

Opinion of Independent Financial Advisor on  
Connected Transaction in Receiving Financial Assistance from  
Related Companies

Present to



Shareholders of G Steel Public Company Limited

Prepared by

Discover Management Company Limited



May 2, 2025

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### Glossary

*The glossary used in this report is not sorted alphabetically 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 Ayudhaya	: BAY
Mizuho Bank	: Mizuho
Sumitomo Mitsui Banking Corporation	: SMBC
Thailand Credit Guarantee Corporation	: TCG
Aeon Financial Service Company Limited	: AFS
AEON Specialized Bank (Cambodia) Plc	: ASB Cambodia
Aeon Leasing Service (Lao) Company Limited	: ALS Lao
Ingress Corporation Berhad	: ICB
Ingress Industrial (Malaysia) Sdn Bhd	: IIM
R.F.T. Company Limited	: RFT
Mermaid Maritime Public Company Limited	: MML
Jungle World Company Limited	: Jungle World
Bird Circus Company Limited	: Bird Circus
Bank of Thailand	: BOT
Debt Restructuring in USD Currency with ACO I	: ACO I (USD)
Debt Restructuring in THB Currency with ACO I	: ACO I (THB)
Debt Restructuring with ACO I (Debt transferred from Mr. Nirum Ngamchamnarrit – Former Creditor – to ACO I)	: ACO I (Nirum)
Debt Restructuring with ACO I (Debt transferred from Metal Inter Company Limited – Former Creditor – to ACO I)	: ACO I (Metal Inter)
Hot Rolled Coil	: HRC
Credit Agreement with NSTH for an amount not exceeding THB 2,700 million for a period not exceeding 2 years, from 29 July 2024 to 28 July 2026.	: 2024 1 <sup>st</sup> NSTH Credit Agreement
Credit Agreement with NSTH for THB 1,600 million for a period from 9 August 2024 to 31 December 2029	: 2024 2 <sup>nd</sup> NSTH Credit Agreement
Cash Management Service Agreement between NSTH and GSTEEL to receive financial assistance.	: NSTH (CMS)
Unsecured credit agreement from Nippon Steel (Thailand) Co., Ltd. (NSTH) in an amount not exceeding THB 1,100 million from February 26, 2025 to June 30, 2025.	: 2025 1 <sup>st</sup> NSTH Credit Agreement
Unsecured credit agreement from Nippon Steel (Thailand) Co., Ltd. (NSTH) in an amount not exceeding THB 3,369 million from June 17, 2025 to May 31, 2026.	: 2025 2 <sup>nd</sup> NSTH Credit Agreement
Secured credit agreement from Nippon Steel (Thailand) Co., Ltd. (NSTH) in an amount not exceeding THB 1,100 million from June 30, 2025 to December 31, 2029.	: 2025 3 <sup>rd</sup> NSTH Credit Agreement

Full Name	Abbreviation
Guarantee Fee Agreement with NSC, whereby NSC agrees to act as guarantor for the Company's working capital loans with three banks, BAY, Mizuho, and SMBC, in an amount not exceeding THB 2,100 million, from June 30, 2025 to June 30, 2026.	: Guarantee Fee Agreement
Policy Interest Rate of BOT (as of February 2025, the Policy Interest Rate was 2.00% per year).	: Policy Rate
Entering into an unsecured credit agreement with Nippon Steel (Thailand) Co., Ltd. (NSTH) in an amount not exceeding THB 3,369 million from June 17, 2025 to May 31, 2026, with an interest rate equal to the Bank of Thailand's Policy Interest Rate + 0.18%, totaling 2.18% per year as of February 2025.	: Transaction 1 or Entering into 2025 2 <sup>nd</sup> NSTH 2025 2nd NSTH Credit Agreement
Entering into a secured credit agreement with Nippon Steel (Thailand) Co., Ltd. (NSTH) in an amount not exceeding THB 1,100 million from June 30, 2025 to December 31, 2029, with an interest rate equal to the Bank of Thailand's Policy Interest Rate + 0.23%, totaling 2.23% per year as of February 2025.	: Transaction 2 or Entering into 2025 3 <sup>rd</sup> NSTH 2025 2nd NSTH Credit Agreement
Entering into a Guarantee Fee Agreement agreement with NSC, where NSC has agreed to be a guarantor for the working capital loan agreement with 3 banks, namely BAY Mizuho and SMBC with a total guarantee amount not exceeding THB 2,100 million, for a period from June 30, 2025 to June 30, 2026 with a guarantee fee of 0.13 percent per year of the guarantee amount.	: Transaction 3 or Entering into the Guarantee Fee Agreement
Transaction 1 – 3	: Entering into connected transactions in receiving financial assistance or Financial assistance Transaction or the Transactions
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
Net Tangible Assets	: NTA

