margin between selling price and metal cost) and increase in conversion cost mainly due to increase of sub raw materials price, electricity price as well as natural gas price.

The consolidated net loss was recorded at THB 2,003 million compared with net profit THB 1,325 million last year, a decrease by THB 3,329 million mainly as explained above in addition to Impairment loss on assets, foreign exchange loss and Provision for unsettled debts and impairment of advance to supplier under arbitral award as per explanation below.

Year 2023

The Gross Profit of the Company decreased by THB 1,262 million compared to Y2022 mainly due to a decrease in sales volume & selling price while the decrease in cost of goods sold was lower than the decrease in selling price, thus squeezing the margins.

The Consolidated Net Loss for the year at THB 1,014 million was lower than the Net Loss of THB 2,003 million for Y2022 by THB 990 million mainly due to one off expenses on account of Impairment loss on unusable machines held for sale amounting to THB 1,497 million in Y2022.

Year 2024

The gross loss of the Company was THB 1,099 million, which increased by THB 578 million compared to Y2023 mainly due to the lower production volume, reduction in metallic spread (margin between selling price and metal cost), increase in loss on decline in value of inventories and partly offset with the decrease in one off loss on disposal of long aged HRC inventory recorded in Y2023.

5.2.3 Selling Expenses

Year 2022

The Company recorded selling expense of THB 149 million, which decreased by THB 14 million compared to last year due to a decrease in sales volume.

Year 2023

The Company recorded Selling Expense of THB 130 million during the year, which decreased by THB 19 million compared to Y2022 due to the decrease in sales volume.

Year 2024

The Company recorded selling expenses of THB 110 million, which decreased by THB 20 million compared to Y2023 mainly due to the decrease in sales volume

5.2.4 Administrative Expenses

Year 2022

Administrative expenses Y2022 decreased by THB 162 million from Y2021 mainly due to reduction in incentives due to expiration of management incentive plan implemented in 2021 while the expenses in Y2021 increase by THB 168 million from 2021 mainly due to higher charges on account of incentive program.

Year 2023

The Company recorded Administrative Expenses of THB 355 million, which increased by THB 116 million compared to last year mainly due to additional waste management expenses and consultant fees

Year 2024

The Company recorded administrative expenses of THB 376 million, which increased by THB 20 million compared to Y2023 mainly due to the one off loss on sales of unusable spare parts and loss on payment for minimum quantity of energy service which was not used due to lower production.

5.2.5 Net gain on foreign exchange rate

Year 2022

The Company reported a net loss on foreign exchange of THB 220 million due to the depreciation of the Thai Baht versus the US dollar from 33.59 THB/USD on 30 Dec 2021 to 34.73 THB/USD on 30 December 2022.

Year 2023

The Company reported a Net gain on foreign exchange of THB 15 million due to the appreciation of the Thai Baht versus the US dollar from 34.73 THB/USD on December 31, 2022 to 34.38 THB/USD on December 31, 2023.

Year 2024

The Company reported net gain on foreign exchange rate of THB 8 million due to the appreciation of Thai Baht versus US dollar from 34.38 THB/USD on 31 December 2023 to 34.1461 THB/USD on December 31, 2024.

5.2.6 Gains and losses from other non-recurring items

Year 2022

Provision for unsettled debts under arbitral award& Allowance for impairment on advances to supplier

The Company recorded Provision for unsettled debts under arbitral award & Allowance for impairment on advances to supplier under other expenses of THB 378 million due to Arbitration Award against the Company

in the ongoing case against one creditor of the Company. The Company has appealed against such Arbitral Award.

Allowance for impairment of unusable machines held for sale

The Company recorded Allowance for impairment of unusable machines held for sale of THB 1,497 million in Y2022 since the Company decided not to continue with the commissioning of the existing Pickling & Oiling line. Please see details in the note to financial statement no.11

Year 2023

The Company recorded other expenses of THB 12 million compared to THB 1,875 million last year, which decreased by THB 1,863 million. Last year the Company recorded two one off items i.e. allowance for impairment of unusable machines held for sale of THB 1,497 million and THB 379 million due to Arbitration Award against the Company in the case against one creditor of the Company.

Year 2024

Gain from write-back of liabilities exceeding legal prescription period

Gain from write-back of liabilities exceeding legal prescription period reduced by THB 144 million compared to Y2023 due to a net gain of THB 144 million recorded in Y2023 from the write-off of debts and relevant accrued interest exceeding the legal prescription period.

5.2.7 Finance cost

Year 2022

The Company recorded finance cost of THB 310 million for Y2022 compared to THB 478 million for Y2021, a decrease of THB 167 million mainly due to the repayment of short-term borrowings and long-term borrowings by using Facilities from financial Institutes at much lower rate of interest which helped in the reduction in interest expense.

Year 2023

The Company recorded Finance Cost of THB 227 million for Y2023 compared to THB 310 million for Y2022, a decrease of THB 83 million mainly due to the repayment of short-term and long-term borrowings at higher interest rates by obtaining cheaper loans from Related party and quarterly payments of interest-bearing liabilities from terminated rehabilitation plan and compromise.

Year 2024

. The Company recorded finance costs of THB 211 million, which decreased by THB 16 million and THB 99 million compared to Y2023 and Y2022, respectively, mainly due to the repayment of short-term and long-term borrowings at higher interest rates by obtaining cheaper loans from related party and financial institutions at much lower rate of interest which helped in the reduction of finance costs and also quarterly payments of interest bearing liabilities from terminated rehabilitation plan and compromise.

5.3 Statement of financial position

5.3.1 Total Assets

Year 2022

As of December 31, 2022, the consolidated total assets amounted to THB 10,357 million, which decreased by THB 1,983 million or 16% from year ended 2021.

Out of the total assets, Current Assets amounted to THB 3,034 million or 29% of total assets, which increased by THB 367 million or 14% mainly due to increase in cash and cash equivalents by THB 346 million. Non-current assets amounted to THB 7,323 million or 71% of total assets, which decreased by THB 2,349 million or 24% from year ended 2021 mainly due to the decrease in Machinery & Equipment due to Allowance for impairment of unusable machines held for sale and depreciation and decrease in Other long-term investment resulting from the decrease of G J Steel share price.

Year 2023

As of December 31, 2023, the consolidated total assets amounted to THB 8,502 million, which decreased by THB 1,855 million or 18% from year ended 2022.

Out of the Total Assets, Current Assets amounted to THB 2,101 million or 25% of total assets, which decreased by THB 933 million or 31% mainly due to a decrease in inventory by THB 505 million and decrease in cash and cash equivalents by THB 242 million. Non-current assets amounted to THB 6,401 million or 75% of total assets, which decreased by THB 921 million or 13% from year ended 2022 mainly due to the decrease in Other long-term investment resulting from the decrease in value of Investment in G J Steel and decrease in Machinery & Equipment due to depreciation.

Year 2024

As of 31 December 2024, the consolidated total assets amounted to THB 8,399 million, which decreased by THB 103 million or 1% from year ended 2023. Consolidated current assets decreased by THB 62 million mainly due to cash and cash equivalents decreased by THB 323 million due to use for operation and working capital, inventories increased by THB 160 million mainly due to increase in raw materials and consumables and other current assets increased by 129 million mainly due to increase in prepaid expenses. Consolidated non-current assets decreased by THB 41 million mainly due to decrease in fair value of other long-term investment in GJ Steel by THB 145 million. And depreciation of machinery & equipment by THB 440 million, partly offset with an increase in purchase of property, plant and equipment.

5.3.2 Inventories

Year 2022

Value of Inventories in the consolidated Financial Statement amounted to THB 1,926 million or 19% of total assets, which decreased by THB 23 million or 1% from year ended 2021 due to the decrease in raw materials and partly offset by the increase in finished goods and spare parts.

Year 2023

Value of Inventories in the consolidated Financial Statement amounted to THB 1,421 million or 17% of total assets, which decreased by THB 505 million or 26% from year ended 2022 due to a decrease in finished goods and raw materials, which are part of management's effort to reduce inventories. However, part of this reduction has been offset by an increase in necessary maintenance equipment to ensure a decrease in delays caused by damaged machinery.

Year 2024

Value of inventory in the consolidated financial statements is THB 1,581 million, accounting for 19 percent of total assets, an increase of THB 160 million or 11 percent compared to the end of 2023.

5.3.3 Total liabilities

Year 2022

Total liabilities in the consolidated Financial Statement as at December 31, 2022 amounted to THB 6,918 million, which increased by THB 358 million or 5% from year ended 2021 mainly due to the increase in Short-term loans from financial institution, provision for unsettled debts under arbitral award and partly offset by the decrease in short-term borrowings from related parties, accrued interest expenses, long-term borrowings from related parties, Liabilities from terminated rehabilitation plan and compromise as detailed below.

Consolidated current liabilities increased THB 1,385 million due to:

- Short-term loans from financial institutions increased by THB 2,400 million which was mainly used to repay high-cost old debt and accrued interest.
- Short-term borrowings from related parties decreased by THB 348 million due to repayment.
- Other payables and accrued expenses decreased by THB 43 million mainly due to repayment.
- Income tax payable decreased by THB 107 million due to payment of the tax dues.
- Accrued interest expenses decreased by THB 766 million mainly due to repayment.

Consolidated non-current liabilities decreased THB 1,027 million derived from:

- Long-term borrowings from related parties decreased by THB 1,042 million mainly due to repayment.
- Liabilities under rehabilitation plan and compromise agreement decreased THB 114 million mainly due to repayment.
- Provision for unsettled debts under arbitral award increased as explained above.

Year 2023

Total Liabilities in the consolidated Financial Statement as of December 31, 2023 amounted to THB 6,422 million, which decreased by THB 496 million or 7% from year ended 2022 mainly due to the decrease in other payables and accrued expenses, accrued interest expenses and provision for unsettled debts under arbitral award.

Consolidated Current liabilities increased THB 542 million mainly due to:

- Short term borrowings from related parties increased by THB 2,300 million which was mainly use for repayment of Short-term borrowings from financial institution, other payables and accrued expenses and Accrued interest expenses.
- Short-term borrowings from financial institution decreased by THB 1,300 million due to repayment by using the short-term borrowings from related party as stated above.
- Other payables and accrued expenses decreased by THB 76 million and Accrued interest expenses decreased by THB 133 million mainly due to repayment.

Consolidated non-current liabilities decreased THB 1,038 million mainly due to:

- Other payables and accrued expenses decreased by THB 827 million mainly due to repayment.
- Provision for unsettled debts under arbitral award decreased by THB 173 million mainly due to its reclassification to liability under rehabilitation plan and compromise agreement and repayment.
- Long-term borrowings from related parties decreased THB 47 million mainly due to repayment.

Year 2024

Total liabilities in the consolidated financial statements as at 31 December 2024 amounted to THB 8,218 million, which increased by THB 1,796 million or 28% from year ended 2023 mainly due to the increase in short-term borrowings from financial institutions and related party, drawdown from long-term borrowings from related party which was partly offset by the repayment of liabilities from terminated rehabilitation plan and compromise and other payables.

Consolidated current liabilities increased by THB 1,761 million mainly due to:

- Short-term borrowings from financial institutions increased by THB 300 million due to additional borrowings.
- Short-term borrowings from related party increased by THB 800 million due to additional borrowings.
- Trade account payables, other payables and accrued expenses increased by THB 272 million from normal business operations.
- Current portion of liabilities from terminated rehabilitation plan and compromise and current portion of long-term borrowing from related party increased due to reclassification from non-current to current liabilities.

Consolidated non-current liabilities increased by THB 35 million mainly due to:

- Non-current portion of liabilities from terminated rehabilitation plan and compromise and other non-current payables and accrued expenses decreased by THB 810 million due to repayment and reclassification from non-current to current liabilities.

- Long-term borrowings from related party increased by THB 928 million due to additional borrowings, offset with the repayment and reclassification from non-current to current liabilities.
- Accrued interest expense decreased by THB 81 million mainly due to repayment and interest rate reduction of loans from related party.

5.3.4 Shareholders' equity

Year 2022

As of December 31, 2022, the Consolidated Financial Statement recorded shareholders' equity of THB 3,438 million which decreased by THB 2,340 million from last year due to net loss THB 2,003 million and Loss on change in fair value of equity security designated at fair value through other comprehensive income THB 337 million on account of G J Steel investment.

Year 2023

As of December 31, 2023, the Consolidated Financial Statement recorded shareholders' equity of THB 2,080 million which decreased by THB 1,358 million from last year due to Net Loss of THB 1,014 million, Loss due to change in fair value of equity security designated at fair value through other comprehensive income of THB 337 million on account of G J Steel investment and Actuarial losses on defined employee benefit plans THB 7 million.

Year 2024

As of 31 December 2024, the consolidated financial statements recorded shareholders' equity of THB 180 million which decreased by THB 1,900 million or 91% from year ended 2023 due to net loss of THB 1,755 million and the loss on change in fair value of equity security designated at fair value through other comprehensive income of THB 145 million on account of GJ Steel investment

5.3.5 Asset Management Efficiency

Year 2022

As of December 31, 2022, the Consolidated cash and cash equivalent balance was THB 765 million, which increased by THB 346 million from year ended 2021. Cash flow of each activity of year 2022 is as follow:

Consolidated Cash Flow

- Net cash flows provided by operating activities THB 616 million was lower than last year which posted cash flow provided by operating activities of THB 1,655 million.
- Net cash flows used in investing activities was THB 44 million which was used in Purchases of property, plant and equipment of the Company.
- Net cash flows used in financing activities was THB 226 million mainly from repayment of short-term borrowings from related party, repayment of long-term borrowing from related parties,

finance costs paid, repayment of liabilities from terminated rehabilitation plan and compromise and partly offset by borrowing from financial institution.

Year 2023

As of December 31, 2023, the Consolidated cash and cash equivalent balance was THB 523 million, which decreased by THB 242 million from the year ended 2022.

Consolidated Cash Flow

- Net cash flows used in operating activities is THB 608 million, compared to net cash provided by operating activities of THB 616 million last year.
- Net cash flows used in investing activities stood at THB 137 million, compared to THB 44 million last year, which was used to purchase land, buildings and equipment of the Company.
- Net cash flows provided by financing activities is THB 503 million, mainly due to short-term borrowings from related businesses and to short-term borrowings from financial institutions. It is partially offset by repayments of short-term from financial institutions, repayments of short-term borrowings from related businesses, repayment of liabilities from terminated rehabilitation plan and compromise, financial costs and repayments of long-term borrowings from related businesses.

Year 2024

As of 31 December 2024, the consolidated cash and cash equivalents balance was THB 200 million, which decreased by THB 323 million from year ended 2023. Cash flows of each activity for the year 2024 were as follows:

- Net cash flows used in operating activities in 2024 was THB 1,669 million.
- Net cash flows used in investing activities in 2024 was THB 507 million.
- Net cash flows provided by financing activities in 2024 was THB 1,853 million.

5.4 Dividend policy

The Company has a policy in relation to dividend payment to the shareholders. As a normal practice which the Company does not require to use the fund for additional investment or expansion project and have sufficient cash flow, the Company has its policy in relation to dividend payment the rate of approximately 50 percent of the net profit from operations after corporate income tax and legal reserves. However, the Board of Directors may determine the dividend payment to be differed from the aforesaid policy as the Company's appropriateness and necessity, such as in the case that the Company requires fund for investment or business expansion, or in the event of changing in economic or market conditions or any other events that impact to the Company's liquidity.

6. Steel industry situation

Thailand's 2024 steel industry situation

From statistical information obtained from the Iron and Steel Institute of Thailand (ISIT), the volume of finished steel production in Thailand from January to December 2024 totaled 6.29 million tons, decreased 4.71% compared to the previous year (2023). If categorized by product groups, long steel products represent 4.20 million tons, decreased 7.85% compared to the previous year whilst the production volume of flat steel products stood at 2.09 million tons, increased 2.32% compared to the previous year. The most produced in flat steel products belongs to cold rolled sheet where, in 2024, it totaled 1.98 million tons, decreased 1.03%, followed by hot rolled sheet (thickness \leq 3 mm.) and coil at 1.94 million tons, increased 2.50% year on year and coated steel, at 1.56 million tons, decreased 6.74% year on year.

Total Apparent Finished Steel (Unit: Tons)	2023	2024	% Change
Production	6,602,026	6,291,249	-4.71%
Import	11,206,898	11,398,384	1.71%
Export	1,478,118	1,392,370	-5.80%
Consumption	16,330,806	16,297,262	-0.21%

Long Product Finished Steel Consumption (Unit: Tons)	2023	2024	% Change
Production	4,562,569	4,204,493	-7.85%
Import	2,631,107	2,892,474	9.93%
Export	1,001,504	868,043	-13.33%
Consumption	6,192,172	6,228,925	0.59%

Flat Product Finished Steel Consumption (Unit: Tons)	2023	2024	% Change
Production	2,039,458	2,086,755	2.32%
Import	8,575,791	8,505,910	-0.81%
Export	476,614	524,328	10.01%
Consumption	10,138,635	10,068,338	-0.69%

Source: Iron and Steel Institute of Thailand, by Steel Business Intelligence

The finished steel consumption in Thailand in 2024 stood at 16.30 million tons, decreased 0.21% year on year. If categorized by product group, long steel products increased 0.59% compared to the previous year, to 6.23 million tons whereas the consumption of flat steel products decreased 0.69% compared to the previous year, to 10.07 million tons. The most consumed in flat steel products is hot rolled steel flat product, at 5.70 million tons followed by coated steel at 4.67 million tons and cold rolled at 3.17 million tons (respectively).

Import of finished steel into Thailand in 2024 stood at 11.40 million tons, increased 1.71% over the previous year. The highest imported product is hot rolled steel flat product at 3.64 million tons followed by coated steel at 3.23 million tons and cold rolled steel at 1.32 million tons (respectively). The ratio of imported steel consumption versus local steel consumption is at 69.94% against 30.06%, reflecting that Thailand still heavily relies on imported steel.

Thailand exported steel products 1.39 million tons in 2024, decreased 5.80% year on year. The most exported steel products are structural steel, at 315,022 tons followed by steel wire, at 93,216 tons.

Hot rolled steel flat product situation in Thailand in 2024 (not include Hot Rolled Stainless steel)

There is no upstream iron and steel industry in Thailand which starts with the melting of iron ore. As such, the structure of Thailand's iron and steel industry begins at the middle stream by melting steel scraps using electrical arc furnace (EAF) of local manufacturers. From there, the outputs are sent to the downstream production facilities, consisting of long steel products, for example, bar, hot-rolled section, wire rod, cold-drawn bar, steel wire, seamless pipes etc. and flat steel products, for example, hot rolled plate, hot rolled sheet and coil, cold rolled sheet, coated, cold-formed section, welded pipe etc. From there, the output is distributed to connected industry comprising users of steel products. As for the state of hot rolled steel flat product industry in Thailand, the statistical information obtained from ISIT i.e. production volume, import volume, export volume and consumption volume during January to December 2024 reveal the followings.

The local production volume of hot rolled steel flat product, coil and non-coil, in 2024 totaled 2.09 million tons, increased 2.32% over the prior year. It consists of hot rolled sheet (thickness \leq 3 mm.) and coil at 1.94 million tons, increase 2.50% whereas the production of hot rolled plate remained stable at 149,952 tons.