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from Related Companies

May 2, 2025

IMAPDM167/2025

Subject: Opinion of Independent Financial Advisor on Connected Transaction in Receiving Financial Assistance 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 the Appraisal of Land, Land and Building Improvements, Machinery and Equipment of G 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. 6/2025 held on April 28, 2025
- 2) Draft Resolution of the Audit Committee Meeting of GSTEEL No. 6/2025 held on April 28, 2025
- 3) Information Memorandum regarding the request for approval to enter into a Credit Agreement between GSTEEL and NSTH, which constitutes a related party transaction (2025 2<sup>nd</sup> NSTH Credit Agreement), and its subsequent amendments.
- 4) Information Memorandum regarding the request for approval to enter into a Credit Agreement between GSTEEL and NSTH, which constitutes a related party transaction (2025 3<sup>rd</sup> NSTH Credit Agreement), and its subsequent amendments.
- 5) Information Memorandum regarding the request for approval to enter into a Guarantee Fee Agreement between GSTEEL and NSC (Guarantee Fee Agreement), which constitutes a related party transaction, and its subsequent amendments.
- 6) One Report of GSTEEL ending December 31, 2024
- 7) Audited financial statements of GSTEEL for 12-month period ending December 31, 2020 – 2024
- 8) Key terms of the 2025 2<sup>nd</sup> NSTH Credit Agreement between NSTH and GSTEEL ("2025 2nd NSTH Credit Agreement Term Sheet")
- 9) Key terms of the 2025 3<sup>rd</sup> NSTH Credit Agreement between NSTH and GSTEEL ("2025 3rd NSTH Credit Agreement Term Sheet")

- 10) Key terms of the Guarantee Fee Agreement between NSC and GSTEEL (“**Guarantee Fee Agreement Term Sheet**”)
- 11) Documents and other agreements related thereto include interviews with executives and relevant officers of the Company.

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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](http://www.sec.or.th)), Stock Exchange of Thailand website ([www.set.or.th](http://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 on 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, considering the benefits of the shareholders as the main consideration. However, IFA's opinion assumes 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 assistance (the "**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 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. 6/2025 on April 28, 2025, it was resolved to approve the Company to enter the following transactions:

- 1) The Company will enter into an unsecured credit agreement with Nippon Steel (Thailand) Company Limited (NSTH) for a credit line not exceeding THB 3,369 million, having a tenor from June 17, 2025 up to May 31, 2026 ("**2025 2<sup>nd</sup> NSTH Credit Agreement**", "**Entering into Transaction 1**") with an interest rate equal to the policy interest rate of the Bank of Thailand (Policy Interest Rate) + 0.18 percent, totaling 2.18 percent per year as of February 2025 for general operating expenses and capital expenditures. The total value of the transaction calculated from the interest rate over the term of the 2025 2<sup>nd</sup> NSTH Credit Agreement which shall not exceed THB 71.20 million, representing 42.50 percent of the Company's net assets value as per the financial statements as of December 31, 2024, amounting to THB 167.52 million.
- 2) The Company will enter into a secured credit agreement with Nippon Steel (Thailand) Company Limited (NSTH) for a credit line not exceeding THB 1,100 million for a tenor from June 30, 2025 to December 31, 2026 ("**2025 3<sup>rd</sup> NSTH Credit Agreement**", "**Entering into Transaction 2**") with an interest rate equal to the policy interest rate of the Bank of Thailand (Policy Interest Rate) + 0.23 percent, totaling 2.23% per year as of February 2025. The total value of the transaction calculated from the maximum interest rate over the term of the 2025 3<sup>rd</sup> NSTH Credit Agreement shall not exceed THB 112.16 million, representing 66.95 percent of the Company's net assets value as per the financial statements as of December 31, 2024, amounting to THB 167.52 million. The utilization of this 2025 3<sup>rd</sup> NSTH Credit Agreement is to repay the loan from NSTH under a Credit Agreement which the Company entered into in February 2025 (the "**2025 1st NSTH Credit Agreement**"),
- 3) The Company will enter into the Guarantee Fee Agreement with Nippon Steel Corporation (NSC) ("**Guarantee Fee Agreement**", "**Entering into Transaction 3**"). As the Company has currently entered into a working capital loan agreement with 3 banks, namely Bank of Ayudhya (BAY), Mizuho Bank (Mizuho) and Sumitomo Mitsui Banking Corporation (SMBC) (collectively referred to as the "**Banks**"), with a total loan outstanding amount of THB 1,750 million (collectively referred to as the "**Working Capital Loan Agreements**"). Currently, the Banks have requested a guarantee from NSC for the Working Capital Facility provided to the Company, and NSC has agreed to be a guarantor for a total guarantee amount not exceeding THB 2,100 million, for a period from June 30, 2025 to June 30, 2026, with a guarantee fee of 0.13 percent per year of the guarantee amount. The total value of the transaction calculated from the guarantee fee over the term of the Guarantee Fee Agreement shall not exceed THB 2.78 million, representing 1.66 percent of the Company's net assets value as per the financial statements as of December 31, 2024, amounting to THB 167.52 million.

Entering into Transaction 1 – 3 is collectively referred to as the "**Connected transactions for receiving financial assistance**" or the "**Financial assistance Transactions**" or the "**Transactions**". These are part of the Company's efforts to restructure in order to enhance its ability to generate profits in the future, as the Company has faced continuous losses for



more than 10 years (except in 2021), due to the impact of declining domestic demand and intense competition from imports from China.