Total Hot Roll (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	2,459,330	2,039,458	-17.07%
Import	2,039,458	2,086,755	2.32%
Export	3,585,765	3,390,099	-5.46%
Consumption	24,592	20,702	-15.82%

Total Hot Roll Plate Thickness > 3 mm. (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	149,945	149,951	0.00%
Import	149,951	149,952	0.00%
Export	207,643	230,218	10.87%
Consumption	8,089	16,138	99.50%

Total Hot Roll Coil & Sheet Thickness < 3 mm. (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	2,309,386	1,889,506	-18.18%
Import	1,889,506	1,936,804	2.50%
Export	3,378,122	3,159,882	-6.46%
Consumption	16,503	4,564	-72.34%

Source: Iron and Steel Institute of Thailand, by Steel Business Intelligence

The local consumption of hot rolled steel flat product, both coil and non-coil in 2024, stood at 5.46 million tons, decreased 2.58% consisting of hot rolled sheet (thickness ≤ 3 mm.) and coil of 5.09 million tons, decreased 3.03% and hot rolled plate 364,032 tons, increased 4.16%.

Import of hot rolled steel flat product in 2024, both coil and non-coil, decreased 5.46%, to 3.39 million tons divided into hot rolled sheet (thickness ≤ 3 mm.) and coil of 3.16 million tons, decreased 6.46% and hot rolled plate of 230,218 tons, increased 10.87%.

Export of hot rolled steel flat product in 2024, both coil and non-coil, stood at 20,702 tons, decreased 15.82% compared to the previous year, divided into hot rolled sheet (thickness ≤ 3 mm.) and coil of 4,564 tons, decreased 72.34% from the same period last year and hot rolled plate of 16,138 tons, increasing by 99.50% from last year.

Attachment 2

Summary Information of Nippon Steel (Thailand) Company Limited

1. Company Profile

Company Name : Nippon Steel (Thailand) Company Limited (“NSTH”) (formerly known as Nippon Steel Southeast Asia Company Limited)

Headquarter Address : 909 Ample Tower Building, 14th Floor, Debaratana Road, Bangna Nuea Subdistrict, Bangna District, Bangkok 10260

Telephone : 0-2744-1480

Type of Business : Operating International Business Center by purchasing products, raw materials, and part for industries such as automotive industry, energy and electronics, etc., providing service business to its associate enterprises in foreign countries such as General administration, business planning, business coordination, Sourcing of raw materials and parts, Product research and development, Technical support, Marketing and sale promotion, Human resource management and training, Financial advisory, Economic and investment analysis and research, Servicing on financial management of Treasury Center

Company Registration No.: 0105554046745

Website : -

Registered Capital : THB 827,238,000

Paid-up Capital : THB 827,238,000

Number of paid-up shares: 827,238 ordinary shares

2. Business Information

2.1 History

NSTH registered as a company on April 1, 2011. In the past, NSTH has changed the company name a total of 4 times, with details as follows:

Historical	Date	Name
Established	April 1, 2011	Sumitomo Metals (Thailand) Co., Ltd.
Change No. 1	October 1, 2012	Nippon Steel & Sumitomo Metals (Thailand) Co., Ltd.
Change No. 2	April 1, 2019	Nippon Steel (Thailand) Co., Ltd.
Change No. 3	April 1, 2021	Nippon Steel Southeast Asia Co., Ltd.
Current	April 1, 2024	Nippon Steel (Thailand) Co., Ltd.

Source: BOL

2.2 Business Overview

Operating a regional operating office by providing services to related businesses as follows: general administration, business planning, and business coordination.

2.3 Revenue Structure

The revenue structure classified by revenue type from 2021 – 2023 is as follows.

(Unit: THB million)

Revenue	2021		2022		2023	
	Revenue	%	Revenue	%	Revenue	%
Sales and service income	163.85	82.53	205.75	84.87	203.82	55.68
Interest income	28.80	14.51	32.20	13.28	160.74	43.91
Other income	5.87	2.96	4.47	1.84	1.52	0.42
Total Revenue	198.53	100.00	242.42	100.00	366.08	100.00

3. Shareholders and Board of Directors

3.1 Shareholders

List of the top 10 major shareholders according to the latest shareholder register as of April 30, 2024

No.	Name of shareholders	Number Shares	% of paid-up capital
1	NIPPON STEEL CORPORATION	827,234	99.99
2	Mr. Takashi Sekino	4,000	00.00
	Total	827,238	100.00

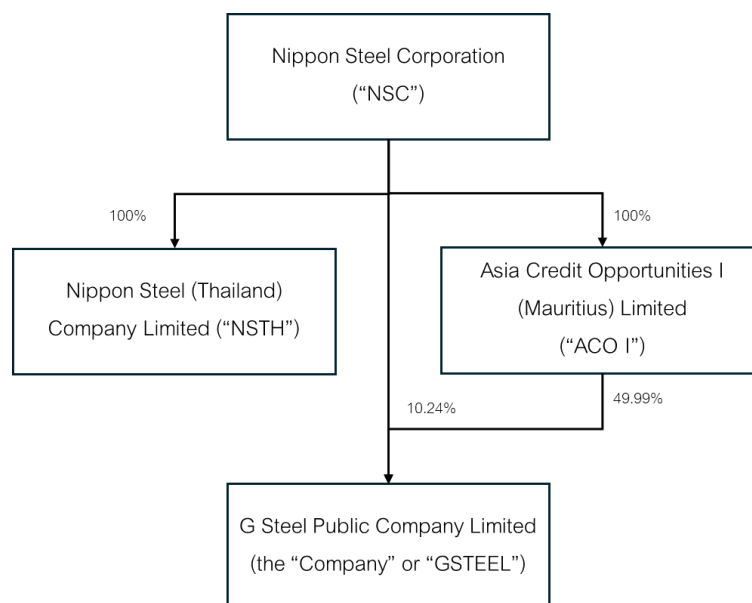
Source: BOL

3.2 Relationship with related persons

Finance receiver : G Steel Public Company Limited

Finance supporter : Nippon Steel (Thailand) Company Limited

Relationship : NSTH has the same major shareholder with the Company which is NSC where NSC directly holds 10.24% of the Company's paid-up capital and indirectly, through ACO I, holds 49.99% of the Company's paid-up capital.



3.3 Board of Directors

List of the Company's Board of Directors, information as of March 20, 2025

Name	Position
1 Mr. Ichiro Sato	Director
2 Mr. Tetsuya Tonomura	Director
3 Mr. Takayuki Suzuki	Director

Source: BOL

4. Summary of Key Components in the Financial Report

4.1 Consolidated statement of financial position

(Unit: THB million)

Components	December 31, 2021		December 31, 2022		December 31, 2023	
	THB million	(%)	THB million	(%)	THB million	(%)
Assets						
Current assets						
Cash and cash equivalents	599.46	11.68	6,262.88	95.36	625.76	5.76
Net trade receivables and notes receivable	21.86	0.43	30.76	0.47	28.91	0.27
Short term loans	4,491.06	87.53	250.00	3.81	10,187.75	93.76
Other current assets	7.78	0.15	14.18	0.22	15.45	0.14
Total Current Assets	5,120.16	99.79	6,557.82	99.85	10,857.87	99.92
Non-Current Assets						
Long-term loans and investments	2.09	0.04	2.08	0.03	2.08	0.02
Property, plant and equipment - net	2.55	0.05	2.35	0.04	1.72	0.02
Other non-current assets	6.10	0.12	5.51	0.08	4.49	0.04
Total Non-Current Assets	10.74	0.21	9.94	0.15	8.29	0.08
Total Assets	5,130.89	100.00	6,567.76	100.00	10,866.16	100.00

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

Components	December 31, 2021		December 31, 2022		December 31, 2023	
	THB million	(%)	THB million	(%)	THB million	(%)
Liabilities						
Current Liabilities						
Trade accounts payable and notes payable	7.21	0.14	10.31	0.16	10.48	0.10
Short-term borrowings	4,236.88	82.58	5,682.46	86.52	9,969.93	91.75
Other current liabilities	9.33	0.18	9.59	0.15	8.57	0.08
Total Current Liabilities	4,253.41	82.90	5,702.36	86.82	9,988.98	91.93
Non-Current Liabilities						
Other non-current liabilities	2.22	0.04	1.52	0.02	1.41	0.01
Total Non-Current Liabilities	2.22	0.04	1.52	0.02	1.41	0.01
Total Liabilities	4,255.64	82.94	5,703.88	86.85	9,990.39	91.94
Shareholders' Equity						
Share capital						
Registered capital	827.24	16.12	827.24	12.60	827.24	7.61
Issued and paid-up share capital	827.24	16.12	827.24	12.60	827.24	7.61
Retained earnings (deficit)						
Inappropriate	48.02	0.94	36.65	0.56	48.53	0.45
Total Shareholders' Equity	875.26	17.06	863.88	13.15	875.77	8.06
Total Liabilities and Shareholders' Equity	5,130.89	100.00	6,567.76	100.00	10,866.16	100.00

Source: BOL

4.2 Consolidated statement of comprehensive income

(Unit: THB million)

Components	December 31, 2021		December 31, 2022		December 31, 2023	
	THB million	(%)	THB million	(%)	THB million	(%)
Revenue						
Sales and service income	163.85	82.53	205.75	84.87	203.82	55.68
Interest income	28.80	14.51	32.20	13.28	160.74	43.91
Other income	5.87	2.96	4.47	1.84	1.52	0.42
Total Revenue	198.53	100.00	242.42	100.00	366.08	100.00
Expenses						
Employee benefit expenses	131.96	66.47	161.26	66.52	133.59	36.49
Depreciation and Amortization	1.72	0.87	1.78	0.73	1.08	0.29
Other expenses	29.60	14.91	44.61	18.40	61.67	16.85
Total Expenses	163.28	82.25	207.65	85.66	196.34	53.63
Profit (loss) before finance costs and income tax	35.25	17.75	34.77	14.34	169.75	46.37
Finance costs	9.36	4.72	17.32	7.14	149.59	40.86
Profit (loss) before income tax	25.88	13.04	17.46	7.20	20.16	5.51
Income tax	4.96	2.50	4.01	1.66	2.49	0.68

Components	December 31, 2021		December 31, 2022		December 31, 2023	
	THB million	(%)	THB million	(%)	THB million	(%)
Profit (loss) for the year	20.92	10.54	13.45	5.55	17.67	4.83

Source: BOL

4.3 Financial Ratios

Components	Unit	12-Month Period December 31, 2021	12-Month Period December 31, 2022	12-Month Period December 31, 2023
Net Profit Margin	%	10.86	5.65	4.85
Return on Equity	%	2.39	1.56	2.02
Return on Asset	%	0.41	0.20	0.16
Liquidity Ratio	Times	1.20	1.15	1.09
Debt to Equity Ratio	Times	4.86	6.60	11.41

Source: BOL

5. Management Discussion and Analysis (MD&A)

5.1 Revenues

Year 2021

From the performance of 2021, NSTH has total income of THB 198.53 million, divided into sales income of THB 163.85 million, interest income of THB 28.80 million, and other income of THB 5.87 million. Total income increased from the year 2020 amounted to THB 28.62 million or an increase of 16.85 percent.

Year 2022

From the performance of 2022, NSTH has total income of THB 242.42 million, divided into sales income of THB 205.75 million, interest income of THB 32.20 million, and other income of THB 4.47 million. Total income increased from the year 2021, amount THB 43.90 million or an increase of 22.11 percent.

Year 2023

From the performance of 2023, NSTH has total income of THB 366.08 million, divided into sales income of THB 203.82 million, interest income of THB 160.74 million, and other income of THB 1.52 million. Total income increased from the year 2022, amount THB 123.66 million or an increase of 51.01 percent.

5.2 Costs and expenses

Year 2021

In 2021, NSTH had total expenses of THB 163.28 million, accounting for 82.25 percent of total income, divided into employee benefit expenses of THB 131.96 million, depreciation and amortization of THB 1.72 million, and other expenses of THB 29.60 million, an increase from 2020 of THB 31.11 million or an increase of 23.54 percent.

Year 2022

In 2022, NSTH had total expenses of THB 207.65 million, accounting for 85.66 percent of total income, divided into employee benefit expenses of THB 161.26 million, depreciation and amortization of THB 1.78 million, and other expenses of THB 44.61 million, an increase from 2021 of THB 44.37 million or an increase of 27.17 percent.

Year 2023

In 2023, NSTH had total expenses of THB 196.34 million, accounting for 53.63 percent of total income, divided into employee benefit expenses of THB 133.59 million, depreciation and amortization of THB 1.08 million, and other expenses of THB 61.67 million, decrease from 2022 of THB 11.31 million or a decrease of 5.45 percent.

5.3 Net profit

Year 2021

In 2021, NSTH had a net profit from operations of THB 20.92 million, accounting for 10.54 percent of total income, an increase of THB 7.07 million from 2020, or an increase of 51.03 percent compared to the previous year because NSTH's income increased significantly.

Year 2022

In 2022, NSTH had a net profit from operations of THB 13.45 million, accounting for 5.55 percent of total revenue, a decrease of THB 7.48 million from 2021, or a decrease of 35.73 percent compared to the previous year. This is because NSTH has significantly increased costs.

Year 2023

In 2023, NSTH had a net profit from operations of THB 17.67 million, accounting for 4.83 percent of total revenue, an increase of THB 4.23 million from 2022, or an increase of 31.44 percent compared to the previous year.

5.4 Assets

Year 2021

As of December 31, 2021, NSTH had total assets of THB 5,130.89 million, a decrease of THB 342.77 million or a decrease of 6.28 percent from December 31, 2020, mainly due to a decrease in cash and deposits at financial institutions.

Year 2022

As of December 31, 2022, NSTH had total assets of THB 6,567.76 million, an increase of THB 1,437.66 million or an increase of 28.08 percent from December 31, 2021, mainly due to an increase in cash and deposits at financial institutions.

Year 2023

As of December 31, 2023, NSTH had total assets of THB 10,866.16 million, an increase of THB 4,298.40 million or an increase of 65.45 percent from December 31, 2022, mainly due to an increase in cash and deposits at financial institutions.

5.5 Liabilities

Year 2021

As of December 31, 2021, NSTH had total liabilities of THB 4,255.64 million, a decrease of THB 350.45 million or 7.61 percent from December 31, 2020, mainly due to a decrease in short-term loans.

Year 2022

As of December 31, 2022, NSTH had total liabilities of THB 5,703.88 million, an increase of THB 1,448.24 million or an increase of 34.03 percent from December 31, 2021, mainly due to an increase in short-term loans.

Year 2023

As of December 31, 2023, NSTH had total liabilities of THB 9,990.39 million, an increase of THB 4,286.51 million or an increase of 75.15 percent from December 31, 2022, mainly due to an increase in short-term loans.

5.6 Shareholders' equity

Year 2021

As of December 31, 2021, NSTH had shareholders' equity of THB 875.26 million, with shareholders' equity consisting of paid-up capital and retained earnings.

As of December 31, 2021, NSTH had increased shareholders' equity from the end of 2020 in the amount of THB 7.68 million or an increase of 0.89 percent from an increase in retained earnings.

Year 2022

As of December 31, 2022, NSTH had shareholders' equity of THB 863.88 million, with shareholders' equity consisting of paid-up capital and retained earnings.

As of December 31, 2022, NSTH had a decrease in shareholders' equity from the end of 2021 in the amount of THB 11.37 million or a decrease of 1.30 percent from a decrease in retained earnings.

Year 2023

As of December 31, 2023, NSTH had shareholders' equity of THB 875.77 million, with shareholders' equity consisting of paid-up capital and retained earnings.

As of December 31, 2023, NSTH had an increase in shareholders' equity from the end of 2022 in the amount of THB 11.88 million or an increase of 1.38 percent from an increase in retained earnings.

6. Steel Global Industry Outlook

Global steel production in 2024 is expected to decline by 0.9% compared to 2023 to 1,839 billion tonnes, as reflected by the World Steel Association's ranking of the world's steel producing countries (71 countries). Global crude steel production is forecast to increase slightly in 2025 compared to 2024 levels, the first annual increase since the nearly 4% year-on-year growth in 2021. After a slump in 2020, increased production in North America, Europe, the Middle East and India will help offset another weak year in China.

Sources: World Steel Association, Fastmarkets

Attachment 3

Summary Information of Nippon Steel Corporation

1. Company Profile

Company Name : Nippon Steel Corporation (“NSC”)
Headquarter Address : 2-6-1, Marunouchi, Chiyoda-ku, Tokyo 100-8071, Japan
Telephone : 81 3 6867 4111
Fax : 81 3 6867 5607
Type of Business : Steelmaking and steel fabrication / Engineering / Chemicals / New materials / System solutions
Registration Number : 0100-01-008848
Website : <https://www.nipponsteel.com/en/>
Paid-up Capital : JPY 569.52 billion
Number of paid-up shares: 1,074.73 million ordinary shares

2. Business Information

2.1. Key Events

Year	Key Events
2012	Incorporated on October 1, integrating Nippon Steel Corporation and Sumitomo Metal Industries.
2019	Nippon Steel & Sumitomo Metal Corporation was renamed Nippon Steel Corporation.
2020	Merged with Nippon Steel Nisshin Co.,Ltd. Steelworks are integrated and reorganized as six steelworks, namely the Muroran, East Nippon, Nagoya, Kansai, Setouchi and Kyusyu Works.
2022	Muroran Works and East Nippon Works Kamaishi Area were reorganized to become North Nippon Works.

Source: NSC

2.2. Organization operation of the group of companies

2.2.1. Business Overview

With manufacturing bases in Japan and 15 countries or more worldwide, Nippon Steel Corporation is Japan's largest steelmaker and one of the world's leading steel producers. Our group—the Nippon Steel Group—does business in four areas, starting with our core segment of Steelmaking and Steel Fabrication and including Engineering and Construction, Chemicals and Materials, and System Solutions. We undertake these businesses based on four pillars laid out in our Medium- to Long-term Management Plan: 1) rebuilding our domestic steel business and strengthening our group's management, 2) promoting a global strategies to deepen and expand our overseas business, 3) taking on the challenge of carbon neutrality and, 4) promoting digital transformation strategies. With the aim of continually growing to become the “best steelmaker with world-

leading capabilities,” we will pursue world-leading technologies and manufacturing capabilities and contribute to society by providing excellent products and services.

2.2.2. Product features

Business Segment	Main Products		
Steelmaking and Steel Fabrication	Steel Materials	Bars and shapes	Billets, rails, sheet piles, H-beams, other shapes bars, bars, bars-in-coils, wire rods, special wire rods
		Flat-rolled products	Heavy plates, medium plates, hot-rolled sheets, coldrolled sheets, tinplates, tin-free steel, hot-dipped galvanized sheets, other metallic coated sheets, precoated sheets, cold-rolled electrical sheets
		Pipes and tubes	Seamless, butt-welded, electric resistance-welded, electric-arc welded, cold-drawn, and coated pipes and tubes
		Railway/automotive/machinery parts	Parts for railway vehicles, die-forged products, forged aluminum wheels, retarders, ring-rolled products, forged steel products
		Specialty steel	Stainless steel, machine structural carbon steel, structural alloy steel, spring steel, bearing steel, heatresistant steel, free-cutting steel, piano wire rods, high tensile strength steel
		Secondary steel products	Steel and synthetic segments, NS-BOX™, metro deck™, PANZERMAST, vibration-damping sheets and plates, structural steel sheet members, columns, welding materials, drums, bolts/nuts/washers, wire products, OCTG accessories, building and civil engineering materials
	Pig iron, steel ingots and others		Steelmaking pig iron, foundry pig iron, steel ingots, iron and steel slag products, cement, foundry coke
	Businesses incidental to Steelmaking and Steel Fabrication		Design/maintenance/installation of machines/electrical equipment/measurement apparatuses, marine transport, port/harbor transport, land transport, loading/unloading, warehousing,

Business Segment	Main Products	
		packaging, material testing/analysis, measurement of working environments, surveys on technical information, operation and management of facilities, security services, services related to payment of raw materials, iron-and steelmaking plant construction engineering, operating assistance, steelmaking know-how provision, rolls
	Others	Rolled titanium products, power supply, real estate, services and others
Engineering and Construction	Iron and steelmaking plants, industrial machinery and equipment, industrial furnaces, resources recycling and environment restoration solutions, environmental plants, waterworks, energy facilities and plants, chemical plants, storage tanks, on-land and offshore pipelines laying works, energy-related solutions, offshore structure fabrication/construction, civil engineering work, pipe piling work, building construction, steel-structure construction, trusses, standardized buildings products, base-isolation and vibration-control devices	
Chemicals and Materials	Pitch coke, pitch, naphthalene, phthalic anhydride, carbon black, styrene monomer, bisphenol A, styrene resin, epoxy resin, adhesive-free copper-clad laminated sheet for flexible printed circuit boards, liquid crystal display materials, organic EL materials, UV/thermosetting resins, Rolled metallic foils, semiconductor bonding wire and microballs, fillers for semiconductor encapsulation materials, carbon-fiber composite products, metal catalyst carriers for cleaning automotive emissions, mesoporous carbon material	
System Solutions	Computer systems engineering and consulting, outsourcing and other services using IT	

Source: NSC

2.3. Shareholding structure of the Company's group

In order to increase the Company's competitive capability and to reduce its production cost, the Company has invested in subsidiaries by held shares in target subsidiaries and type of business as at March 31, 2023 detail are as follows:

(JPY million, unless stated otherwise)

Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
Steelmaking (Subsidiaries)					
Sanyo Special Steel Co., Ltd.	3007, Nakashima, Shikama-ku, Himeji City, Hyogo Pref., Japan Tel. 81-79-235-6003	Jan. 1935	53,800	53.2%	210,722

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(Attachment for Agenda 8 to 11 Consideration)

Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
NIPPON STEEL COATED SHEET CORPORATION	1-5-6, Nihonbashihonchou, Chuo-ku, Tokyo, Japan	Feb. 1950	12,588	100.0%	119,126
Osaka Steel Co., Ltd.	3-6-1, Dosho-machi, Chuo-ku, Osaka, Japan (Keihanshin-Midosuji Building 11F) Tel. 81-6-6204-0300	May 1978	8,769	66.3%	76,602
NIPPON STEEL METAL PRODUCTS CO., LTD	4-14-1, Sotokanda, Chiyoda-Ku, Tokyo, Japan Tel. 81-3-6625-6000	Apr. 1973	5,912	100.0%	107,572
NIPPON STEEL PIPE CO.,LTD.	1-1-3, Yurakucho, Chiyoda-ku, Tokyo, Japan Tel. 81-3-6758-0275	Sep. 1911	5,831	100.0%	99,210
Krosaki Harima Corporation	1-1, Higashi Hamamachi, Yahata Nishi-ku, Kitakyushu City, Fukuoka Pref., Japan Tel. 81-93-622-7224	Oct. 1918	5,537	46.9%	113,615
NIPPON STEEL TEXENG. CO., LTD.	2-5-2, Marunouchi, Chiyoda-ku, Tokyo, Japan Tel. 81-3-6860-6600	Oct. 1946	5,468	100.0%	294,836
NIPPON STEEL Stainless Steel Corporation	1-8-2, Marunouchi, Chiyoda-ku, Tokyo, Japan Tel. 81-3-6841-4800	Oct. 2003	5,000	100.0%	317,220
NIPPON STEEL LOGISTICS CO.,LTD.	1-13-1, Nihonbashi, Chou-Ku, Tokyo, Japan Tel. 81-3-3241-6400	Apr. 2006	4,000	100.0%	217,385
NIPPON STEEL SG WIRE CO.,LTD	1-9-1, Marunouchi, Chiyoda-ku, Tokyo, Japan Tel. 81-3-3214-4131	May 1938	3,634	100.0%	48,874
Geostr Corporation	Koishikawa Sakura Bldg., 1-28-1, Koishikawa, Bunkyo-ku, Tokyo, Japan Tel. 81-3-5844-1200	Mar. 1970	3,352	42.3%	30,150
NIPPON STEEL WELDING & ENGINEERING Co., Ltd.	Shingu Bldg., 2-4-2, Toyo, Koto-ku, Tokyo, Japan Tel. 81-3-6388-9000	Jul. 2002	2,100	100.0%	19,613

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
NIPPON STEEL DRUM CO.,LTD.	1-5-7, Kameido, Koto-ku, Tokyo, Japan Tel. 81-3-5627-2311	Oct. 1934	1,654	100.0%	20,364
NIPPON STEEL CEMENT CO.,LTD.	64, Nakamachi, Muroran City, Hokkaido, Japan Tel. 81-143-44-1693	Jun. 1954	1,500	85.0%	15,027
NIPPON STEEL COATED STEEL PIPE Co., Ltd.	4-11-5,Hatchobori,Chuo- ku,Tokyo,Japan Tel. 81-3-5117-4211	Feb.1983	1,400	100.0%	14,883
NIPPON STEEL FINANCE Co., Ltd	2-6-1, Marunouchi, Chiyoda-ku, Tokyo, Japan Tel. 81-3-6867-2911	Jul. 1986	1,000	100.0%	319
NIPPON STEEL STAINLESS STEEL PIPE CO., LTD.	2-5,Kandasudochou,Chiyoda- ku,Tokyo,Japan Tel. 81-3-3254-2436	Oct. 1950	916	100.0%	22,336
NIPPON STEEL WIRE CO.,LTD.	7 Nozomigaoka, Seki City, Gifu Pref., Japan Tel. 81-575-25-6511	Jun. 2006	697	51.0%	11,037
NIPPON STEEL Eco-Tech Corporation	1-18-1, Kyobashi, Chuo-ku, Tokyo, Japan Tel. 81-3-6862-8700	Sep. 1970	500	85.1%	24,941
NIPPON STEEL BOLTEN CORPORATION	1-4-16, Midorigi, Suminoe-ku, Osaka, Japan Tel. 81-6-6682-3261	Sep. 1964	498	85.0%	10,757
NIPPON STEEL STRUCTURAL SHAPES CORPORATION	1850 Minato, Wakayama City, Wakayama Pref., Japan Tel. 81-73-454-1131	Jul. 1991	400	100.0%	14,714
NIPPON STEEL BLAST FURNACE SLAG CEMENT CO.,LTD.	16, Nishi Minatomachi, Kokura Kita- ku, Kitakyushu City, Fukuoka Pref., Japan Tel. 81-93-563-5100	Feb. 1999	100	100.0%	12,154
NIPPON STEEL TUBOS DO BRASIL LTDA	Av.Paulista 2300, 18°andar, conj.181 e 183. (NIPPON STEEL AMERICA DO SUL LTDA.) CEP:01310-300. Sao Paulo, SP, BRASIL Tel. 55-11-3563-1700	Dec. 2010	BRL 1,221mln	100.0%	BRL 6mln

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(Attachment for Agenda 8 to 11 Consideration)

Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
PT KRAKATAU NIPPON STEEL SYNERGY	Jl. Eropa 1, Kav. A2, Kawasan Industri Krakatau, Cilegon, Banten, Indonesia Tel. 62-254-386-141	Dec.2012	USD 141mln	80.0%	USD 98mln
NS-Siam United Steel Co., Ltd.	12, Soi G2, Pakorn Songkrohraj Rd., Maptaphut, Muang Rayong, Rayong 21150, Thailand Tel. 66-3868-5144	Jun. 2011	THB 13,007mln	80.2%	THB 19,883mln
NIPPON STEEL NORTH AMERICA., INC.	1251 Avenue of the Americas, Suite 2320, New York, NY 10020, U.S.A. Tel. 1-212-486-7150	Nov. 1972	USD 85mln	100.0%	USD 202mln
WHEELING- NIPPON STEEL, INC.	P.O. BOX635, PENN & MAIN STREETS, FOLLANSBEE, STATE OF WEST VIRGINIA 26037 U.S.A. Tel. 1-304-527-2800	Jun.1984	USD 71min	100.0%	USD 495mln
Standard Steel, LLC	500 N Walnut Street, Burnham, PA 17009, U.S.A. Tel. 1-717-248-4911	1795	USD 47mln	100.0%	USD 187mln
PT. PELAT TIMAH NUSANTARA TBK.	Krakatau Steel Bldg. 3rd Floor, Jl. Jendral Gatot Subroto Kav. 54, Jakarta 12950, Indonesia Tel. 62-21-520-9883	Oct. 1982	USD 26mln	35.0%	USD 145mln
NIPPON STEEL (THAILAND) CO., LTD. ^{1/}	909, Ample Tower, 14th Floor, Bangna-Trad Road, Khwang Bangna, Khet Bangna, Bangkok 10260, Thailand Tel. 66-2-744-1480	Apr. 2011	THB 827min	100.0%	THB 136mln
Siam Tinplate Co., Ltd.	34th Floor, Lumpini Tower Bldg. 1168/103 Rama IV Road, Thungmahamek, Sathorn, Bangkok10120, Thailand Tel. 66-2-286-9401	Aug.1988	THB 800min	82.7%	THB 5,213mln
NIPPON STEEL AUSTRALIA PTY. LIMITED	Level 14, 115 Pitt Street Sydney NSW 2000 Australia Tel. 61-2-8036-6600	Mar. 1977	AUD 21mln	100.0%	AUD 1,645mln
NIPPON STEEL Steel Processing (Thailand) Co., Ltd.	64/5 Moo 4 Eastern Seaboard Industrial Estate, Tambol Pluakdaeng, Amphur Pluakdaeng,	Jan. 2013	THB 571mln	66.5%	THB 3,916mln

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(Attachment for Agenda 8 to 11 Consideration)

Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
	Rayong 21140, Thailand Tel. 66-38-954-435				
Ovako AB	P.O. Box 1721 SE-111 87 Stockholm, Sweden Tel. 46-8-622-1300	Jul. 2010	EUR 60,000	100.0%	EUR 706mln
Steelmaking (Affiliates)					
Godo Steel, Ltd.	8th Floor, Toyobo Bldg., 2-2-8, Dojimahama, Kita-ku, Osaka, Japan Tel. 81-6-6343-7600	Dec. 1937	34,896	17.8%	152,785
Topy Industries, Limited	1-2-2, Osaki, Shinagawa-ku, Tokyo, Japan Tel. 81-3-3493-0777	Oct. 1921	20,983	20.9%	225,121
Kyoei Steel Ltd.	1-4-16, Dojimahama, Kita-ku, Osaka, Japan Tel. 81-6-6346-5221	Aug. 1947	18,515	26.7%	226,371
NIPPON STEEL TRADING CORPORATION	8-5-27, Akasaka, Minato-ku, Tokyo, Japan Tel. 81-3-5412-5001	Aug. 1977	16,389	35.3%	2,073,240
Nippon Denko Co., Ltd.	1-4-16, Yaesu, Chuo-ku, Tokyo, Japan Tel. 81-3-6860-6800	Jan. 1935	11,057	20.8%	54,004
Nichia Steel Works, Ltd.	19, Nakahama-cho, Amagasaki City, Hyogo Pref., Japan Tel. 81-6-6416-1021	Jun. 1952	10,720	24.2%	27,816
NS United Kaiun Kaisha, Ltd.	Otemachi First Square West Tower, 1-5-1, Otemachi, Chiyoda-ku, Tokyo, Japan Tel. 81-3-6895-6400	Apr. 1950	10,300	33.4%	138,454
Unipres Corporation	1-19-20 Shin-Yokohama, Kohoku- ku, Yokohama City, Kanagawa Pref., Japan Tel. 81-45-470-8250	Mar. 1945	10,168	17.4%	234,545
Nippon Coke & Engineering Co., Ltd.	3-3-3, Toyosu, Koto-ku, Tokyo, Japan Tel. 81-3-5560-1311	Jan. 1889	7,000	22.6%	87,883
Sanko Metal Industrial Co., Ltd.	4-13-23, Shibaura, Minato-ku, Tokyo, Japan Tel. 81-3-5446-5600	Jun. 1949	1,980	33.2%	32,239

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Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
Sanyu Co., Ltd.	3-1-1, Kasuga Kitamachi, Hirakata City, Osaka, Japan Tel. 81-72-858-1251	Jan. 1957	1,513	34.5%	17,142
NST NIHON TEPPAN Co.,Ltd.	1-2-5, Nihonbashi, Chuo-ku, Tokyo, Japan Tel. 81-3-3272-5112	May 1955	1,300	34.0%	89,347
Usinas Siderúrgicas de Minas Gerais S.A.- USIMINAS	Rua Prof. Jose Vieira de Mendonca, 3011-Engenho Nogueira, 31310-260-Belo Horizonte, Minas Gerais, Brasil Tel. 55-31-3499-8000	Jan. 1958	BRL 13,200mln	31.4%	BRL 12,371mln
BAOSTEEL – NIPPON STEEL AUTOMOTIVE STEEL SHEETS CO., LTD.	Cold Rolling Comprehensive Building, Wei Wu Road, Baosteel, Baoshan District, Shanghai 201900, P.R. China Tel. 86-21-2664-3526	Jul. 2004	RMB 3.0bln	50.0%	RMB 12,467mln
WISCO-NIPPON STEEL Tinplate Co., LTD.	Changqian, Qingshan District, Wuhan City, Hubei Province, China Tel. 86-27-8621-9283	Oct. 2011	RMB 2.31bln	50.0%	RMB 3,927mln
AMNS Luxembourg Holding S.A.	24-26 boulevard d'Avranches L- 1160 Luxembourg R.C.S Luxemburg Tel. 352-4792-2248	Dec. 2019	USD 230mln	40.0%	USD 3,992mln
Jamshedpur Continuous Annealing & Processing Company Pvt. Ltd.	Tata Centre, 43, Jawaharlal Nehru Road, Kolkata 700 071, West Bengal, India. Tel. 91-657-6500197	Mar. 2011	INR 14,320mln	49.0%	INR 21,661mln
UNIGAL Ltda.	Av. Pedro Linhares Gomes, 5431- A, Bairro Usiminas, Ipatinga, MG, CEP 35160-900, Brasil Tel. 55-31-3829-4578	Jun. 1999	BRL 584mln	30.0%	BRL 290mln
Companhia Nipo- Brasileira de Pelotizacao	Av. Dante Michelini 5,500, Tubarao-Vitoria, Espirito Santo, CEP 29090-900 , Brasil Tel. 55-27-3333-5179	Mar. 1974	BRL 690mln	33.0%	BRL 86mln
Al Ghurair Iron & Steel LLC	Industrial City of Abu Dhabi (11FR6, 12FR6 and 13F2), UAE Tel. 971-2659-3400	May 2005	AED 165mln	20.0%	AED 1,344mln
Engineering and Construction (Subsidiary)					

Company	Address	Established	Paid-in capital	Ratio of voting rights	Sales
NIPPON STEEL ENGINEERING CO., LTD.	1-5-1, Osaki, Shinagawa-ku, Tokyo, Japan Tel. 81-3-6665-2000	Feb. 2006	15,000	100.0%	324,468
Chemicals and Materials (Subsidiary)					
NIPPON STEEL Chemical & Material CO., LTD.	1-13-1, Nihonbashi, Chuo-ku, Tokyo, Japan Tel. 81-3-3510-0301	Oct. 1956	5,000	100.0%	178,678
System Solutions (Subsidiary)					
NS Solutions Corporation	Toranomon Hills Business Tower Numbers 17-1, Toranomon 1-chome Minato-ku, Tokyo, Japan Tel. 81-3-6899-6000	Oct. 1980	12,952	63.4%	252,476

Source: NSC

2.4 Revenue Structure

The operating results by business segment are as follows:

(Unit: JPY billion)

Revenue (company and subsidiaries)	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Revenue	%	Revenue	%	Revenue	%
- Steelmaking and Steel Fabrication	6,153.60	90.38	7,245.50	90.85	8,076.30	91.07
- Engineering and Construction	279.20	4.10	352.20	4.42	409.20	4.61
- Chemicals and Materials	249.80	3.67	274.50	3.44	260.80	2.94
- System Solutions	271.30	3.98	292.50	3.67	311.50	3.51
Total	6,954.00	102.13	8,164.80	102.37	9,057.80	102.14
Adjustments	(145.00)	(2.13)	(189.20)	(2.37)	(189.80)	(2.14)
<u>Consolidated total</u>	<u>6,808.80</u>	<u>100.00</u>	<u>7,975.50</u>	<u>100.00</u>	<u>8,868.00</u>	<u>100.00</u>

Source: NSC

3. Shareholders and Board of Directors

3.1. List of Shareholders

As of 30 September 2024, top ten shareholders and stock holding proportion based on paid-up capital are as follows:

No.	Name of shareholders	Number Shares	Shareholding %
1.	The Master Trust Bank of Japan, Ltd. (Trust Account)	142,024	13.6%
2.	Custody Bank of Japan, Ltd. (Trust Account)	49,933	4.8%
3.	Nippon Life Insurance Company	19,179	1.8%
4.	STATE STREET BANK WEST CLIENT - TREATY 505234	17,527	1.7%

No.	Name of shareholders	Number Shares	Shareholding %
5.	Nomura Securities Co., Ltd.	14,563	1.4%
6.	Meiji Yasuda Life Insurance Company	13,712	1.3%
7.	JPMorgan Securities Japan Co., Ltd.	12,610	1.2%
8.	Nippon Steel Group Employee Shareholding Association	12,471	1.2%
9.	JP MORGAN CHASE BANK 385781	11,542	1.1%
10.	Mizuho Bank, Ltd.	11,046	1.1%

Note: The percentage of ownership is calculated based on the total number of shares issued excluding treasury stocks

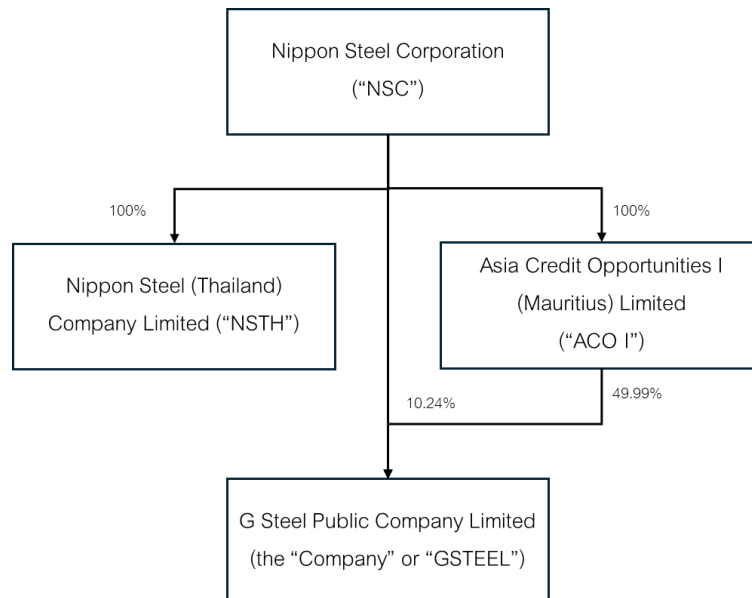
Source: NSC

3.2. Relationship with related persons

Finance receiver : G Steel Public Company Limited

Finance supporter : Nippon Steel (Thailand) Company Limited

Relationship : NSTH has the same major shareholder with the Company which is NSC where NSC directly holds 10.24% of the Company's paid-up capital and indirectly, through ACO I, holds 49.99% of the Company's paid-up capital.