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

(THB million)

Year	2556	2557	2558	2559	2560	2561	2562 <sup>1/</sup>	2563	2564	2565	2566	2567
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

While the external situation remains volatile, the Company is taking the following countermeasures to improve the long-term financial status of the Company:

- The Company has already initiated a capital investment to restore equipment health and invest in new machinery with technical and financial support from NSC (Transaction 1). This will help to strengthen production stability, improve quality of the products and enhance cost competitiveness.
- To increase sales volume and customer outreach by using the strong marketing team and customer base of the NSC Group.
- Optimizing the scrap procurement function to ensure stable supply of scrap at competitive price.
- Improvements in operating costs.

Despite the continuous losses in the past and the high accumulated losses, The Company and NSC remain confident that the above actions are essential to turnaround the Company in a gradual manner and in the interim, the Company needs funds to ensure continuous operations to maintain its market share and carry out the aforementioned investments and improvements. The repayment of these loans will be taken up as soon as the profitability can be achieved and in case of any delays, the Company will seek extension of such loans from NSC or explore options to refinance these from commercial banks.

The reason that the connected transactions for receiving financial assistance in this time was not included in the 2025 Annual General Meeting of Shareholders together with the renewal of the Cash Management Service and the debt restructuring agreement of ACO I (THB) and ACO I (USD) is due to the limitation of timeframe in negotiating and requesting for approval to receive financial assistance from NSTH, and the connected transactions for receiving financial assistance in this time are not directly related to the transactions proposed for shareholders' approval in the 2025 Annual General Meeting of Shareholders.

Entering into these Transactions is considered connected 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 Transactions"**), which must be presented to shareholders for consideration. At the Board of Directors' Meeting No. 6/2025 held on April 28, 2025, under the consideration and opinion provided by the Audit Committee Meeting No. 6/2025 held on the same date, the Board resolved

to propose to the shareholders' meeting for consideration and approval of the three connected transactions, which would be beneficial to the Company in strengthening its financial position and operating performance. The details are as follows:

Entering into Transaction 1 and Transaction 2 are considered a connected transaction in the category of financial assistance given or received from NSTH because NSTH shares the same major shareholder as the Company, namely NSC, in accordance with the Notifications on Connected Transactions.

Entering into Transaction 3 is also considered a connected transaction in the category of financial assistance given or received from NSC because NSC is a major shareholder of the Company, directly holding 10.24% of the Company's paid-up capital and indirectly holding 49.99% of the paid-up capital through ACO I, in accordance with the Notifications on Connected Transactions.

After entering into the Transactions, the Company will have total borrowings related to NSC of approximately THB 8,627.55 million and will receive other financial assistance, such as a cash management service agreement and bank loan guarantees totaling THB 2,700.00 million, with the details as follows:

Loans related to NSC

No.	Loans related to NSC after entering into the Transactions.	Interest Rate <sup>1/</sup>	Contract End Date	Outstanding Principal / Credit Limit (THB million)	Approval	Collateral
1	ACO I (USD)	4.50% (Policy rate + 2.50% per year)	November 28, 2028	117.40 <sup>2/</sup>	2025 AGM	No
2	ACO I (Metal Inter)	4.50% (Policy rate + 2.50% per year)	December 1, 2026	87.37 <sup>2/</sup>	2025 AGM	No
3	ACO I (Nirum)	4.50% (Policy rate + 2.50% per year)	December 1, 2026	168.78 <sup>2/</sup>	2025 AGM	Yes
4	2024 1 <sup>st</sup> NSTH Credit Agreement	2.18% (Policy rate + 0.18% per year)	July 28, 2026	2,700.00 <sup>2/</sup>	2024 AGM	No
5	2024 2 <sup>nd</sup> NSTH Credit Agreement	2.23% (Policy rate + 0.23% per year)	December 31, 2029	1,085.00 <sup>2/</sup>	1/2024 EGM	Yes
6	2025 2 <sup>nd</sup> NSTH Credit Agreement (Transaction 1)	2.18% (Policy rate + 0.18% per year)	May 31, 2026	Credit limit of 3,369.00	1/2025 EGM	No
7	2025 3 <sup>rd</sup> NSTH Credit Agreement <sup>3/</sup> (Transaction 2)	2.23% (Policy rate + 0.23% per year)	December 31, 2029	Credit limit of 1,100.00	1/2025 EGM	Yes
Total				8,627.55		

Remarks: 1/ Data as of April 28, 2025

2/ Data as of December 31, 2024

3/ The loan is intended to be used for repayment of the loan under the 2025 1<sup>st</sup> NSTH Credit Agreement in the amount of THB 1,100 million, which will be due on June 30, 2025.

Receipt of financial assistance related to NSC:

No.	Financial assistance	Interest rate of related expenses <sup>1/</sup>	Contract End Date	Amount of Credit Limit/ Guarantee amount (THB million) <sup>2/</sup>	Approval	Collateral
1	Cash Management Service	2.40% (Policy rate + 0.40% per year)	April 30, 2026	Credit limit of 600.00	2025 AGM	No
3	Bank loan guarantee <sup>1/</sup> (Transaction 3)	0.13% per year	June 30, 2026	Guarantee amount of 2,100.00	1/2025 EGM	No
<b>Total</b>				<b>2,700</b>		

Remarks: 1/ Guarantee of loan facilities with BAY, Mizuho, and SMBC Banks.

**Total loans and financial assistance related to NSC:**

No.	Financial assistance	Principal amount (THB million) <sup>1/</sup>
1	Loans related to NSC	8,627.55
2	Financial assistance related to NSC	2,700.00
<b>Total</b>		<b>11,327.55</b>

Remarks: 1/ Total amount as of December 31, 2024, adjusted based on the assumption that the Company fully draws down all available credit lines.