3.3. Board of Directors

List of the Company's Board of Directors, information as of June 21, 2024

Name	Position
1. Mr. Eiji Hashimoto	Representative Director, Chairman and CEO
2. Mr. Tadashi Imai	Representative Director, President and COO

	Name	Position
3.	Mr. Takahiro Mori	Representative Director, Vice Chairman and Executive Vice President
4.	Mr. Naoki Sato	Representative Director and Executive Vice President
5.	Mr. Takashi Hirose	Representative Director and Executive Vice President
6.	Mr. Kazuhisa FUKUDA	Representative Director and Executive Vice President
7.	Mr. Hirofumi FUNAKOSHI	Representative Director and Executive Vice President
8.	Mr. Hiroyuki MINATO	Representative Director and Executive Vice President
9.	Mr. Tetsuro Tomita	Director, Member of the Board
10.	Ms. Kuniko Urano	Director, Member of the Board
11.	Mr. Kazumasa SHINKAI	Director, Member of the Board Senior Audit & Supervisory Committee Member
12.	Mr. Eiji SOGOH	Director, Member of the Board Audit & Supervisory Committee Member
13.	Mr. Kenji HIRAMATSU	Director, Member of the Board Audit & Supervisory Committee Member
14.	Ms. Aiko SEKINE	Director, Member of the Board Audit & Supervisory Committee Member
15.	Ms. Sumiko TAKEUCHI	Director, Member of the Board Audit & Supervisory Committee Member

Source: NSC

4. Summary of Key Components in the Financial Report

4.1. Consolidated statement of financial position

COMPONENTS	March 31, 2022		March 31, 2023		March 31, 2024		December 31, 2024	
	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)
ASSETS								
Current assets:								
Cash and cash equivalents	551.05	6.30	670.41	7.01	448.89	4.19	736.11	6.68
Trade and other receivables	939.41	10.73	1,062.38	11.10	1,587.98	14.82	1,644.97	14.92
Inventories	1,756.59	20.07	2,085.97	21.80	2,276.67	21.25	2,270.86	20.60
Other financial assets	41.36	0.47	28.18	0.29	33.93	0.32	41.89	0.38
Other current assets	226.25	2.59	223.58	2.34	212.92	1.99	188.11	1.71
Total Current Assets	3,514.66	40.16	4,070.52	42.55	4,560.38	42.56	4,881.94	44.28
Non-current assets:								
Property, plant and equipment	3,052.64	34.88	3,183.64	33.28	3,380.44	31.55	3,509.55	31.83
Right-of-use assets	78.16	0.89	83.94	0.88	100.60	0.94	99.90	0.91
Goodwill	61.74	0.71	65.06	0.68	70.21	0.66	71.85	0.65
Intangible assets	130.50	1.49	157.44	1.65	177.85	1.66	189.45	1.72
Investments accounted for using the equity method	1,079.07	12.33	1,210.54	12.65	1,537.94	14.35	1,520.81	13.79
Other financial assets	548.28	6.26	528.79	5.53	675.94	6.31	498.30	4.52
Defined benefit assets	123.56	1.41	124.63	1.30	127.58	1.19	133.61	1.21
Deferred tax assets	158.03	1.81	136.35	1.43	75.89	0.71	110.86	1.01

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

COMPONENTS	March 31, 2022		March 31, 2023		March 31, 2024		December 31, 2024	
	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)
Other non-current assets	5.70	0.07	6.19	0.06	7.79	0.07	8.08	0.07
Total Non-Current Assets	5,237.69	59.84	5,496.58	57.45	6,154.24	57.44	6,142.41	55.72
TOTAL ASSETS	8,752.35	100.00	9,567.10	100.00	10,714.63	100.00	11,024.35	100.00
LIABILITIES								
Current liabilities:								
Trade and other payables	1,526.72	17.44	1,592.14	16.64	1,890.72	17.65	1,606.53	14.57
Bonds, borrowings and lease liabilities	344.06	3.93	403.03	4.21	541.50	5.05	715.33	6.49
Other financial liabilities	1.04	0.01	5.88	0.06	7.04	0.07	2.59	0.02
Income taxes payable	109.96	1.26	51.92	0.54	80.27	0.75	122.05	1.11
Other current liabilities	36.85	0.42	40.84	0.43	62.35	0.58	81.28	0.74
Total Current Liabilities	2,018.63	23.06	2,093.80	21.89	2,581.87	24.10	2,527.76	22.93
Non-current liabilities:								
Bonds, borrowings and lease liabilities	2,309.34	26.39	2,296.32	24.00	2,170.15	20.25	2,075.34	18.83
Other financial liabilities	1.21	0.01	0.32	0.00	0.15	0.00	0.10	0.00
Defined benefit liabilities	188.35	2.15	185.44	1.94	116.31	1.09	121.19	1.10
Deferred tax liabilities	39.81	0.45	37.69	0.39	140.53	1.31	131.50	1.19
Other non-current liabilities	298.01	3.40	307.11	3.21	349.74	3.26	319.83	2.90
Total Non-Current Liabilities	2,836.71	32.41	2,826.88	29.55	2,776.87	25.92	2,647.96	24.02
TOTAL LIABILITIES	4,855.34	55.47	4,920.68	51.43	5,358.75	50.01	5,175.72	46.95
EQUITY								
Common stock	419.52	4.79	419.52	4.39	419.80	3.92	569.52	5.17
Capital surplus	393.55	4.50	399.37	4.17	398.91	3.72	546.42	4.96
Retained earnings	2,514.78	28.73	3,079.14	32.18	3,525.59	32.90	3,807.13	34.53
Treasury stock	(57.98)	(0.66)	(58.05)	(0.61)	(58.15)	(0.54)	(58.20)	(0.53)
Other components of equity	196.93	2.25	341.17	3.57	491.58	4.59	390.48	3.54
Total equity attributable to owners of the parent	3,466.80	39.61	4,181.16	43.70	4,777.73	44.59	5,255.34	47.67
Non-controlling interests	430.21	4.92	465.26	4.86	578.15	5.40	598.29	5.43
Total equity	3,897.01	44.53	4,646.42	48.57	5,355.88	49.99	5,848.63	53.05
Total liabilities and equity	8,752.35	100.00	9,567.10	100.00	10,714.63	100.00	11,024.35	100.00

Source: NSC

4.2. Consolidated statement of comprehensive income

COMPONENTS	12-Month Period March 31, 2022		12-Month Period March 31, 2023		12-Month Period March 31, 2024		9-Month Period December 31, 2022	
	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)
Revenue	6,808.89	100.00	7,975.59	100.00	8,868.10	100.00	6,552.50	100.00
Cost of sales	(5,587.33)	(82.06)	(6,682.03)	(83.78)	(7,481.33)	(84.36)	(5,518.22)	(84.22)
Gross profit	1,221.56	17.94	1,293.56	16.22	1,386.77	15.64	1,034.28	15.78
Selling, general and administrative expenses	(544.73)	(8.00)	(579.41)	(7.26)	(730.39)	(8.24)	(605.35)	(9.24)
Share of profit in investments accounted for using the equity method	214.48	3.15	102.92	1.29	144.33	1.63	112.88	1.72
Other operating income	128.42	1.89	181.50	2.28	178.09	2.01	69.46	1.06
Other operating expenses	(81.60)	(1.20)	(82.10)	(1.03)	(109.13)	(1.23)	(45.15)	(0.69)
Business profit	938.13	13.78	916.46	11.49	869.66	9.81	566.13	8.64
Losses on reorganization	(97.23)	(1.43)	(32.81)	(0.41)	(91.00)	(1.03)	-	-
Operating profit	840.90	12.35	883.65	11.08	778.66	8.78	566.13	8.64

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

COMPONENTS	12-Month Period March 31, 2022		12-Month Period March 31, 2023		12-Month Period March 31, 2024		9-Month Period December 31, 2022	
	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)	JPY billion	(%)
Finance income	1.93	0.03	8.09	0.10	21.54	0.24	14.48	0.22
Finance costs	(26.25)	(0.39)	(24.89)	(0.31)	(36.23)	(0.41)	(32.59)	(0.50)
Profit (loss) before income taxes	816.58	11.99	866.85	10.87	763.97	8.61	548.01	8.36
Income tax expense	(149.05)	(2.19)	(128.12)	(1.61)	(176.07)	(1.99)	(161.62)	(2.47)
Profit (loss) for the year	667.53	9.80	738.73	9.26	587.90	6.63	386.39	5.90

Source: NSC

4.3. Consolidated cash flow statement

(Unit: JPY million)

COMPONENTS	12-Month Period March 31, 2022	12-Month Period March 31, 2023	12-Month Period March 31, 2024
Net cash flows provided by operating activities	615.64	661.27	1,010.16
Net cash flows used in investing activities	(378.87)	(366.58)	(710.65)
Net cash flows provided by (used in) financing activities	(61.30)	(197.66)	(543.95)
Effect of Exchange rate changes on cash and cash equivalents	16.12	22.32	22.92
Net increase (decrease) in cash and cash equivalents	191.58	119.36	(221.52)
Cash and cash equivalents at beginning of the year	359.47	551.05	670.41
Cash and cash equivalents at end of the year	551.05	670.41	448.89

Source: NSC

4.4. Financial ratios

COMPONENTS	Unit	12-Month Period March 31,2022	12-Month Period March 31,2023	12-Month Period March 31,2024
Liquidity Ratio				
Current Ratio	Times	1.74	1.94	1.77
Quick Ratio	Times	0.87	0.95	0.88
Profitability Ratio				
Revenue Growth Rate	%	40.99	17.13	33.52
Gross Profit Margin	%	17.94	16.22	15.64
Net Profit Margin	%	9.80	9.26	6.63
Return on Equity	%	19.00	17.29	10.98
Efficiency Ratio				
Return on Asset	%	8.18	8.07	5.49
Return on Fixed Asset	%	13.17	13.76	9.55
Asset Turnover	Times	0.83	0.87	0.83
Debt Leverage Ratio				
Debt to Equity Ratio	Times	1.25	1.06	1.00

COMPONENTS	Unit	12-Month Period March 31,2022	12-Month Period March 31,2023	12-Month Period March 31,2024
Interest Coverage Ratio	Times	31.11	34.83	21.09

Source: NSC

5. Management Discussion and Analysis (MD&A)

5.1. Operating Results by Segment

9 months Year 2024

The business environment is in an unprecedented critical situation in which the manufacturing and construction industries are sluggish both in Japan and overseas and global steel demand is becoming severer. In addition to the excess production and increase in exports due to the expanded structural supply/demand gap caused by the slowing Chinese economy, there are concerns about the fragmentation of the market as many countries are expanding trade measures and prioritizing their own country. These factors have increased uncertainties. In Japan, while the pressure by imported materials is high, the sluggish demand for steel is becoming more serious than expected. In this environment, there is no prospect of improvement in real demand and margins at home and abroad.

5.1.1. Steelmaking and Steel Fabrication

Year 2021

While the recovery in domestic steel demand began to slow down in the second half of 2021, the Steelmaking and Steel Fabrication segment strived to establish a profit structure that ensures a high level of business profit regardless of the external environment. The actions taken included significant reduction in the breakeven point which resulted from a drastic cost improvement that was implemented in fiscal 2020, improvement in direct contract-based prices for customers, effects of selection and concentration of order intake with streamlined integrated production capacity, and improved profitability of the overseas Group companies. As a result, the segment recorded revenue of JPY 6,153.6 billion (compared to JPY 4,228.4 billion in fiscal 2020) and a business profit of JPY 871.0 billion (compared to JPY 63.5 billion), significantly exceeding the results in the previous fiscal year.

Year 2022

Although the business environment remained extremely harsh, the Steelmaking and Steel Fabrication segment strived to maximize profits by continuing to implement measures such as enhancing the fundamental profit structure, and also established a foundation that will enable the segment to stably record high-level profits compared to major steelmakers in East Asia. As a result, the segment recorded revenue of JPY 7,245.5 billion (compared to JPY 6,153.6 billion in fiscal 2021) and a business profit of JPY 861.4 billion (compared to JPY 871.0 billion).

Year 2023

Although the business environment remained extremely harsh, the Steelmaking and Steel Fabrication segment continued to implement drastic profit restructuring measures. In addition, the segment strived to evolve toward having a further vertically-integrated business structure that could achieve the Group's future vision of JPY 1 trillion in business profit. The segment has also built a foundation that is planned to enable it to record even higher profits regardless of the external environment. As a result, the segment recorded revenue of JPY 8,076.3 billion (compared to JPY 7,245.5 billion in fiscal 2022) and a business profit of JPY 821.0 billion (compared to JPY 861.4 billion).

5.1.2. Engineering and Construction

Year 2021

Nippon Steel Engineering Co., Ltd. posted a decrease in revenue in each sector from the previous fiscal year mainly because the Environment and Energy sector's waste to energy plants business was subject to a lull in revenue recognition of construction project orders and there were few completed construction projects for large-scale logistics centers in the Urban Infrastructure sector and for refurbishments in the Steelmaking Plant sector. In terms of business profit, the Engineering and Construction segment strived to minimize the impact of the COVID-19 pandemic but business profit decreased due to a decline in revenue. The segment will continue to carefully monitor changes in the business environment, such as the current weakening of the yen and the sharp rise in resource prices. For fiscal 2021 the Engineering and Construction segment recorded revenue of JPY 279.2 billion (compared to JPY 324.4 billion in fiscal 2020) and business profit of JPY 6.3 billion (compared to JPY 17.7 billion).

Year 2022

Nippon Steel Engineering Co., Ltd. is working to contribute to a carbon-neutral society and expand businesses related to building resilient cities against disasters. The Environment and Energy sector recorded robust sales in the construction of offshore wind power plants and the construction and operation of waste-to-energy facilities, while the Urban Infrastructure sector also recorded robust sales, such as in seismic isolation devices and bridge products, and the construction of large-scale logistics facilities. As a result, sales and profit increased year-on-year. Nippon Steel Engineering will continue to work on business expansion while closely monitoring changes in the business environment, including the recent surge in labor costs and material prices. For fiscal 2022 the Engineering and Construction segment recorded revenue of JPY 352.2 billion (compared to JPY 279.2 billion in fiscal 2021) and business profit of JPY 11.6 billion (compared to JPY 6.3 billion).

Year 2023

Nippon Steel Engineering Co., Ltd. increased overall sales year-on-year. Solid sales were posted in the business of offshore wind power plants, waste-to-energy facilities, and other components in the Environment and Energy sector as well as in the business of construction work and seismic isolation devices in the Urban Infrastructure sector, centering on large-scale logistics facilities while experienced a decrease in sales in the

Steelmaking Plants sector. The segment's profits decreased year-on-year due to the impact of large losses caused by the breakdown of a crane of its own marine workshop and the surge in the prices of materials and fuel. For fiscal 2023 the Engineering and Construction segment recorded revenue of JPY 409.2 billion (compared to JPY 352.2 billion in fiscal 2022) and business loss of JPY 1.3 billion (compared to business profit of JPY 11.6 billion).

5.1.3. Chemicals and Materials

Year 2021

Nippon Steel Chemical & Material Co., Ltd. was affected by the continuing COVID-19 pandemic, the rise in raw material prices, the global semiconductor shortage, and the disruption in logistics, but recorded a significant increase in revenue and profit compared with fiscal 2020 mainly by passing on the rise in raw material prices to sales prices and taking measures aimed at sales expansion. In the Coal Chemical business, demand for needle coke used in graphite electrodes recovered and prices remained firm. In the Chemicals business, market conditions for benzene and bisphenol A were generally firm, contributing to improved earnings. In the Functional Materials business, sales of semiconductor-related materials, circuit board materials, LCD materials, and organic EL materials showed continued strength. In the Composite Materials business, sales of epoxy resin for semiconductor package substrates, carbon fiber composite materials for civil engineering and construction reinforcement, industrial rolls, and carbon fiber for the sports and space industries expanded. The overall Chemicals and Materials segment recorded revenue of JPY 249.8 billion (compared to JPY 178.6 billion in fiscal 2020) and business profit of JPY 25.3 billion (compared to JPY 7.6 billion)

Year 2022

Nippon Steel Chemical & Material Co., Ltd. posted a year-on-year decline in earnings due to a rise in raw material and fuel prices and a decline in demand for semiconductors and other products from the middle of the year. In the Coal Chemical business, sales of carbon black for tires were strong, but demand for needle coke used in graphite electrodes remained sluggish. In the Chemicals business, the benzene market remained generally stable, but earnings deteriorated due to sluggish demand for styrene monomer and bisphenol A while progress was made to construct new production facilities in China. In the Function Materials business, sales volume decreased due to a rapid decline in demand for semiconductor-related materials and display-related materials. In the Composite Materials business, while demand for infrastructure upgrades is expected to continue, sales volume of reinforcement materials for mainstay civil engineering and construction decreased due to delays in construction starts. On the other hand, sales of carbon fiber remained strong, mainly in the sports field. The overall Chemicals and Materials segment recorded revenue of JPY 274.5 billion (compared to JPY 249.8 billion in fiscal 2021) and business profit of JPY 16.1 billion (compared to JPY 25.3 billion).

Year 2023

Nippon Steel Chemical & Material Co., Ltd. posted a year-on-year decrease in profits despite utmost efforts to reduce costs and improve selling prices amid a severe business environment in which demand

continued to be sluggish due to soaring raw material and fuel prices worldwide and inventory adjustments for semiconductors and other products. In the Coal Tar Chemicals business, sales of carbon black for tires were firm, but demand for needle coke used in graphite electrodes, its main product, remained sluggish. In the Chemicals business, the benzene market remained generally stable, but sales of styrene monomer decreased due to a delay in the recovery of demand for derivatives in Japan, and the continued expansion of new production facilities in China led to stagnate the styrene monomer market. In the Functional Materials and Composite Materials business, recovery of production remained weak due to the impact of the deterioration in the Chinese economy, and the prolonged sluggish demand for semiconductors as well as end products such as smartphones and PCs. Among carbon fiber composite materials, the sales volume of carbon fiber reinforced materials for civil engineering and construction, which are the main product responding to demand for infrastructure upgrades, increased, and sales of carbon fiber continued to be strong, mainly in the sports and space fields. The overall Chemicals and Materials segment recorded revenue of JPY 260.8 billion (compared to JPY 274.5 billion in fiscal 2022) and business profit of JPY 15.3 billion (compared to JPY 16.1 billion).

5.1.4. System Solutions

Year 2021

NS Solutions Corporation has been making corporate-wide efforts to maximize DX needs and expand its business, while deepening relationships with customers, with a view to the full-scale DX deployment of Japanese companies. In the digital manufacturing area, which is one of the key areas of focus, NS Solutions has integrated its solutions, services, and know-how into a unified brand called “Planetary” to support the promotion of DX for manufacturing customers. In other areas of focus, the company has expanded sales of digital workplace solutions to meet the IT needs of new working styles and has also promoted internet services as support for platformers and DX in the EC operators and financial services areas. Customers have been increasing their IT investment on the back of DX promotion, and the segment increased revenue and profit compared to fiscal 2020. The System Solutions segment recorded revenue of JPY 271.3 billion (compared to JPY 252.4 billion in fiscal 2020) and business profit of JPY 30.8 billion (compared to JPY 23.9 billion).

Year 2022

NS Solutions Corporation has been making corporate-wide efforts to maximize DX needs and expand its business, while deepening relationships with customers, with a view to the full-scale DX deployment of Japanese companies. In the digital manufacturing area, which is one of the key areas of focus, NS-IoT (a platform using wireless IoT sensors) and NS-Lib (an integrated data platform) have been established to promote DX for the Company. NS Solutions has also worked to promote DX in the manufacturing industry such as by establishing an integrated data utilization platform jointly with a pharmaceutical company. Efforts have also been made to strengthen the company’s ability to respond to DX needs by developing new solutions for the electric power, financial, and food industries, in addition to entering into capital and business alliances and strategic partnership agreements with companies that have respective strengths in the AI field, support for

digitalization of business processes, the data utilization field, abundant DX human resources, and other fields. The System Solutions segment recorded revenue of JPY 292.5 billion (compared to JPY 271.3 billion in fiscal 2021) and business profit of JPY 32.1 billion (compared to JPY 30.8 billion).

Year 2023

In response to stepped-up corporate DX initiatives, NS Solutions Corporation is working to expand business by making corporate-wide efforts to satisfy the needs of DX at maximum while deepening relationships with customers. As an example of its initiatives in fiscal 2023, NS Solutions jointly developed and commenced full-scale operation of a production planning system that realizes operational reforms by applying mathematical optimization technology, jointly with Nippon Steel. In addition, the company introduced a local 5G system to power plant premises, which enables power companies to conduct efficient maintenance and inspection work, etc. through remote monitoring of sites using video and audio links, and facilitates the transfer of technology. In addition, the company has provided ConSeekTM, an integrated business management platform service for financial institutions to its customers, and has launched a modernization project for mission-critical systems of insurance companies. As investments for growth, NS Solutions formed business alliances with AI start-up companies and Nippon Steel Texeng Co., Ltd. in the field of digital manufacturing, and entered into an agreement to make Texeng Solutions Corporation (renamed to NS Solutions BizTech Corporation) a group company. These developments were to enhance its ability to respond to customers' DX needs. The System Solutions segment recorded revenue of JPY 311.5 billion (compared to JPY 292.5 billion in fiscal 2022) and business profit of JPY 35.5 billion (compared to JPY 32.1 billion).

5.2. Revenue and Profit

Year 2021

For fiscal 2021, Nippon Steel recorded consolidated revenue of JPY 6,808.8 billion (compared to JPY 4,829.2 billion in fiscal 2020), business profit of JPY 938.1 billion (compared to JPY 110.0 billion), and profit attributable to owners of the parent of JPY 637.3 billion (compared to loss of JPY 32.4 billion). Contributing factors included significant reduction in the breakeven point which resulted from a drastic cost improvement that was implemented in fiscal 2020, improvement in direct contract-based prices for customers, effects of selection and concentration of order intake with streamlined integrated production capacity, a recovery in production and shipping volumes, improved profitability of the overseas Group companies, and inventory valuation.

Year 2022

For fiscal 2022, although the business environment remained extremely harsh, the Company strived to maximize profit by continuing to implement measures such as to fundamentally improve profit structure. As a result, the Company recorded consolidated revenue of JPY 7,975.5 billion (compared to JPY 6,808.8 billion in fiscal 2021), business profit of JPY 916.4 billion (compared to JPY 938.1 billion), and profit attributable to owners of the parent of JPY 694.0 billion (compared to JPY 637.3 billion).

Year 2023

For fiscal 2023, although the business environment remained extremely harsh, the Company strived to maximize profit by continuing to implement measures such as to fundamentally improve profit structure. As a result, the Company recorded consolidated revenue of JPY 8,868.0 billion (compared to JPY 7,975.5 billion in fiscal 2022), business profit of JPY 869.6 billion (compared to JPY 916.4 billion), and profit attributable to owners of the parent of JPY 549.3 billion (compared to JPY 694.0 billion).

9 months Year 2024

Even under an increasingly severe situation with no prospect of improvement in domestic and overseas demand and margins, we have established a foundation to secure stable earnings compared to other major steelmakers. In the third quarter of fiscal 2024, we recorded underlying business profit of JPY 608.4 billion and business profit of JPY 566.1 billion. For consolidated operating results of fiscal 2024, we will maintain the previously-announced (Nov. 7) forecasts for underlying business profit, business profit and profit. As previously announced, we plan to distribute a full-year dividend of JPY 160 per share (including a year-end dividend of JPY 80 per share).

5.3. Assets

Year 2021

Consolidated total assets as of March 31, 2022 were JPY 8,752.3 billion, an increase of JPY 1,178.3 billion from JPY 7,573.9 billion as of March 31, 2021. The main factors were an increase in cash and cash equivalents (JPY 191.5 billion), an increase in trade and other receivables (JPY 134.0 billion), an increase in inventories (JPY 407.2 billion), an increase in property, plant and equipment (JPY 97.7 billion), and an increase in investments accounted for using the equity method (JPY 261.7 billion).

Year 2022

Consolidated total assets as of March 31, 2023 were JPY 9,567.1 billion, an increase of JPY 814.7 billion from JPY 8,752.3 billion as of March 31, 2022. The main factors were an increase in cash and cash equivalents (JPY 119.4 billion), an increase in inventories (JPY 329.4 billion), an increase in property, plant and equipment (JPY 131.0 billion), and an increase in investments accounted for using the equity method (JPY 131.4 billion).

Year 2023

Consolidated total assets as of March 31, 2024 were JPY 10,714.6 billion, an increase of JPY 1,147.5 billion from JPY 9,567.0 billion as of March 31, 2023. The main factors contributing to the increase were business investments, such as Nippon Steel Trading Corporation. becoming a subsidiary, resulting in an increase in trade and other receivables (JPY 525.5 billion), an increase in inventories (JPY 190.6 billion), an increase in property, plant and equipment (JPY 196.7 billion), and an increase in investments accounted for using the equity method (JPY 327.3 billion), among other factors.

9 months Year 2024

Total assets as of December 31, 2024 amounted to JPY 11,024.4 billion, an increase of JPY 309.7 billion from JPY 10,714.6 billion as of March 31, 2024. The main factors were an increase in cash and cash equivalents (JPY 287.2 billion), an increase in trade and other receivables (JPY 57.0 billion) and an increase in property, plant and equipment (JPY 129.1 billion).

5.4. Liabilities

Year 2021

Consolidated total liabilities as of March 31, 2022 were JPY 4,855.3 billion, an increase of JPY 412.8 billion from JPY 4,442.6 billion as of March 31, 2021. Interest-bearing debt increased by JPY 94.2 billion from JPY 2,559.2 billion as of March 31, 2021 to JPY 2,653.4 billion due to the issuance of convertible bonds with stock acquisition rights. In addition, trade and other payables increased (JPY 144.0 billion) and income taxes payable increased (JPY 85.7 billion).

Year 2022

Consolidated total liabilities as of March 31, 2023 were JPY 4,920.7 billion, an increase of JPY 65.3 billion from JPY 4,855.3 billion as of March 31, 2022. Interest-bearing debt increased by JPY 46.0 billion from JPY 2,653.4 billion as of March 31, 2022 to JPY 2,699.3 billion and trade and other payables also increased (JPY 65.4 billion), which were more than offset a decrease in items such as income taxes payable (JPY 58.0 billion).

Year 2023

Consolidated total liabilities as of March 31, 2024 were JPY 5,358.7 billion, an increase of JPY 438.0 billion from JPY 4,920.6 billion as of March 31, 2023. Trade and other payables increased (JPY 298.5 billion) due to the aforementioned consolidation of subsidiaries, and deferred tax liabilities also increased (JPY 102.8 billion).

9 months Year 2024

Total liabilities as of December 31, 2024 amounted to JPY 5,175.72 billion, down JPY 183.0 billion from JPY 5,358.7 billion as of March 31, 2024, mainly due to a decrease in trade and other payables (JPY 284.2 billion).

5.5. Equity

Year 2021

Consolidated total equity as of March 31, 2022 was JPY 3,897.0 billion, an increase of JPY 765.6 billion from JPY 3,131.4 billion as of March 31, 2021. This was primarily contributed by an increase from profit attributable to owners of the parent of JPY 637.3 billion, a decrease in dividend payment (JPY 73.7 billion), an increase in the foreign exchange differences on translation of foreign operations (JPY 75.0 billion) and an

increase in non-controlling interests (JPY 58.8 billion). As a result, total equity attributable to owners of the parent as of March 31, 2022 amounted to JPY 3,466.8 billion, and the ratio of interest-bearing debt to total equity attributable to owners of the parent (D/E ratio) was 0.77 times (0.59 times after adjusting for equity credit attributes of subordinated loans and subordinated bonds).

Year 2022

Consolidated total equity as of March 31, 2023 was JPY 4,646.4 billion, an increase of JPY 749.4 billion from JPY 3,897.0 billion as of March 31, 2022. This was primarily contributed by an increase from profit attributable to owners of the parent of JPY 694.0 billion, a decrease in dividend payment (JPY 165.9 billion), and an increase in the foreign exchange differences on translation of foreign operations (JPY 93.9 billion). As a result, total equity attributable to owners of the parent as of March 31, 2023 amounted to JPY 4,181.1 billion, and the ratio of interest-bearing debt to total equity attributable to owners of the parent (D/E ratio) was 0.65 times (0.51 times after adjusting for equity credit attributes of subordinated loans and subordinated bonds).

Year 2023

Consolidated total equity as of March 31, 2024 was JPY 5,355.8 billion, an increase of JPY 709.4 billion from JPY 4,646.4 billion as of March 31, 2023. This was primarily contributed by an increase from profit attributable to owners of the parent of JPY 549.3 billion, a decrease in dividend payment (JPY 152.1 billion), and an increase in the foreign exchange differences on translation of foreign operations (JPY 105.9 billion), and an increase in non-controlling interests resulting from the consolidation of Nippon Steel Trading Corporation (JPY 112.8 billion), among other factors. As a result, total equity attributable to owners of the parent as of March 31, 2023 amounted to JPY 4,777.7 billion, and the ratio of interest-bearing debt to total equity attributable to owners of the parent (D/E ratio) was 0.57 times (0.45 times after adjusting for equity credit attributes of subordinated loans and subordinated bonds).

9 months Year 2024

Total shareholders' equity as of December 31, 2024 was JPY 5,848.6 billion, an increase of JPY 492.8 billion from JPY 5,355.8 billion as of March 31, 2024. The increase was mainly driven by an increase in retained earnings of JPY 281.5 billion, an increase in capital of JPY 149.7 billion, and an increase in surplus of JPY 147.5 billion. As a result, total shareholders' equity as of December 31, 2024 was JPY 5,255.3 billion, and the ratio of interest-bearing debt to equity of the parent (D/E ratio) was 0.53 times.

5.6. Dividend policy

The Company's basic profit distribution policy is to pay dividends from distributable funds at the end of the first half (interim) and second half (year-end) of the fiscal year, in consideration of the consolidated operating results and such factors as capital requirements for investment and other activities aimed at raising corporate value and performance prospects, while also considering the financial structure of the Company on both consolidated and non-consolidated bases. The Company has adopted a consolidated annual payout ratio

target of around 30% as the benchmark for the “payment of dividends from distributable funds in consideration of the consolidated operating results.” The level of the interim dividend is determined in consideration of the first-half performance results and forecasts for the full fiscal year.

6. Steel Global Industry Outlook

Global steel production in 2024 is expected to decline by 0.9% compared to 2023 to 1,839 billion tonnes, as reflected by the World Steel Association’s ranking of the world’s steel producing countries (71 countries). Global crude steel production is forecast to increase slightly in 2025 compared to 2024 levels, the first annual increase since the nearly 4% year-on-year growth in 2021. After a slump in 2020, increased production in North America, Europe, the Middle East and India will help offset another weak year in China.

Sources: World Steel Association, Fastmarkets

Attachment 4

Summary Information of Asia Credit Opportunities I (Mauritius) Limited

1. Company Profile

Company Name : Asia Credit Opportunities I (Mauritius) Limited ("ACO I")

Headquarter Address : 1st Floor Anglo-Mauritius House, Intendance Street, Port Louis, Mauritius

Telephone : -

Fax : -

Type of Business : Private Company

Registration Number : 137999 C1/GBL

Website : -

Paid-up Capital : USD 51.46 million

Par value : USD 1.00 per share

Number of paid-up shares: 51.46 million ordinary shares

2. Business Information

2.1. Business Overview

Operating a regional operating office by providing services to related businesses as follows: general administration, business planning, and business coordination.

2.2. Revenue Structure

The revenue structure classified by revenue type from 2021 – 2023 is as follows.

(Unit: USD million)

Revenue	2021		2022		2023	
	Revenue	%	Revenue	%	Revenue	%
Interest income	-	-	1.36	99.08	3.46	20.46
Other income	-	-	0.01	0.92	13.45	79.54
Net changes in fair value of financial assets at fair value through profit or loss	270.61	100.00		-		-
Total Revenue	270.61	100.00	1.37	100.00	16.91	100.00

Source: ACO I

3. Shareholders and Board of Directors

3.1. List of Shareholders

As of December 31, 2024, top ten shareholders and stock holding proportion based on paid-up capital are as follows:

No.	Name of shareholders	Number Shares	Shareholding %
1.	Nippon Steel Corporation	51,459,728	100.00
Total		51,459,728	100.00

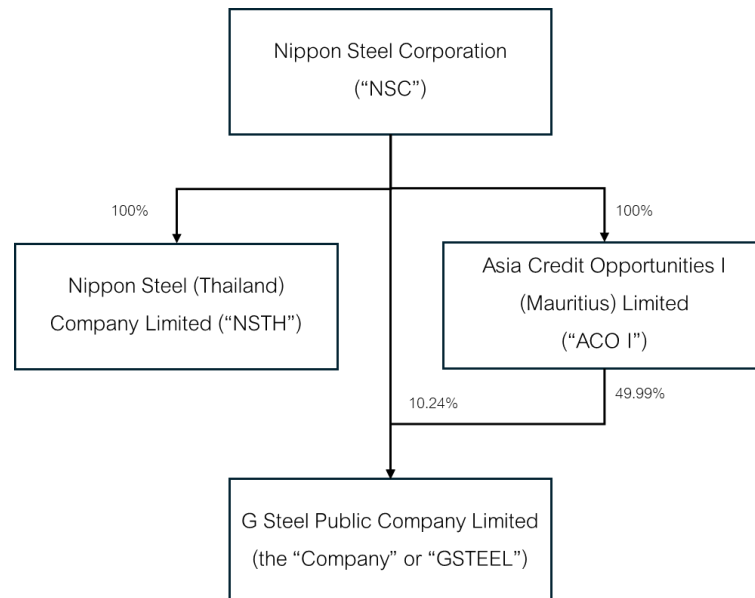
Source: NSC

3.2. Relationship with related persons

Finance receiver : G Steel Public Company Limited

Finance supporter : Nippon Steel (Thailand) Company Limited

Relationship : NSTH I has the same major shareholder with the Company which is NSC where NSC directly holds 10.24% of the Company's paid-up capital and indirectly, through ACO I, holds 49.99% of the Company's paid-up capital.



3.3. Board of Directors

List of the Company's Board of Directors, information as of December 31, 2024

Name	Position
1. Koyanagi Takatsugu	Director
2. Kailash Jaulim	Director
3. Rizwana Ameer Meea	Director

Source: ACO I

4. Summary of Key Components in the Financial Report

4.1. Consolidated statement of financial position

COMPONENTS	December 31, 2021		December 31, 2022		December 31, 2023	
	USD million	(%)	USD million	(%)	USD million	(%)
Assets						
Current assets:						
Cash and cash equivalents	0.01	0.00	3.61	1.13	31.91	21.99
Amount due from subsidiary	-	-	3.59	1.12	0.28	0.19
Prepayments	-	-	-	-	0.02	0.01
Total Current Assets	0.01	0.00	7.20	2.25	32.21	22.19
Non-current assets:						
Financial assets at fair value through profit or loss	330.20	100.00	-	-	-	-
Investment in subsidiaries	-	-	287.86	90.06	100.53	69.27
Amount due from subsidiary	-	-	24.56	7.68	12.39	8.54
Total Non-Current Assets	330.20	100.00	312.42	97.75	112.93	77.81
Total Assets	330.21	100.00	319.62	100.00	145.13	100.00
Liabilities						
Current liabilities:						
Loan from immediate holding company	29.83	9.03	-	-	-	-
Accruals and other payables	0.01	0.00	0.06	0.02	0.04	0.03
Amounts due to related parties	1.55	0.47	3.02	0.94	-	-
Current tax liabilities	0.74	0.23	0.54	0.17	0.04	0.03
Total Current Liabilities	32.13	9.73	3.62	1.13	0.08	0.05
Total Non-Current Liabilities	-	-	-	-	-	-
Total Liabilities	32.13	9.73	3.62	1.13	0.08	0.05
Equity						
Share capital						
Registered capital	19.89	6.02	51.46	16.10	51.46	35.46
Paid-up capital	19.89	6.02	51.46	16.10	51.46	35.46
Retained earnings						
Unappropriated	278.19	84.25	264.55	82.77	93.60	64.49
Total equity	298.08	90.27	316.00	98.87	145.06	99.95
Total liabilities and equity	330.21	100.00	319.62	100.00	145.13	100.00

Source: ACO I

4.2. Consolidated statement of comprehensive income

COMPONENTS	December 31, 2021		December 31, 2022		December 31, 2023	
	USD million	(%)	USD million	(%)	USD million	(%)
Revenue						
Interest income	-	-	1.36	99.08	3.46	20.46
Other income	-	-	0.01	0.92	13.45	79.54
Net changes in fair value of financial assets at fair value through profit or loss	270.61	100.00	-	-	-	-
Total income	270.61	100.00	1.37	100.00	16.91	100.00
Expenses						
Advisory fees	(0.27)	(0.10)	-	-	-	-
Administrative and license expenses	(0.00)	(0.00)	(0.02)	(1.37)	(0.02)	(0.11)
Custodian fees	(0.04)	(0.01)	(0.05)	(3.37)	(0.03)	(0.17)
Audit fees	(0.01)	(0.00)	(0.01)	(0.59)	(0.01)	(0.04)
Impairment	-	-	(11.95)	(869.61)	(187.33)	(1,107.48)
Bank fees	(0.00)	(0.00)	(0.00)	(0.16)	(0.00)	(0.01)
Legal and professional fees	(0.00)	(0.00)	(0.01)	(0.60)	(0.02)	(0.10)
Total expenses	(0.32)	(0.12)	(12.04)	(875.68)	(187.40)	(1,107.90)
Finance costs	(1.44)	(0.53)	(0.19)	(13.70)	-	-
Profit (loss) before income taxes	268.85	99.35	(10.85)	(789.37)	(170.49)	(1,007.90)
Income tax expense	(1.11)	(0.41)	0.21	14.92	(0.46)	(2.73)
Profit (loss) for the year	267.73	98.94	(10.64)	(774.45)	(170.95)	(1,010.64)

Source: ACO I

4.3. Consolidated cash flow statement

(Unit: USD million)

COMPONENTS	December 31, 2021	December 31, 2022	December 31, 2023
Net cash flow from operations	(0.05)	3.61	28.30
Net cash flow used in financing activities	-	(0.00)	-
Net cash flow from investing	-	-	-
Net increase in cash and cash equivalents	(0.05)	3.61	28.30
Cash and cash equivalents at beginning of the year	0.06	0.01	3.61
Cash and cash equivalents at end of the year	0.01	3.61	31.91

Source: ACO I

5. Management Discussion and Analysis (MD&A)

5.1. Revenues

Year 2021

From the performance of 2021, ACO I has total income of USD 270.61 million, Net changes in fair value of financial assets at fair value through profit or loss of USD 270.61 million. Total income increased from the year 2020 amounted to USD 317.62 million or an increase of 675.73 percent.