All loans related to NSC are scheduled to be repaid as follows:

	Debt Repayment Plan (Unit: THB million)				
	2025	2026	2027	2028	2029
ACO I (Nirum)	-	(169)	-	-	-
ACO I (Metal Inter)	-	(87)	-	-	-
ACO I (USD)	-	-	-	(117)	-
2024 1 <sup>st</sup> NSTH Credit Agreement	-	(2,700)	-	-	-
2024 2 <sup>nd</sup> NSTH Credit Agreement	-	-	-	-	(1,085)
2025 2 <sup>nd</sup> NSTH Credit Agreement	-	(3,369)	-	-	-
2025 3 <sup>rd</sup> NSTH Credit Agreement	-	-	-	-	(1,100)
<b>Total</b>	-	<b>(6,325)</b>	-	<b>(117)</b>	<b>(2,185)</b>

As of December 31, 2024, the Company had total interest-bearing liabilities amounting to THB 7,308.69 million, with the following details:

Entry	Outstanding Principal (THB million)	Percentage of Total Interest-Bearing Liabilities	Maturity Date <sup>3/</sup>
<b>Short-Term Loans from Financial Institutions</b>	<b>1,400.00</b>	<b>19.16</b>	
BAY	420.00	5.75	Working Capital Facilities
MHCB	490.00	6.70	Working Capital Facilities

Entry	Outstanding Principal (THB million)	Percentage of Total Interest- Bearing Liabilities	Maturity Date <sup>3/</sup>
SMBC	490.00	6.70	Working Capital Facilities
<b>Current Liabilities and Accrued Expenses</b>	<b>535.50</b>	<b>7.33</b>	
ACO I (USD)	117.40	1.61	November 28, 2028
ACO I (Metal Inter)	87.37	1.20	December 1, 2026
Other Current Liabilities and Accrued Expenses	330.73	4.53	
<b>Liabilities from the Terminated Rehabilitation Plan and Compromise Agreement</b>	<b>489.73</b>	<b>6.70</b>	
Mahachai	324.61	4.44	December 1, 2025
SUPERIOR OVERSEA	103.34	1.41	December 1, 2028
Other Liabilities from the Terminated Rehabilitation Plan and Compromise Agreement <sup>1/</sup>	61.78	0.85	Liabilities without Creditors Demanding Repayment
<b>Short-Term Loans from Related Parties</b>	<b>3,100.00</b>	<b>42.42</b>	
NSTH THB 2,700 million	2,700.00	36.94	July 28, 2026
NSTH (CMS)	400.00	5.47	April 30, 2026
<b>Long-Term Loans from Related Parties – Net</b>	<b>1,253.78</b>	<b>17.15</b>	
ACO I (Nirum)	168.78	2.31	December 1, 2026
NSTH THB 1,600 million	1,085.00	14.85	December 31, 2029
<b>Debentures</b>	<b>529.69</b>	<b>7.25</b>	
BOND-70 <sup>2/</sup>	218.11	2.98	Liabilities without Creditors Demanding Repayment
BOND-100 <sup>2/</sup>	311.58	4.26	Liabilities without Creditors Demanding Repayment
<b>Total</b>	<b>7,308.69</b>	<b>100.00</b>	

Remarks: 1/ As of December 31, 2024, the Company had liabilities from the Terminated rehabilitation plan and compromise agreements amounting to THB 61.78 million, which are loans without creditors demanding repayment. If the creditors demand repayment of such liabilities, the Company will negotiate debt restructuring with those creditors based on the Company's cash flow at that time.

2/ As of December 31, 2024, the Company had debentures totaling THB 529.69 million, which are loans without creditors demanding repayment. If the creditors demand repayment of such liabilities, the Company will negotiate debt restructuring with those creditors based on the Company's cash flow at that time.

3/ Maturity Date as of April 28, 2025

Although the Company currently has both related and unrelated debt obligations with NSC, the Company's management remains confident that after the targeted improvements in accordance with the investment plan approved by the shareholders at the Extraordinary General Meeting of Shareholders No. 1/2024, customer demand will increase. This would result in higher production and sales volumes for the Company.

The transaction size of this entering into the transaction is approximately 111.11% of the Company's Net Tangible Assets (NTA), based on the latest audited consolidated financial statements as of December 31, 2024, which amounted to THB 167.52 million.

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 113.32% of the Company's net tangible assets. 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 assistance 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
	<b>Total transactions during the past 6 months</b>	<b>22.74</b>	<b>2.21</b>	
5	Receipt of financial assistance from NSTH (Transaction 1)	71.20	42.50	April 28, 2025
6	Receipt of financial assistance from NSTH (Transaction 2)	112.16	66.95	April 28, 2025
7	Receipt of financial assistance from NSC (Transaction 3)	2.78	1.66	April 28, 2025
	<b>Total size of items proposed for approval at this shareholders' meeting</b>	<b>186.13</b>	<b>111.11</b>	April 28, 2025
<b>Total size of items proposed for approval at this shareholders' meeting and Transactions during the past 6 months</b>			<b>113.32</b>	