Year 2022

From the performance of 2022, ACO I has total income of USD 1.37 million, divided into interest income of USD 1.36 million, and other income of USD 0.01 million. Total income decreased from the year 2021, amount USD 269.24 million or a decrease of 99.49 percent.

Year 2023

From the performance of 2023, ACO I has total income of USD 16.91 million, divided into interest income of USD 3.46 million, and other income of USD 13.45 million. Total income increased from the year 2022, amount USD 15.54 million or an increase of 1,130.62 percent.

5.2. Costs and expenses

Year 2021

In 2021, ACO I had total expenses of USD 0.32 million, accounting for 0.12 percent of total income, divided into advisory fees of USD 0.27 million, custodian fees of USD 0.04 million, and audit fees of USD 0.01 million, an increase from 2020 of USD 0.18 million or an increase of 124.85 percent.

Year 2022

In 2022, ACO I had total expenses of USD 12.04 million, accounting for 875.68 percent of total income, divided into administrative and license expenses of USD 0.02 million, custodian fees of USD 0.05 million, audit fees of USD 0.01 million, impairment of USD 11.95 million, and legal and professional fees of USD 0.01, an increase from 2021 of USD 11.71 million or an increase of 3,608.62 percent.

Year 2023

In 2023, ACO I had total expenses of USD 187.40 million, accounting for 1,107.90 percent of total income, divided into administrative and license expenses of USD 0.02 million, custodian fees of USD 0.03 million, audit fees of USD 0.01 million, impairment of USD 187.33 million, and legal and professional fees of USD 0.02, an increase from 2021 of USD 175.36 million or an increase of 1,456.97 percent.

5.3. Net profit

Year 2021

In 2021, ACO I had a net profit from operations of USD 267.73 million, accounting for 98.94 percent of total income, an increase of USD 316.31 million from 2020, or an increase of 651.12 percent compared to the previous year because ACO I's income increased significantly.

Year 2022

In 2022, ACO I had a net profit from operations of negative USD 10.64 million, accounting for (774.45) percent of total revenue, a decrease of USD 278.38 million from 2021, or a decrease of 103.98 percent compared to the previous year. This is because ACO I has significantly increased costs.

Year 2023

In 2023, ACO I had a net profit from operations of negative USD 170.95 million, accounting for negative (1,010.64) percent of total revenue, a decrease of USD 160.30 million from 2022, or a decrease of 1,505.92 percent compared to the previous year.

5.4. Assets

Year 2021

As of December 31, 2021, ACO I had total assets of USD 330.21 million, an increase of USD 267.32 million or an increase of 425.07 percent from December 31, 2020, mainly due to an increase in cash and deposits at financial institutions, and financial assets at fair value through profit or loss.

Year 2022

As of December 31, 2022, ACO I had total assets of USD 319.62 million, a decrease of USD 10.59 million or a decrease of 3.21 percent from December 31, 2021, mainly due to a decrease in financial assets at fair value through profit or loss.

Year 2023

As of December 31, 2023, ACO I had total assets of USD 145.13 million, a decrease of USD 174.49 million or a decrease of 54.59 percent from December 31, 2022, mainly due to a decrease in investment in subsidiaries and amount due from subsidiary.

5.5. Liabilities

Year 2021

As of December 31, 2021, ACO I had total liabilities of USD 32.13 million, a decrease of USD 0.41 million or 1.27 percent from December 31, 2020, mainly due to a decrease in amounts due to related parties.

Year 2022

As of December 31, 2022, ACO I had total liabilities of USD 3.62 million, a decrease of USD 28.52 million or a decrease of 88.74 percent from December 31, 2021, mainly due to a decrease in loan from immediate holding company and current tax liabilities.

Year 2023

As of December 31, 2023, ACO I had total liabilities of USD 0.08 million, a decrease of USD 3.54 million or a decrease of 97.85 percent from December 31, 2022, mainly due to a decrease in amounts due to related parties, current tax liabilities, and accruals and other payables.

5.6. Shareholders' equity

Year 2021

As of December 31, 2021, ACO I had shareholders' equity of USD 298.08 million. As of December 31, 2021, ACO I had increased shareholders' equity from the end of 2020 in the amount of USD 267.73 million or an increase of 882.39 percent from an increase in retained earnings.

Year 2022

As of December 31, 2022, ACO I had shareholders' equity of USD 316.00 million. As of December 31, 2022, ACO I had an increase in shareholders' equity from the end of 2021 in the amount of USD 17.93 million or an increase of 6.01 percent from an increase in stated capital.

Year 2023

As of December 31, 2023, ACO I had shareholders' equity of USD 145.06 million. As of December 31, 2023, ACO I had a decrease in shareholders' equity from the end of 2022 in the amount of USD 170.95 million or a decrease of 54.10 percent from a decrease in retained earnings.

6. Steel Global Industry Outlook

Global steel production in 2024 is expected to decline by 0.9% compared to 2023 to 1,839 billion tonnes, as reflected by the World Steel Association's ranking of the world's steel producing countries (71 countries). Global crude steel production is forecast to increase slightly in 2025 compared to 2024 levels, the first annual increase since the nearly 4% year-on-year growth in 2021. After a slump in 2020, increased production in North America, Europe, the Middle East and India will help offset another weak year in China.

Sources: World Steel Association, Fastmarkets

Attachment 5

Summary Information of G J Steel Public Company Limited

1. General Information

Name : G J Steel Public Company Limited (the “Company” or “GJS”)

Address : 88 PASO Tower, 18th Floor, Silom Road, Suriyawong, Bangrak, Bangkok 10500

Tel. : 0-2267-8222

Fax : 0-2267-9048

Nature of Business : The Company produces hot rolled coil and downstream industries steel products which can be divided as following 1. hot rolled coil 2. tempered hot rolled coil 3. hot rolled pickled and oiled product.

Registration number : 0107538000401

Website : <http://www.gjsteel.co.th>

Registered capital : THB 27,600,824,751.36

Paid-up capital : THB 24,467,649,500.16

Par value : THB 0.96 per share

Paid-up shares : 25,487,134,896 ordinary shares

2. Business Information

2.1 Key Events

Year	Significant change and development
2021	<ul style="list-style-type: none">■ The Company recorded significant profits during the year due to global uptrend in HRC prices and improved raw material mix. The cashflows were mainly utilized in repayment of loans to Link Capital and reducing the several other liabilities. Thus, G J Steel has become a fully debt free company.■ The Company has been following the strategy to reduce pig iron (which is imported) and imported scrap and increase the percentage of local scrap. Through several process changes over last few years the Company has succeeded in increasing the local scrap percentage to 70.4% in 2021 compared to 45.7% in 2017. This not only helps to reduce the costs (since local scrap is cheaper) but also helps in reducing the risk of price and forex fluctuations.
2022	<ul style="list-style-type: none">■ During the year, Nippon Steel Corporation (NSC), whose shares are listed in the Stock Exchange in Japan and whose core business is steel making and steel fabrication, acquired 40.45% of the shares of the Company and launched Mandatory Tender Offer and acquired 7.70% of the total shares of the Company. Consequently, NSC now holds 57.60% directly and indirectly including shares held by G Steel PLC and its subsidiary.■ During the year, the Company obtained uncommitted and unsecured short-term credit facilities from a local related party and various local financial institutions to fund its working capital (including bank guarantee, letter of credit, trust receipt, and foreign exchange facilities) and cash management requirements.■ The Company has launched Cost Reduction Program as a counter measure for increasing prices of all inputs especially utilities. The Company has further rolled out Total Productive Maintenance

Year	Significant change and development
	<p>activities in all areas of the Company. This will help us strengthen all the processes and improve productivity, quality, cost, delivery and environment preservation.</p> <ul style="list-style-type: none"> ■ The Company has engaged technical experts to carry out a review of the Galvanizing line lying under construction in progress. Based on such technical review, the additional investment required for making the Galvanizing line operational was estimated at USD 44.25 million to USD 47.25 million (equivalent to approximately Baht 1,534 million to Baht 1,638 million). The management further noted that in spite of this additional investment, it would be very unlikely that such Galvanizing line could achieve the desired production capacities, quality parameters, and subsequent guarantee figures. If the old and rusted parts are not replaced, the risk of operational stability, frequent breakdowns due to cracks and jamming, which resulted in high maintenance/operational costs and importantly quality and safety issues will remain major concerns and finally, the Company's product image will significantly be damaged. After considering various factors, the Management Committee resolved not to continue with the commissioning of the existing Galvanizing line but to set up additional an impairment loss on such Galvanizing line (using the market scrap price) amounting to Baht 3,617 million in the books. Subsequently, the Audit Committee and Board of Directors meeting held on February 23, 2023, approved to record impairment loss on unusable machines held for sale amounting to Baht 3,617 million in the statement of comprehensive income for the year ended December 31, 2022.
2023	<ul style="list-style-type: none"> ■ The Government of Thailand through the Ministry of Commerce has announced following steps to curb the unfair HRC imports – <ul style="list-style-type: none"> - Extension for enforcement of Anti-dumping measures for hot-rolled coils and non-rolled steel products originating from the Federal Republic of Brazil, Islamic Republic of Iran and the Republic of Turkey for a period of 5 years, effective from June 2, 2023 to June 1, 2028. - Extension for enforcement of Anti-dumping measures for hot-rolled steel flat products originating from the People's Republic of China and Malaysia for a further period of 5 years, effective from July 11, 2023 to July 10, 2028. - On September 15, 2023, the Department of Foreign Trade issued an announcement in the Royal Gazette to initiate the investigation on anti-dumping circumvention in the case of hot rolled steel sheets in coils and not in coils which originated from the People's Republic of China to extend the imposition of anti-dumping duty on imports of hot rolled alloy steel in coils and not in coil originated from the People's Republic of China.
2024	<ul style="list-style-type: none"> ■ The Government of Thailand through the Ministry of Commerce has announced following steps to curb the unfair HRC imports – <ul style="list-style-type: none"> - Enforcement of Anti-Circumvention measures for hot rolled steel flat products in coils and not in coils which originates from the People's Republic of China to extend the imposition of anti-dumping duty on imports of hot rolled alloy steel in coils and not in coil originating from the People's Republic of China from 17 manufacturers, effective from August 2, 2024 onwards. - Extension for enforcement of Anti-dumping measures for boron-added hot-rolled steel products originating from the People's Republic of China for a further period of 5 years, effective from November 8, 2024 to November 7, 2029.

Source: GJS

2.2 Organization Operation of the Group of Companies

2.2.1 Business Overview

G J Steel Public Company Limited runs a business of producing and selling hot-rolled steel sheet in coils (or hot-rolled coils) as main products as per customers' orders. The Company's main products are used directly in construction works, water irrigation and civil engineering, and used as substrates or raw materials for steel sheet fabrication industry, e.g. making pipes, tubes and structural shapes for uses in construction, other downstream industries for making oil drums, gas cylinders, general industrial equipment or parts, etc.

The Company's hot-rolled coil plant has deployed state-of-the-art technologies that perfectly and efficiently integrate melting, casting and rolling processes in one plant, or known as "Compact Mini Mill", which consists of melting technology with Electric Arc Furnace (EAF), Continuous Casting Machine technology and Hot Strip Mill in tandem continuously throughout all the said processes.

The Company's production process, in brief, begins from taking ferrous scraps and pig iron to melt in the EAF to make liquid steel at 1,600 degrees Celsius, then refining the quality of liquid steel with ferro-alloys and other substances to meet the requirements of the standard or customer's specification, and casting the refined liquid steel into the continuous casting machine to make steel slabs of 60 mm thickness, and hot-rolled to reduce the thickness down to the range of 1.2 - 25.0 mm as per the customer's order. The said production process is thoroughly continuous and takes just 3 hours and a half to finish.

The Company's hot-rolled coil plant has a capacity of 1.5 million tons per year that meets the various product mixes by customers' orders. Our hot-rolled coil products are made to comply with the Thai industrial standards (TIS), and also international and foreign standards, for instances, Japanese standards (JIS), American or the U.S. standards (ASTM and SAE), European standards (EN), Malaysian standards (MS) etc.,

2.2.2 Product Characteristics

The Company has operated the business as the manufacturer of hot-rolled steel plate and related products, which can be divided into the product line as follows:

- 1) Hot Rolled Coil
- 2) Skin-passed Hot Rolled Coil
- 3) Hot Rolled Pickled and Oiled Product

These products are used in the related industries as follows:

Type	Utilization
Hot Rolled Coil	Mechanical tube, electrical conduits, water pipe, construction, C-section, construction scaffold, electrical pole, gas cylinder, black steam pipe, product used in anti-corrosion from atmosphere and cold-rolled steel sheet.
Skin-passed Hot Rolled Coil	Agricultural tools, general construction and profile sheets.
Hot Rolled Pickled & Oiled Product *	Chassis, wheel, compressor, refrigerator frame, microwave frame.

2.2.3 Products and Services

Production Capacity

The Company is focusing on the production of products that ensure production stability and quality. Also developing special quality grades that the market still has to depend on import, such as steel quality for cold-rolling, gas cylinder, welding and high-tensile steel.

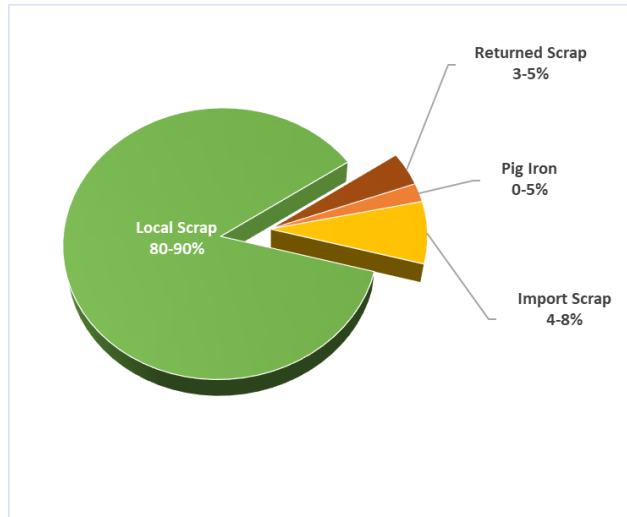
The Company has a plan to improve the strategy on product development as follows:

1. To focus on products on demand of the market and of regular use.
2. To develop products to support the market not only for the general construction industry and Tube sector, but also for manufacturing and large construction industry, including the industries of household, electrical appliances and automotive.
3. To supply hot rolled coil for production of cold-rolling and galvanizing steel.
4. To develop product with special thickness in the form of coil which is in the niche and the upscale market.

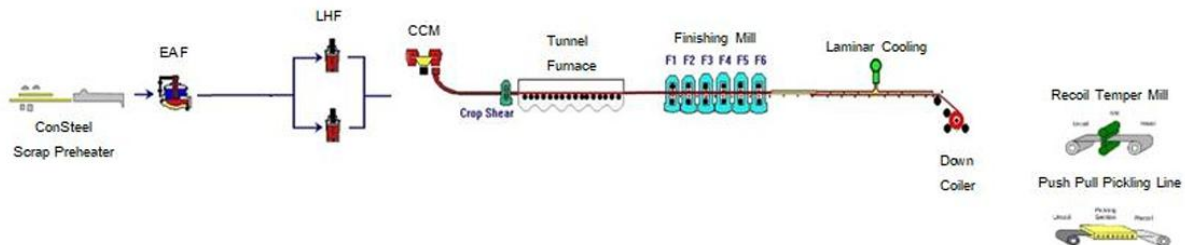
Raw Materials used in the production process

There are four main raw materials used in the production process which are Pig Iron, Import Scrap, Local Scrap and Return Scrap (scrap from production process). In the past year, The Company uses raw materials in the production process can be divided as follows;

1. Pig Iron 0-5%
2. Import Scrap 5-10%
3. Local Scrap 80-90%
4. Return Scrap 3-5%



Production Process



The Company uses the production method of the mini mill instead of the integrated plant. The plant of the Company has the advantage over the other mini mill by using the technology of Consteel® process. It is developed by Intersteel Technology Inc. and the thin slab casting developed by SMS Group. The cast steel goes to the tunnel furnace to the hot-rolled process via the six rolling stands. Then it goes to the cooling process by using the Laminar cooling and to the coiler. The method of production by SMS that integrates the cast of steel slab and hot roll together called the Compact Strip Production ("CSP")

The production process that uses the technology on continuous feeding steel scrap and/or the CSP has been installed in other plants in the USA, Japan and Italy. The advantages of the said technology and the technique are as follows:

1. The technology of continuous feeding steel scrap helps to reduce energy consumption in the Electric Arc Furnace ("EAF"), due to no need to open the EAF roof to receive the steel scrap, so less energy loss. While conveying the steel scrap to the furnace, the steel scrap receives heat from the EAF flue/waste gas and is preheated before entering EAF, that can reduce the electrical energy consumption.
2. Production of hot-rolled steel by hot charging the thin cast slab can reduce the cost. The first is the cost of energy by reducing the loss of energy in the process of conveying the thin slab through the tunnel furnace to enter the hot-rolled process directly, while the steel slab still has the temperature at 900-1,000 °C. Another aspect is the size of the thickness that starts rolling from the

reduction at the thickness of 50-60 mm instead of starting at the 200-250 mm as in the conventional slab casting.

3. Continuous production process from the conversion of raw material to hot-rolled steel within less than 5 hours, so no work in process left during the production, and then the production process has flexibility and punctuality.

The production process of the Company after deriving of the hot-rolled steel can be further processed by 2 independent stages which are:

1. Skin-pass mill line.
2. Pickled and Oiled line. (Utilizing only the Tension leveler mode for flatness improvement)

Raw Materials procurement

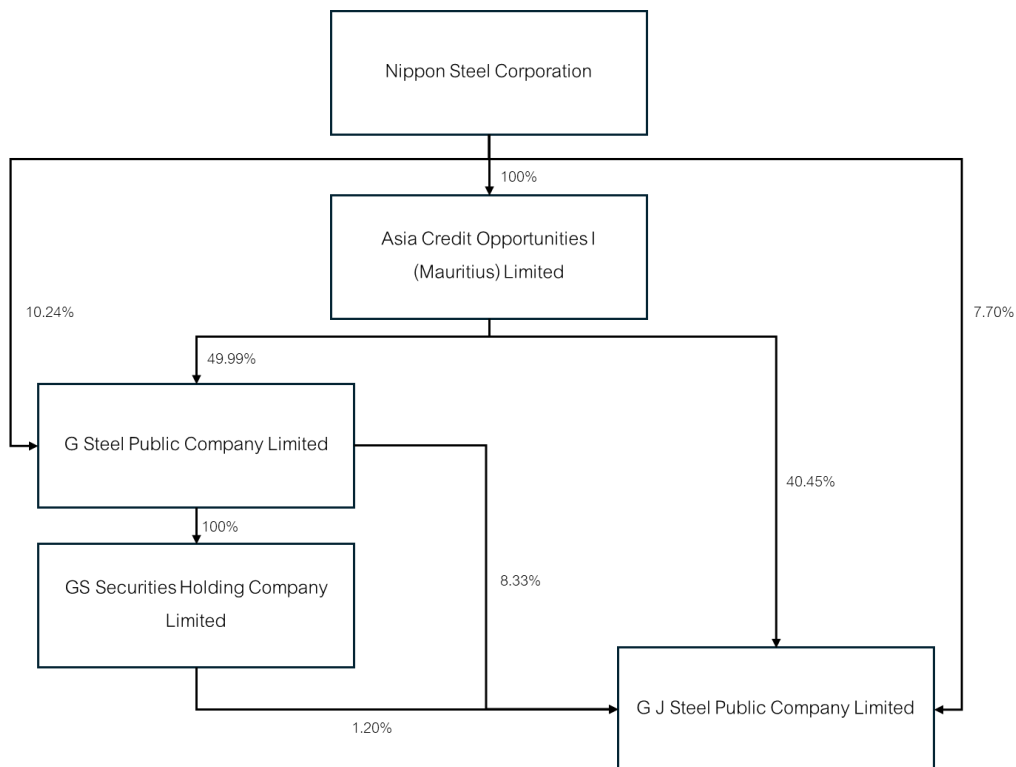
The demand for raw materials (Pig Iron and Steel Scrap) is still high and the supply of domestic raw materials are insufficient compared with the domestic demand. Therefore, the Company still needs to keep import raw materials.

In the past year, the Company procured raw materials as follows:

1. Procurement of Local scrap approximately 90%.
2. Procurement of Pig Iron and Import scrap approximately 10%

Relationship with major shareholders' business

as of March 29, 2024



Source: GJS

Conflict of interest between NIPPON STEEL CORPORATION (“Major shareholder”) and the Company

The Major shareholder’s business operations in Thailand and the Company conduct different businesses while the Major shareholder’s business operations in Thailand focuses on (1) rerolling hot-rolled coil for automobiles, cans, and building and construction, (2) pickled and oiled hot-rolled coil for automobiles and (3) other hot-rolled coil for automobiles, the Business focuses on hot-rolled coil for general use.

Because of the differences in product applications and customers as well as product characteristics, the Major shareholder’s business operations in Thailand has no conflict of interest with the Company.

Conflict of interest between the Company and G Steel Public Company Limited (“GSTEEL”)

In order to prevent the conflict of interest in the future between the Company and GSTEEL, the Company and GSTEEL have set the guideline of measurements for conflict of interest between the Company and GSTEEL with details as shown below;

- 1) Maintain the current customer-driven policy of production based on orders received independently from the customers of each company separately whereby the purchase quantity of each company are decided by the existing and/or new customers themselves. Though the Company and GSTEEL have production capability to produce similar product range, based on the customer’s preferences the Company focuses on producing HRC mainly for the cut sheet usage and GSTEEL focuses on producing HRC mainly for pipe making industry. The Company uses such guideline for preparing its business plan which will be monitored by the Audit Committee on quarterly basis.

- 2) Reduction of chance of the business competition between the Company and GSTEEL: The management of the Company and of GSTEEL shall plan and prepare the guidelines on future business expansion on the principle of its respective expertise, production process, the present customer target group, avoid the redundant investment and encourage the economies of scale in terms of both production and purchase of raw materials based on the current customer driven production policy as explained in No. 1 above in the best interest of each of the Company and GSTEEL.
- 3) Independence of the board of directors and the management: The Company and GSTEEL have its own independent boards and audit committees to maintain the interest of minority shareholders on both sides, and each company's management has their own business policy to maintain an independent management approach in the best interest of each of the Company and GSTEEL.
- 4) The authority to approve business plan lies with the board of directors of each company which includes of independent directors. The CEO and the management team do not have the authority to carry out the business operation without a business plan approved by the board of directors. The board of directors review the market environment, customers requirements, procurement and operational costs and other factors before approving such business plan. Further, in the event of a tie vote, the chairman (who is an independent director) of the meeting shall have a casting vote.
- 5) Making related transaction between the Company and GSTEEL: Both Companies have policies to maintain the commercial arm's length basis in making any related party transaction between the Company and GSTEEL. In case there is a related transaction between the two companies, both companies shall have transparent reviewing procedure with the auditor in order to be able to verify and comment on such related transactions and make sufficient disclosure in the Companies' financial statements.

To prevent conflict of interest between the Company and GSTEEL, the Company focuses on producing HRC mainly for the cut sheet usage while GSTEEL focuses on producing HRC mainly for pipe making industry. From the Policy and customer orders per production capability and quality of each company, the proportion for 2023 and 2024 are as below

Production - End Use Wise	The Company	
	2023	2024
Pipe making industry	21%	23%
Cut Sheet	68%	60%
Other	11%	17%
Total	100%	100%

Source: GJS

2.3 Revenue structure

Revenue structure (GJS and subsidiaries)	2022		2023		2024	
	THB million	%	THB million	%	THB million	%
Domestic Sales						
- Related Companies	17,358	99.08%	12,347	98.02%	11,881	98.62%
- Other Groups	13	0.07%	-	-	45	0.37%
Total Domestic Sales	17,371	99.15%	12,347	98.02%	11,926	98.99%
Oversea Sales						
- Other Groups	-	-	-	-	-	-
Indirect Oversea Sales^{1/}						
- Related Companies	32	0.18%	135	1.07%	-	-
Total Revenue From Oversea Sales	32	0.18%	135	1.07%	-	-
Total	17,403	99.33%	12,482	99.09%	11,926	98.99%
Other Income						
Sales of waste scrap from production	57	0.33%	57	0.46%	60	0.50%
Net gain from write-back expired legal prescription of liabilities	43	0.25%	8	0.07%	-	-
Other income	12	0.07%	8	0.06%	6	0.05%
Interest income	5	0.02%	29	0.23%	41	0.34%
Net Foreign exchange gain	-	-	13	0.10%	16	0.13%
Total Revenue	17,520	100.00%	12,597	100.00%	12,049	100.00%

Remark: 1/ Indirect oversea sale means sales to domestic traders for export to overseas market.

Source: GJS

3. Shareholders and Board of Directors

3.1 Name list of Shareholders

As of March 29, 2024, top ten shareholders and stock holding proportion based on paid-up capital are as follows:

No.	Name of shareholders	Number Shares	% of paid-up capital
1.	ASIA CREDIT OPPORTUNITIES I (MAURITIUS) LIMITED	10,310,359,336	40.45
2.	G STEEL PUBLIC COMPANY LIMITED	2,122,427,209	8.33
3.	NIPPON STEEL CORPORATION	1,962,277,175	7.70
4.	QUAM SECURITIES LIMITED A/C CLIENT	1,493,269,228	5.86
5.	THAI R.T.N.T HOLDING COMPANY LIMITED	1,266,895,900	4.97
6.	Miss Aroonsri Rattanatanyaporn	1,231,815,000	4.83
7.	Miss Suwanna Kovitsopon	759,500,000	2.98
8.	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, SINGAPORE BRANCH	434,900,000	1.71
9.	SUPERIOR OVERSEAS (THAILAND) COMPANY LIMITED	412,500,000	1.62
10.	GS SECURITY HOLDING COMPANY LIMITED	307,000,000	1.20
11.	Other shareholders	5,186,191,048	20.35

No.	Name of shareholders	Number Shares	% of paid-up capital
Total		28,928,765,432	100.00

Source: GJS

3.2 Company's Board of Directors

List of the Company's Board of Directors.

Name	Position
1. Mr. Stephen Karl Stewart	Chairman of the Board of Directors, Independent Director, Audit Committee
2. Mr. Hideki Ogawa	Chief Executive Officer, Director
3. Mr. Takatsugu Koyanagi	Director
4. Mr. Takayuki Suzuki	Director
5. Mr. Bantoon Juichareern	Director
6. Mr. Somchai Leeswadtrakul	Director
7. Mr. Ichiro Sato	Director
8. Mr. Niputh Jitprasonk	Independent Director, Chairman of the Audit Committee
9. Mr. Prasit Kanchanasakdichai	Independent Director, Audit Committee

Source: SET

4. Summary of Key Components in the Financial Report

4.1 Statement of financial position

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
Assets						
Current assets						
Cash and cash equivalents	2,215.29	16.42	2,238.46	99.53	664.96	5.62
Short-term investment in fixed deposits	-	-	-	-	1,000.74	8.46
Trade account receivables	59.83	0.44	14.84	0.12	18.14	0.15
Inventories - net	2,217.24	16.43	2,183.89	16.99	2,024.14	17.10
Other current assets - net	144.81	1.07	126.81	0.99	184.12	1.56
Total Current Assets	4,637.17	34.36	4,563.99	35.51	3,892.11	32.89
Non-Current Assets						
Right-of-use assets - net	-	-	7.71	0.06	6.41	0.05
Property, plant and equipment - net	8,601.49	63.74	8,236.98	64.09	7,869.40	66.50
Other intangible assets - net	4.71	0.03	5.12	0.04	27.30	0.23
Other non-current assets - net	251.20	1.86	39.01	0.30	38.74	0.33
Total Non-Current Assets	8,857.39	65.64	8,288.81	64.49	7,941.85	67.11
Total Assets	13,494.56	100.00	12,852.81	100.00	11,833.95	100.00
Liabilities						
Current Liabilities						
Trade account payables	236.86	1.76	124.42	0.97	112.18	0.95

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
Other current payables and accrued expenses	370.52	2.75	339.02	2.64	316.19	2.67
Advances received from customers	12.78	0.09	5.61	0.04	0.42	0.00
Accrued interest expense	9.82	0.07	8.66	0.07	9.67	0.08
Current portion of liabilities from terminated rehabilitation plan and compromise	3.81	0.03	-	-	-	-
Current portion of long-term borrowing from related party	4.34	0.03	-	-	-	-
Current portion of lease liabilities	-	-	4.50	0.04	3.38	0.03
Other current liabilities	4.32	0.03	5.48	0.04	33.04	0.28
Total Current Liabilities	642.45	4.76	487.70	3.79	474.89	4.01
Non-Current Liabilities						
Lease liabilities - net	5.46	0.04	3.45	0.03	3.20	0.03
Non-current provision for employee retirement benefit	143.89	1.07	163.85	1.27	176.87	1.49
Total Non-Current Liabilities	149.35	1.11	167.30	1.30	180.07	1.52
Total Liabilities	791.81	5.87	655.00	5.10	654.96	5.53
Shareholders' Equity						
Share capital						
Authorized share capital	27,600.82	204.53	27,600.82	214.75	27,600.82	233.23
Issued and paid-up share capital	24,467.65	181.31	24,467.65	190.37	24,467.65	206.76
Additional (discount) paid in capital	(9,667.49)	(71.64)	(9,667.49)	(75.22)	(9,667.49)	(81.69)
Retained earnings (deficit)						
Appropriated for legal reserve	37.00	0.27	37.00	0.29	37.00	0.31
Deficit	(2,444.09)	(18.11)	(2,949.04)	(22.94)	(3,967.84)	(33.53)
Other components of equity	309.68	2.29	309.68	2.41	309.68	2.62
Equity attributable to owners of the parent - net	12,702.76	94.13	12,197.80	94.90	11,179.00	94.47
Non-controlling interests	-	-	-	-	-	-
Shareholders' Equity - Net	12,702.76	94.13	12,197.80	94.90	11,179.00	94.47
Total Liabilities and Shareholders' Equity	13,494.56	100.00	12,852.81	100.00	11,833.95	100.00

Source: GJS

4.2 Statement of comprehensive income

Components	12-Month Period December 31, 2022		12-Month Period December 31, 2023		12-Month Period December 31, 2024	
	THB million	%	THB million	%	THB million	%
Revenue						
Revenue from sales - net	17,402.81	99.33	12,481.73	99.09	11,926.37	98.99
Gain from write-back of liabilities exceeding legal prescription period	42.99	0.25	8.32	0.07	-	-
Gain on foreign exchange - net	-	-	12.69	0.10	15.73	0.13
Other income	74.20	0.42	94.14	0.75	106.42	0.88
Total Revenues	17,519.99	100.00	12,596.88	100.00	12,048.52	100.00
Expenses						

Enclosure 7
(Attachment for Agenda 8 to 11 Consideration)

Components	12-Month Period December 31, 2022		12-Month Period December 31, 2023		12-Month Period December 31, 2024	
	THB million	%	THB million	%	THB million	%
Cost of goods sold	16,101.61	91.90	12,266.97	97.38	12,136.93	100.73
Idle cost	44.99	0.26	129.41	1.03	111.54	0.93
Loss on decline in value of inventories (reversal)	56.20	0.32	(35.01)	(0.28)	91.14	0.76
Total Cost of Sales	16,202.80	92.48	12,361.36	98.13	12,339.61	102.42
Selling expenses	167.08	0.95	141.57	1.12	146.34	1.21
Administrative expenses	630.62	3.60	583.92	4.64	551.02	4.57
Loss on confirmed purchase orders for undelivered raw materials	-	-	-	-	29.00	0.24
Loss on foreign exchange - net	6.07	0.03	-	-	-	-
Impairment losses on unusable machines held for sale	3,617.00	20.64	-	-	-	-
Finance costs	3.13	0.02	1.71	0.01	1.35	0.01
Total Expenses	20,626.70	117.73	13,088.57	103.90	13,067.33	108.46
Gain (Loss) before tax	(3,106.71)	(17.73)	(491.68)	(3.90)	(1,018.81)	(8.46)
Tax expense	(29.23)	(0.17)	-	-	-	-
Gain (Loss) for the year	(3,135.94)	(17.90)	(491.68)	(3.90)	(1,018.81)	(8.46)

Source: GJS

4.3 Cash flow statement

Components (Unit: THB million)	12-Month Period December 31, 2022	12-Month Period December 31, 2023	12-Month Period December 31, 2024
Net cash provided by (used in) operating activities	1,615.35	320.31	(386.69)
Net cash provided by (used in) investing activities	(195.50)	(292.12)	(1,181.41)
Net cash provided by (used in) financing activities	(4.94)	(4.95)	(5.38)
Net increase (decrease) in cash and cash equivalents	1,414.92	23.24	(1,573.48)
Cash and cash equivalents, at beginning of year	800.47	2,215.29	2,238.46
Effect of exchange rate changes on cash and cash equivalents held in foreign currencies	(0.09)	(0.07)	(0.01)
Cash and cash equivalents, at end of year	2,215.29	2,238.46	664.96

Source: GJS

4.4 Financial Ratio

Components	As of December 31,		
	2022	2023	2024
Liquidity Ratio			
Current Ratio (times)	7.55	9.36	8.20
Quick Ratio (times)	3.54	4.62	3.55
Operating Cash Flow Ratio (times)	2.50	0.57	-0.80
Operating Efficiency Ratio			
Accounts Receivable Turnover (times)	582	334	723
Days of Receivables (days)	0.62	1.08	0.50
Inventory Turnover (times)	6	5	6
Days of Inventory on Hand (days)	61	67	61
Accounts Payable Turnover (times)	61	67	103
Days of Payables (day)	6	5	3

Cash Conversion Cycle (days)	55	63	58
Profitability Ratio			
Gross Profit Margin (%)	7%	1%	-3%
Operating Profit Margin (%)	3%	-4%	-8%
EBITDA Margin (%)	-15%	0%	-4%
Net Profit Margin (%)	-18%	-4%	-9%
Return on Equity (%)	-22%	-4%	-9%
Return on Assets (%)	-21%	-4%	-8%
Total Assets Turnover (times)	1.16	0.96	0.98
Debt leverage ratio			
Debt to Equity Ratio (times)	0.06	0.05	0.06
Interest Coverage Ratio (times)	3,862.48	732.97	-1,129
Dividend Payout Ratio (%)	-	-	-

Source: GJS

5. Management discussion and analysis (MD&A)

5.1 Business Outlook

Year 2022

The domestic consumption of Hot Rolled products decreased by 16% during Q4 2022 resulting in an annual decline of 17% consumption for the full year of 2022 as per Iron and Steel Institute of Thailand. The reduced market demand, continuing geopolitical tensions, high inflationary pressures (especially increased costs of electricity and natural gas) and higher scrap prices have resulted in an overall difficult operating environment in Thailand and global steel markets. Though the Company could limit its sales volume drop to 7% for the full year of 2022 compared to 17% decline in the industry, high cost of raw materials and increased utility prices led to reduced profitability in 2022. The Company has embarked upon several countermeasures to overcome this situation and make the business more sustainable in future.

Year 2023

The commencement of anti-circumvention investigations by the Department of Foreign Trade on certain Alloy HRC (Hot Rolled Coil) imports from China during September 2023 has resulted in reduction of such imports during the Q4 2023. This has helped in partially correcting the oversupply situation of HRC in the domestic market leading to reduced inventory levels which will help stabilize the domestic market going forward. However, this situation needs to be monitored carefully to ensure other unfair imports do not increase.

Year 2024

The Company faced continued challenges due to subdued HRC demand coupled with high level of imports and compressed steel margin. While the Company is continuously monitoring the import situation and taking up the matter of unfair imports with the relevant authorities and the Government has announced few Anti Circumvention and Anti-Dumping measures during 2024 to support the Thai Manufacturers, imports from China remains at high level. The Company has been taking several steps as countermeasures during these difficult times, including stabilizing the production and quality, improving yield and variable cost,

maximizing sales and market share and progressing on its capex plan as announced in 2024.