Therefore, in entering into the Transaction, the Company has duties to take various actions 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 Discover Management Company Limited, which is a financial advisor approved by the SEC to act as an IFA to provide opinions 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;

- 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

Entering into Transaction 1 - 3 is part of the Company's effort to address its liquidity issues and to increase its future profitability. It is considered a connected transaction under the Notifications on Connected Transactions, with a total transaction size of approximately 111.11% of the Company's Net Tangible Assets (NTA), based on the Company's latest audited consolidated financial statements as of December 31, 2024, which equals THB 167.52 million. When including connected transactions within the 6 months prior to the date on which the Company's Board of Directors resolved to approve this Transaction, the total size of connected transactions equals 113.32% of the Company's NTA. Since the total size exceeds 3% of the Company's NTA, this is considered a large connected transaction. Therefore, the Company is required to comply with the criteria under the Notifications on Connected Transactions 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.

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 (2025 2<sup>nd</sup> NSTH Credit Agreement)

##### Advantages of Transaction 1

- 1. The Company will have sufficient funds for general operating purpose and the Company's investment purposes (details as per 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.)

4. Reduced risk regarding future operational capability (as details in Clause 7.1.3.1.4.)
5. The Company may have no other alternative (as details in Clause 7.1.3.1.5.)

#### **Disadvantages of Transaction 1**

1. Increases in the Company's total financial cost burden (as details in Clause 7.1.3.4.1.)
2. The terms and other contractual details of the Transactions 1 (Entering into 2025 2nd NSTH Credit Agreement), Transaction 2 (Entering into 2025 3rd NSTH Credit Agreement), and Transaction 3 (Entering into Guarantee Fee Agreement) are still under consideration (as details in Clause 7.1.3.4.3.)

#### **Risks of Transaction 1**

1. Interest rate risk as the interest rate of Transaction 1 and Transaction 2 is a floating interest rate (as details in Clause 7.1.3.5.1.)
2. Risk in the event that the conditions precedent to the Transaction not successful, causing the Company to be unable to enter into the Transaction (as details in Clause 7.1.3.5.2.)

### **2.1.2. Reasonableness of Transaction 2 (2025 3<sup>rd</sup> NSTH Credit Agreement)**

#### **Advantages of Transaction 2**

1. The Company will have sufficient funds for the repayment of the loan under the 2025 1st NSTH Credit Agreement (details as per Clause 7.1.3.2.1.).
2. The interest rate for entering into Transaction 1 is lower than general commercial bank rates (as details in Clause 7.1.3.1.2.)
3. The interest rate of Transaction 2 is lower than the general long-term interest rate of other companies in the same industry (as details in Clause 7.1.3.2.3.)
4. Reduced the risk regarding the Company's ability to continue operations in the future (as details in Clause 7.1.3.2.4.)
5. The Company may have no other alternative (as details in Clause 7.1.3.2.5.)

#### **Disadvantages of Transaction 2**

1. Increases in the Company's total financial cost burden (as details in Clause 7.1.3.4.1.)
2. Entering into Transaction 2 (loans under 2025 3rd NSTH Credit Agreement): the Company must provide collateral for the loan (as details in Clause 7.1.3.4.2.)
3. The terms and other contractual details of the Transactions 1 (Entering into 2025 2nd NSTH Credit Agreement), Transaction 2 (Entering into 2025 3rd NSTH Credit Agreement), and Transaction 3 (Entering into Guarantee Fee Agreement) are still under consideration (as details in Clause 7.1.3.4.3.)

#### **Risks of Transaction 2**

1. Interest rate risk as the interest rate of Transaction 1 and Transaction 2 is a floating interest rate (as details in Clause 7.1.3.5.1.)



2. Risk in the event that the conditions precedent to the Transaction not successful, causing the Company to be unable to enter into the Transaction (as details in Clause 7.1.3.5.2.)
3. Risk from Covenants of Entering into Transaction 2 (Loan under 2025 3rd NSTH Credit Agreement) (as details in Clause 7.1.3.5.3.)

### 2.1.3. Reasonableness of Transaction 3 (Guarantee Fee Agreement with NSC)

#### Advantages of Transaction 3

1. Enables the Company to comply with the requirements from the financial institutions (as details in Clause 7.1.3.3.1.)
2. The guarantee fee under Transaction 3 is lower than that of the government financial institutions (as details in Clause 7.1.3.3.2.)
3. The guarantee fee under Transaction 3 is lower than the service fee for issuing a loan guarantee letter of commercial banks in Thailand (as details in Clause 7.1.3.3.3.)
4. The guarantee fee under Transaction 3 is lower than the guarantee fees publicly disclosed by other listed companies on the SET over the past 5 years (2020–2024) (as details in Clause 7.1.3.3.4.)
5. The interest rate of the Working Capital Loan Agreement combined with the guarantee fee of NSC under Transaction 3 is lower than the interest rate (MOR) charged by commercial banks for prime customers under overdraft facilities (as details in Clause 7.1.3.3.5.)
6. The interest rate of the Working Capital Loan Agreement combined with the guarantee fee of NSC under Transaction 3 is lower than the loan interest rates publicly disclosed by other companies in the same industry group—Industrial Products Sector, Steel and Metal Products Category (as details in Clause 7.1.3.3.6.)