5.2 Performance of the Company

5.2.1 Revenue from sales and cost of goods sold

Year 2022

The Company reported revenue from sales at THB 17,403 million which was lower than last year mainly due to a drop in sale volume by 7% partially offset with an increased average selling price by 2%. However, the cost of goods sold increased by 22% (mainly due to increase in raw material prices) which resulted in a gross margin decrease of THB 2,822 million as compared to last year. HRC production decreased by 35k tons as compared to 2022 and the sales volumes dropped by 49k tons as compared to last year mainly due to poor market conditions in H2 2022.

Year 2023

The Company reported revenue from sales at THB 12,482 million, which was lower than last year mainly due to a drop in both sale volume and selling price. HRC production decreased by 105 k tons as compared to last year and the sale volumes dropped by 90 k tons as compared to last year resulting from high imports and poor market conditions during the year. The gross profit was reduced by THB 1,080 million mainly due to a margin squeeze as the reduction in raw material price could not fully offset the reduction in selling prices.

Year 2024

The Company reported revenue from sales at THB 11,926 million, which was lower than last year mainly due to a drop in sales price 7% partially offset with sale volume increased by 3% as compared to last year. The gross profit reduced by THB 534 million mainly due to a margin squeeze as the reduction in raw material prices could not fully offset the reduction in selling prices.

5.2.2 Administrative Expenses

Year 2022

Administrative expenses for year 2022 amounted to THB 631 million, a decrease of THB 134 million from the previous year, mainly due to a decrease in expenses from the incentive compensation program of THB 271 million, partially offset by an increase in the loss from the disposal of fixed assets of THB 109 million.

Year 2023

Administrative expenses for year 2023 amounted to THB 584 million was lower by THB 47 million compared to last year mainly due to a decrease in loss from write-off of old assets by THB 52 million partially offset with an increase in waste disposal expense by THB 10 million.

Year 2024

Administrative expenses for the year 2024 amounted to THB 551 million and was lower by THB 33 million compared to last year mainly due to a decrease in loss from write-off of old assets.

5.2.3 Other income

Year 2022

Other income for year 2022 amounted to THB 74 million was higher by THB 13 million compared to last year mainly due to higher sales of waste from the operation by THB 10 million and interest income by THB 3 million.

Year 2023

Other income for year 2023 amounted to THB 94 million was higher by THB 20 million compared to last year mainly due to higher interest income by THB 24 million.

Other income for the year 2024 amounted to THB 106 million and was higher by THB 12 million compared to last year mainly due to higher interest income.

5.3 Statement of financial position

5.3.1 Total Assets

Year 2022

As of 31 December 2022, the Company had total assets amounting to THB 13,495 million which decreased from the year ended 2021 by THB 3,127 million. The current assets amounted to THB 4,637 million, increased by 27% from the year ended 2021 and the non-current assets amounted to THB 8,858 million, decreased by 32% from last year ended 2021.

- Cash and cash equivalent: As on year ended 2022, the Company had the cash and cash equivalent balance amounting to THB 2,215 million which increased from last year by 177%, mainly due to generation of free cash flow from operating activities by THB 1,615 million during the year.
- Trade account receivables: As on year ended 2022, the Company had the trade account receivables amounting to THB 60 million which increased from last year by 100% due to poor market condition last year resulting in customers delaying purchase during end of December 2021.
- Inventories: As on year ended 2022 and 2021, the Company had inventories amounting to THB 2,217 million and THB 2,789 million in respectively, which decreased by THB 572 million or 21% due to close monitoring of HRC market situation and scrap purchase by the Company.
- Other current assets: As on year ended 2022 and 2021, the Company had other current assets amounting to THB 145 million and THB 58 million respectively, which increased from last year by THB 87 million mainly due to tax receivable from Revenue Department by THB 71 million.
- Property, plant and equipment – net: As on year ended 2022, the Company had impaired the Galvanizing Line lying under construction in progress as per the technical review

recommendation and considering various other factors as described in above by THB 3,617 million.

- Other non-current assets: As on year ended 2022 and 2021, the Company had other non-current assets amounting to THB 251 million and THB 410 million in respectively, which has decreased by THB 158 million mainly due to withdrawal of cash deposit as guarantee for using of electricity and natural gas with Provincial Electricity Authority and PTT amounting to THB 157 million and replacing with bank guarantees.

Year 2023

As of 31 December 2023, the Company had total assets amounting to THB 12,853 million which decreased from last year ended 2022 by THB 642 million. Total current assets amounted to THB 4,340 million, decreased by 6% from the year ended 2022 and total non-current assets amounted to THB 8,513 million, decreased by 4% from last year ended 2022.

- Trade account receivables: As on year ended 2023, the Company had the trade account receivables amounting to THB 15 million which decreased from last year by 75% mainly due to decreased sale in last week of the year.
- Inventories – net: As on year ended 2023 and 2022, the Company had inventories amounting to THB 2,184 million and THB 2,217 million respectively, which decreased by THB 33 million or 2% due to close monitoring and reduction of HRC market situation and scrap purchase by the Company.
- Other current assets – net: As on year ended 2023 and 2022, the Company had other current assets amounting to THB 127 million and THB 145 million respectively, which decreased from last year by THB 18 million mainly due to a decrease in advances payment to suppliers by THB 11 million.
- Property, plant and equipment – net: As on year ended 2023, the Company had property, plant and equipment amounting to THB 8,237 million which decreased from last year by THB 365 million mainly due to depreciation. Whereby a decrease from the year 2021 was mainly due to impairment of the Galvanizing Line lying under construction in progress by THB 3,617 million as described above.
- Other non-current assets – net: As on year ended 2023 and 2022, the Company had other non-current assets amounting to THB 39 million and THB 251 million respectively, which has decreased by THB 212 million mainly due to a decrease in work roll inventory.

Year 2024

As of 31 December 2024, the Company had total assets amounting to THB 11,834 million. Total current assets amounted to THB 3,892 million and total non-current assets amounted to THB 7,942 million. As compared with the year ended 2023, the total assets decreased by THB 1,019 million or 8%.

- Cash and cash equivalents: As on year ended 2024, the Company had cash and cash equivalents amounting to THB 665 million which decreased from last year by 70% mainly due to THB 1,001 million was placed under fixed deposit at bank for a period of one year and consequently reclassified as short-term investment as per Thai Accounting Standards combined with a reduced in cashflow from operating loss by THB 387 million.
- Trade accounts receivables: As on year ended 2024, the Company had the trade accounts receivables amounting to THB 18 million which increased from last year by 22% mainly due to increased sale in last week of the year.
- Inventories – net: As on year ended 2024 and 2023, the Company had inventories amounting to THB 2,024 million and THB 2,184 million respectively, which decreased by THB 160 million or 7% due to close monitoring and reduction of HRC market situation and scrap purchase by the Company.
- Other current assets – net: As on year ended 2024 and 2023, the Company had other current assets amounting to THB 184 million and THB 127 million respectively, which increased from last year by THB 57 million mainly due to an increase in a deferred expense of repair & maintenance by THB 27 million and an increase in interest receivable from fixed deposit with the bank by THB 20 million.
- Property, plant and equipment – net: As on year ended 2024, the Company had property, plant and equipment amounting to THB 7,869 million which decreased from last year by THB 367 million mainly due to depreciation.
- Other intangible assets – net: As on year ended 2024, the Company had other intangible assets amounting to THB 27 million which increased from last year by THB 22 million mainly due to the implement for the integrated software for scrap yard management project.

5.3.2 Total liabilities

Year 2022

As on December 31, 2022, the Company had total liability amounting to THB 792 million which increased from year ended 2021 by THB 8 million. This consisted of total current liabilities amounting to THB 643 million which was 1% lower than year ended 2021, and total non-current liabilities amounted to THB 149 million which is 10% higher than year ended 2021.

- Trade accounts payable: As on year ended 2022 and 2021, the Company had trade accounts payables amounting to THB 237 million and THB 274 million in respectively, which decreased by THB 37 million mainly due to a decrease in trade payable for import scrap.
- Other payables and accrued expenses: As on year ended 2022 and 2021, the Company had other payables and accrued expenses amounting to THB 371 million and THB 315 million respectively, which increased by THB 56 million mainly due to higher accrued expenses. Noted that last year it was stopped production from mid of December 2021 resulting to this year was higher accrued expenses from the production as compared to last year.
- Advance received from customers: As on year ended 2022 and 2021, the Company had received advance from customers amounting to THB 13 million and THB 5 million respectively, which increased by THB 8 million due to last sale order in last week of 2022, whereas there were lower sales order in last week of 2021.
- Accrued interest expenses: As on year ended 2022 and 2021, the Company had accrued interest expenses amounting to THB 10 million and THB 23 million in respectively, which decreased by THB 13 million mainly due to write-off the accrued interest expenses related to liabilities from terminated rehabilitation plan which is presented as part of net gain from write-off expired legal prescription of debts.
- Liabilities from terminated rehabilitation plan: As on year ended 2022 and 2021, the Company had liabilities from terminated rehabilitation plan amounting to THB 4 million and THB 21 million in respectively, which decreased by THB 17 million. This was mainly because write-off of liabilities from terminated rehabilitation plan which exceeding the legal prescription period of 10 years and accrued interest thereon. It is presented as part of net gain from write-off expired legal prescription of debts.

Year 2023

As of December 31, 2023, the Company had total liabilities of THB 655 million, current liabilities of THB 488 million, and non-current liabilities of THB 167 million. Compared to the end of 2022, total liabilities decreased by THB 137 million or 17 percent, resulting from:

- Trade accounts payable: As on year ended 2023 and 2022, the Company had trade accounts payables amounting to THB 124 million and THB 237 million in respectively, which decreased by THB 113 million mainly due to a decrease in trade payable for scrap, sub raw material and consumables.
- Other payables and accrued expenses: As on year ended 2023 and 2022, the Company had other payables and accrued expenses amounting to THB 339 million and THB 371 million

respectively, which decreased by THB 32 million mainly due to a decrease in accrued bonus expense and other payables for purchase of spare parts.

- Advances received from customers: As on year ended 2023 and 2022, the Company had advances received from customers amounting to THB 6 million and THB 13 million respectively, which decreased by THB 7 million due reduced orders from customer in last week of this year compared to last year.
- Accrued interest expense: As on year ended 2023 and 2022, the Company had accrued interest expense amounting to THB 9 million and THB 10 million respectively, which decreased by THB 1 million mainly due to write-off the accrued interest expenses related to liabilities from terminated rehabilitation plan which is presented as part of net gain from write-back expired legal prescription of liabilities.
- Liabilities from terminated rehabilitation plan: Liabilities from terminated rehabilitation plan decreased from last year by THB 4 million due to write-off of debts which have the exceeded legal prescription period of 10 years and accrued interest thereon without any claim from the creditors. It is presented as part of net gain from write-back expired legal prescription of liabilities.
- Other current liabilities: As of year ended 2023 and 2022, the Company had other current liabilities amounting to THB 5 million and THB 4 million respectively, which increased by THB 1 million mainly due to an increase in withholding tax payable to Revenue Department.
- Non-current provision for employee retirement benefit: As of year ended 2023 and 2022, the Company had the non-current provision for employee retirement benefit amounting to THB 164 million and THB 144 million respectively, which increased by THB 20 million mainly due to the Company's review of actuarial estimates as explained above.

Year 2024

As on December 31, 2024, the Company had total liability amounting to THB 655 million Total current liabilities amounted to THB 475 million and total non-current liabilities amounted to THB 180 million. As compared with year ended 2023, the total liability was the same as last year.

- Trade accounts payable: As on year ended 2024 and 2023, the Company had trade accounts payables amounting to THB 112 million and THB 124 million in respectively, which decreased by THB 12 million mainly due to a decrease in trade payable for scrap.
- Other payables and accrued expenses: As on year ended 2024 and 2023, the Company had other payables and accrued expenses amounting to THB 316 million and THB 339 million respectively, which decreased by THB 23 million mainly due to lower production volume in

the last month of 2024 as compared to last year resulting to lower other payables for electricity, natural gas and other consumption supplies.

- Other current liabilities: As of year ended 2024 and 2023, the Company had other current liabilities amounting to THB 33 million and THB 5 million respectively, which increased by THB 28 million mainly due to an increase in the provision for loss on purchase orders for undelivered raw materials.

5.3.3 Shareholders' equity

Year 2022

As on December 31, 2022, the Company had total equity of THB 12,703 million which decreased by THB 3,136 million or 20% lower from year ended 2021 mainly due to net loss for the year amounting to THB 3,136 million.

Year 2023

As on December 31, 2023, the Company had total equity of THB 12,198 million which decreased by THB 505 million or 4% from year ended 2022 mainly due to net loss for the year amounting to THB 492 million and actuarial loss from provision for employee retirement benefits of THB 13 million booked under other comprehensive loss.

Year 2024

As on December 31, 2024, the Company had total equity of THB 11,179 million which decreased by THB 1,019 million or 8% from year ended 2023 mainly due to net loss for the year amounting to THB 1,019 million.

5.4 Dividend Policy

The Company has a policy in relation to dividend payment to the shareholders. As a normal practice which the Company does not require to use the fund for additional investment or expansion project and have sufficient cash flow, the Company has its policy in relation to dividend payment the rate of approximately 50 percent of the net profit from operations after corporate income tax and legal reserves. However, the Board of Directors may determine the dividend payment to be differed from the aforesaid policy as the Company's appropriateness and necessity, such as in the case that the Company requires fund for investment or business expansion, or in the event of changing in economic or market conditions or any other events that impact to the Company's liquidity, etc.

6. Steel industry situation

Thailand's 2024 steel industry situation

From statistical information obtained from the Iron and Steel Institute of Thailand (ISIT), the volume of finished steel production in Thailand from January to December 2024 totaled 6.29 million tons, decreased 4.71% compared to the previous year (2023). If categorized by product groups, long steel products represent 4.20 million tons, decreased 7.85% compared to the previous year whilst the production volume of flat steel products stood at 2.09 million tons, increased 2.32% compared to the previous year. The most produced in flat steel products belongs to cold rolled sheet where, in 2024, it totaled 1.98 million tons, decreased 1.03%, followed by hot rolled sheet (thickness ≤ 3 mm.) and coil at 1.94 million tons, increased 2.50% year on year and coated steel, at 1.56 million tons, decreased 6.74% year on year.

Total Apparent Finished Steel (Unit: Tons)	2023	2024	% Change
Production	6,602,026	6,291,249	-4.71%
Import	11,206,898	11,398,384	1.71%
Export	1,478,118	1,392,370	-5.80%
Consumption	16,330,806	16,297,262	-0.21%

Long Product Finished Steel Consumption (Unit: Tons)	2023	2024	% Change
Production	4,562,569	4,204,493	-7.85%
Import	2,631,107	2,892,474	9.93%
Export	1,001,504	868,043	-13.33%
Consumption	6,192,172	6,228,925	0.59%

Flat Product Finished Steel Consumption (Unit: Tons)	2023	2024	% Change
Production	2,039,458	2,086,755	2.32%
Import	8,575,791	8,505,910	-0.81%
Export	476,614	524,328	10.01%
Consumption	10,138,635	10,068,338	-0.69%

Source: Iron and Steel Institute of Thailand, by Steel Business Intelligence

The finished steel consumption in Thailand in 2024 stood at 16.30 million tons, decreased 0.21% year on year. If categorized by product group, long steel products increased 0.59% compared to the previous year, to 6.23 million tons whereas the consumption of flat steel products decreased 0.69% compared to the previous year, to 10.07 million tons. The most consumed in flat steel products is hot rolled steel flat product, at 5.70 million tons followed by coated steel at 4.67 million tons and cold rolled at 3.17 million tons (respectively).

Import of finished steel into Thailand in 2024 stood at 11.40 million tons, increased 1.71% over the previous year. The highest imported product is hot rolled steel flat product at 3.64 million tons followed by coated steel at 3.23 million tons and cold rolled steel at 1.32 million tons (respectively). The ratio of imported steel consumption versus local steel consumption is at 69.94% against 30.06%, reflecting that Thailand still heavily relies on imported steel.

Thailand exported steel products 1.39 million tons in 2024, decreased 5.80% year on year. The most exported steel products are structural steel, at 315,022 tons followed by steel wire, at 93,216 tons.

Hot rolled steel flat product situation in Thailand in 2024 (not include Hot Rolled Stainless steel)

There is no upstream iron and steel industry in Thailand which starts with the melting of iron ore. As such, the structure of Thailand's iron and steel industry begins at the middle stream by melting steel scraps using electrical arc furnace (EAF) of local manufacturers. From there, the outputs are sent to the downstream production facilities, consisting of long steel products, for example, bar, hot-rolled section, wire rod, cold-drawn bar, steel wire, seamless pipes etc. and flat steel products, for example, hot rolled plate, hot rolled sheet and coil, cold rolled sheet, coated, cold-formed section, welded pipe etc. From there, the output is distributed to connected industry comprising users of steel products. As for the state of hot rolled steel flat product industry in Thailand, the statistical information obtained from ISIT i.e. production volume, import volume, export volume and consumption volume during January to December 2024 reveal the followings.

The local production volume of hot rolled steel flat product, coil and non-coil, in 2024 totaled 2.09 million tons, increased 2.32% over the prior year. It consists of hot rolled sheet (thickness \leq 3 mm.) and coil at 1.94 million tons, increase 2.50% whereas the production of hot rolled plate remained stable at 149,952 tons.

Total Hot Roll (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	2,039,458	2,086,755	2.32%
Import	3,585,765	3,390,099	-5.46%
Export	24,592	20,702	-15.82%
Consumption	5,600,631	5,456,153	-2.58%

Total Hot Roll Plate Thickness > 3 mm. (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	149,951	149,952	0.00%
Import	207,643	230,218	10.87%
Export	8,089	16,138	99.50%
Consumption	349,505	364,032	4.16%

Total Hot Roll Coil & Sheet Thickness < 3 mm. (Unit: Tons) (Excluding Stainless Steel)	2023	2024	% Change
Production	1,889,506	1,936,804	2.50%
Import	3,378,122	3,159,882	-6.46%
Export	16,503	4,564	-72.34%
Consumption	5,251,125	5,092,121	-3.03%

Source: Iron and Steel Institute of Thailand, by Steel Business Intelligence

The local consumption of hot rolled steel flat product, both coil and non-coil in 2024, stood at 5.46 million tons, decreased 2.58% consisting of hot rolled sheet (thickness \leq 3 mm.) and coil of 5.09 million tons, decreased 3.03% and hot rolled plate 364,032 tons, increased 4.16%.

Import of hot rolled steel flat product in 2024, both coil and non-coil, decreased 5.46%, to 3.39 million tons divided into hot rolled sheet (thickness \leq 3 mm.) and coil of 3.16 million tons, decreased 6.46% and hot rolled plate of 230,218 tons, increased 10.87%.

Export of hot rolled steel flat product in 2024, both coil and non-coil, stood at 20,702 tons, decreased 15.82% compared to the previous year, divided into hot rolled sheet (thickness \leq 3 mm.) and coil of 4,564 tons, decreased 72.34% from the same period last year and hot rolled plate of 16,138 tons, increasing by 99.50% from last year.