#### Disadvantages of Transaction 3

1. Increases in the Company's total financial cost burden (as details in Clause 7.1.3.4.1.)
2. The terms and other contractual details of the Transactions 1 (Entering into 2025 2nd NSTH Credit Agreement), Transaction 2 (Entering into 2025 3rd NSTH Credit Agreement), and Transaction 3 (Entering into Guarantee Fee Agreement) are still under consideration (as details in Clause 7.1.3.4.3.)

#### Risks of Transaction 3

1. Risk in the event that the conditions precedent to the Transaction not successful, causing the Company to be unable to enter into the Transaction. (as details in Clause 7.1.3.5.2.)

From the advantages, disadvantages, and risks of entering into the transactions, IFA is of the opinion that entering into Transaction 1 – 3 is necessary for the Company due to its current situation. If the Company does not enter into Transaction 1 and Transaction 2, it may face severe liquidity problems, which could result in defaults on payments for goods, services, and various liabilities, potentially triggering a cross default with financial institutions and disrupting the Company's operations. Additionally, if the Company does not enter into Transaction 3, it will not be able to comply with the requirements of the three financial institutions, which may result in the termination of the revolving credit facilities by such

financial institutions, requiring the Company to make immediate repayment. Given the Company's current situation, it would likely be difficult for the Company to settle the loans under those revolving credit agreements.

## 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 Transaction 1, IFA compared the interest rate according to the 2025 2nd NSTH Credit Agreement Term Sheet with: 1) the reference interest rates of commercial banks, and 2) publicly disclosed loan information of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category.

In comparing the appropriateness of the price (interest rate) for entering into Transaction 2, IFA compared the interest rate according to the 2025 3rd NSTH Credit Agreement Term Sheet with: 1) the reference interest rates of commercial banks, and 2) publicly disclosed loan information of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category.

And in the comparison of the appropriateness of the price (guarantee fee) in entering into Transaction 3, the IFA compared the guarantee fee according to the Guarantee Fee Agreement Term Sheet from NSC with:

- 1) the guarantee fee of the Thailand Credit Guarantee Corporation (TCG),
- 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and
- 3) publicly disclosed guarantee information of other companies in the SET over the past 5 years (2020–2024).

In addition, the IFA compared the interest rates of Working Capital Loan Agreements from three banks: BAY, Mizuho, and SMBC, together with the guarantee fee of NSC at 0.13% per year, which amounts to 2.89%, 2.78 %, and 2.78% per year, respectively, with:

- 1) the reference interest rates of commercial banks; and
- 2) Publicly disclosed loan information of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category.

The details are as follows:

### 2.2.1. Appropriateness of the Price (Interest Rate) and Conditions for Entering into Transaction 1 (2025 2<sup>nd</sup> NSTH Credit Agreement)

When comparing the interest rate under the conditions of the 2025 2<sup>nd</sup> NSTH Credit Agreement with 1) the reference interest rates of commercial banks and 2) the short-term loan interest rates of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 1 is lower than the lowest MOR rate of the top 10 commercial banks in Thailand. Moreover, the interest rate for Transaction 1 falls within the 6.25th percentile of the short-term loan interest rates in the industrial products group, iron and metal products category (indicating that approximately 93.75% of short-term credit agreements in the same industry have interest rates higher than or equal to the rate the Company receives), as detailed in Clauses 8.1.1. – 8.1.2.

Therefore, based on the analysis of the appropriateness of the price (interest rate) of entering into Transaction 1—whether in comparison to commercial banks' reference rates or publicly disclosed short-term credit agreements of

companies in the same industry group (industrial products, iron and metal products), IFA is of the opinion that the interest rate under Transaction 1 is appropriate.

#### Appropriateness of Conditions

From the analysis of the appropriateness of the conditions of entering into Transaction 1 between 2025 1<sup>st</sup> NSTH Credit Agreement and 2025 2<sup>nd</sup> NSTH Credit Agreement. 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 credit 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 connected transaction this time.

#### 2.2.2. Appropriateness of the Price (Interest Rate) and Conditions for Entering into Transaction 2 (2025 3<sup>rd</sup> NSTH Credit Agreement)

When comparing the interest rate under the conditions of the 2025 3<sup>rd</sup> NSTH Credit Agreement with 1) the reference interest rate of commercial banks and 2) the long-term loan interest rates of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 2 is lower than the lowest MLR interest rate of the top 10 commercial banks in Thailand. In addition, the interest rate for entering into Transaction 2 is also in the 18.18th percentile of the long-term loan interest rates of companies in the industrial products group, iron and metal products category (it is estimated that 81.82% of long-term loan agreements in the same industry as the Company have interest rates higher than or equivalent to the rate received by the Company), as detailed in Clauses 8.2.1 – 8.2.2.

Therefore, from the analysis of the appropriateness of the price (interest rate) of entering into Transaction 2, whether in comparison with the reference interest rate or the 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, iron and metal products category), IFA is of the opinion that the price (interest rate) of entering into Transaction 2 is appropriate.

#### Appropriateness of Conditions

From the analysis of the appropriateness of the conditions of entering into Transaction 2, between the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet and the 2024 2<sup>nd</sup> NSTH Credit Agreement, 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.

#### 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 2 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 connected transaction this time.

**2.2.3. Appropriateness of the Price (Guarantee Fee) and Conditions for Entering into Transaction 3 (Entering into the Guarantee Fee Agreement)**

**Appropriateness of the Price (Guarantee Fee)**

When comparing the guarantee fee under the conditions of the Guarantee Fee Agreement Term Sheet with NSC with 1) the guarantee fee of the Thailand Credit Guarantee Corporation (TCG), 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and 3) publicly disclosed guarantee information of other listed companies on the SET over the past five years (2020–2024), it was found that the guarantee fee in the Guarantee Fee Agreement Term Sheet is lower than the lowest combined guarantee and management fee charged by TCG. Furthermore, when compared with the service fees for issuing loan guarantee letters by commercial banks in Thailand, the fee in the Guarantee Fee Agreement Term Sheet falls in the 0.00 percentile, meaning it is among the lowest of all loan guarantee contracts by commercial banks in Thailand. The guarantee fee in the Guarantee Fee Agreement Term Sheet is also lower than the lowest guarantee fee disclosed in any public Guarantee Fee Agreement by other SET-listed companies over the past five years (2020–2024), as detailed in Clauses 8.3.1 – 8.3.3.

Additionally, IFA compared the interest rate of the Working Capital Loan Agreement combined with NSC's guarantee fee under Transaction 2 against 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group. It was found that the combined interest rate and guarantee fee are lower than the lowest MOR rate of the top 10 commercial banks in Thailand. Moreover, this combined rate is in the 6.25th percentile of short-term loan interest rates in the industrial products group, specifically the steel and metal products category—indicating that about 93.75% of such loans in the same industry have higher or equivalent rates, as detailed in Clauses 8.3.4 – 8.3.5.

Therefore, from the analysis of the appropriateness of the price (guarantee fee) for entering into Transaction 3 compared against 1) the guarantee fee of TCG, 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and 3) the publicly disclosed guarantee fees of other SET-listed companies over the past five years, IFA is of the opinion that the interest rate under Transaction 3 is appropriate.

Moreover, IFA compared the combined rate of the Working Capital Loan Agreement's interest rate with NSC's guarantee fee of the Transaction 3 compared with 1) commercial banks' reference interest rates and 2) short-term loan rates of companies in the same industry group. It was found that the financial assistance provided by NSC to the Company under Transaction 3 not only enables the Company to comply with the requirements from the three banks under the revolving credit facility agreements, but also allows the Company to obtain lower interest rates than those received by companies in the same industry group. This indicates that NSC's guarantee of the said bank loans plays a significant role in securing the favorable interest rates that the Company receives from commercial banks.

**Appropriateness of Conditions**

When comparing the conditions of the Guarantee Fee Agreement Term Sheet with NSC with the conditions of the publicly disclosed guarantee programs of the Thailand Credit Guarantee Corporation (TCG), it was found that the key terms somewhat differ, particularly in terms of the guarantee amount and the guarantee fee rate. However, these are considered standard conditions for guarantee arrangements. IFA views the terms of the guarantee fee agreement between the Company and the related party (NSC) as standard and not materially different from general guarantee fee agreements. Therefore, the IFA considers the terms of entering into Transaction 3 to be appropriate.

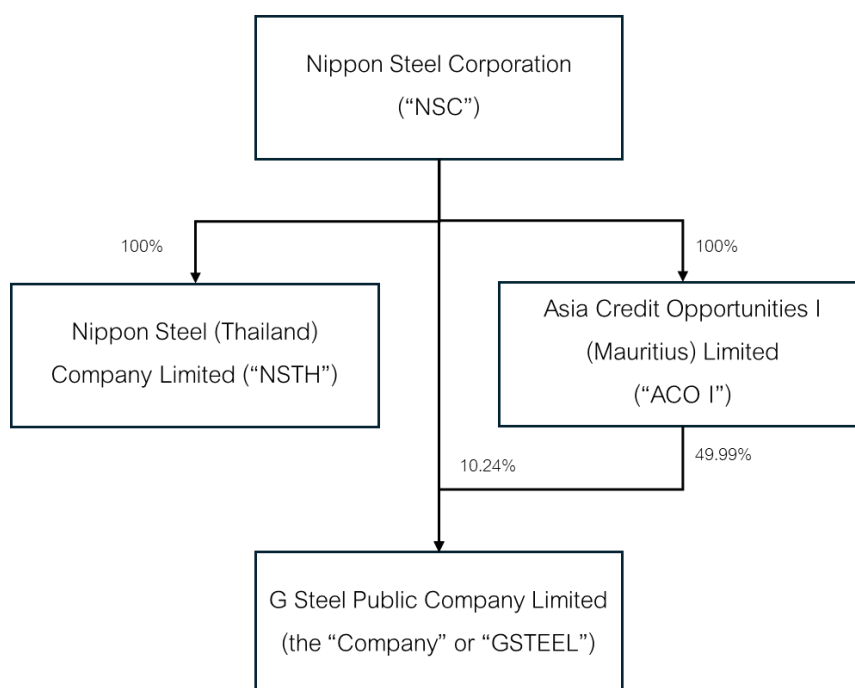
#### Summary of the Opinion of IFA

Therefore, when considering the necessity and the Company's current situation—both in terms of operations and its debt-to-equity ratio (D/E Ratio)—which may make it difficult for the Company to enter into a similar transaction with an unrelated party, together with the appropriateness of the price and conditions of the Transaction, IFA is of the opinion that entering into Transaction 3 is necessary for the Company to continue its operations. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the connected transaction this time.

However, as of the date of submission of this Independent Financial Advisor's opinion report, the Company has only the key terms as outlined in the 2025 2nd NSTH Credit Agreement Term Sheet, 2025 3rd NSTH Credit Agreement Term Sheet and the Guarantee Fee Agreement Term Sheet with NSC. The agreements, conditions, and other contractual details related to Transaction 1 - 3 are still under consideration by the Company's Board of Director. There will be no additional conditions apart from those specified in the 2025 2nd NSTH Credit Agreement Term Sheet, 2025 3rd NSTH Credit Agreement Term Sheet and the Guarantee Fee Agreement Term Sheet with NSC, and other commercial terms, and the agreements are expected to be finalized after receiving the resolution from the shareholders' meeting. Any changes to the terms will remain within the scope of the key terms mentioned above. In the event that the terms in the agreements are materially changed from the key terms in a way that negatively impacts the Company, the Audit Committee will propose that the Company's Board of Directors convene a shareholders' meeting to seek approval for the transaction again. Such changes may affect the Independent Financial Advisor's opinion as stated in 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 Transaction 1 (2025 2<sup>nd</sup> NSTH Credit Agreement)****3.2.1. Objective and Background of Entering into Transaction 1**

The Company will receive financial assistance from NSTH by entering into a Credit Agreement to get an unsecured loan for the Company's capital expenditures and general operating, working capital requirements, interest payments, and the repayments of other borrowings, etc.

**3.2.2. Date of the Transaction**

Entering into a credit agreement for a period from June 17, 2025, to May 31, 2026.

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

Details of the Relationship as shown in Clause 3.1

Finance receiver	: G Steel Public Company Limited
Finance supporter	: Nippon Steel (Thailand) Company Limited (Formerly known as Nippon Steel Southeast Asia Company Limited (NSSEA))
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 assistance from NSTH by entering into a Credit Agreement. From the said agreement, the Company can borrow the unsecured loan from NSTH for an amount not exceeding THB 3,369 million for a period from June 17, 2025, to May 31, 2026, with an interest rate equal to the policy interest rate of the Bank of Thailand ("Policy Interest Rate") + 0.18%, currently totaling 2.18% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025).

#### Term Sheet of the Credit Agreement between NSTH and GSTEEL (2025 2nd NSTH Credit Agreement Term Sheet)

Key Terms	Credit Agreement <sup>1/</sup>
Loan Type	Unsecured loan
Loan Currency	Thai Baht
Loan Period	From June 17, 2025, to May 31, 2026
Loan Amount	Not exceeding THB 3,369 million
Interest Rate	Policy Interest Rate + 0.18%, totaling 2.18% per year as of April 28, 2025.
Prepayment Fee	None
Repayment of principal and interest	To be finalized by the Board of Directors.
Collateral	None
Interest rate in case of default	14%

Source: The Company

Remark: 1/ Other detailed terms and conditions are to be finalized by the Board of Directors while finalizing the Credit Agreement. However, the amendments to the Key Terms of the credit agreement must be in line with terms specified in the 2025 2nd NSTH Credit Agreement Term Sheet. The Audit Committee is fully aware of its duty to ensure that the Key Terms of the Credit Agreement will not deviate significantly from the 2025 2nd NSTH Credit Agreement Term Sheet. If such a significant change of the terms happens, which will impact the Company adversely, the Audit Committee will recommend to the Company's Board of Directors to convene a shareholder meeting for approval of such changes.

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 determine other terms and conditions for the Transaction and perform any other acts related to documents.
- 2) To sign contracts and/or financial support documents and other relevant financial documents, any contracts and/or amendments or contracts and/or amendments documents as well as to approve the fees, expenses and taxes associated with the execution of such contracts and/or documents.
- 3) 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 assistance from NSTH in getting an unsecured loan in an amount not exceeding THB 3,369 million, having a tenor from June 17, 2025 up to May 31, 2026, with the interest rate at Policy Interest Rate + 0.18%, currently totaling 2.18% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025).

Total value of the transaction comprises of interest on the loan. Hence, the transaction value shall be the total interest which is not exceeding THB 71.20 million calculated at the interest rate of 2.18% per year throughout the duration of the agreement. 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 assistance from connected person. The size of the transaction is 42.50% of the Company's NTA (NTA of the Company as per the latest 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) <sup>1/</sup>	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
<b>Net Tangible Asset (NTA = (1) – (2) – (3) – (4))</b>	<b>167.52</b>
<b>Net profit (loss) is attributable to shareholders of the parent company (last 4 quarters)</b>	<b>(1,755.47)</b>

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 71.20 million / THB 167.52 million	42.50%

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 and the other transactions to be approved in the EGM, the total transaction size will be equal to 113.32% of the Company's net tangible assets. 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 assistance 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
	<b>Total transactions during the past 6 months</b>	<b>22.74</b>	<b>2.21</b>	



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	%	
5	Receipt of financial assistance from NSTH (Transaction 1)	71.20	42.50	April 28, 2025
6	Receipt of financial assistance from NSTH (Transaction 2)	112.16	66.95	April 28, 2025
7	Receipt of financial assistance from NSC (Transaction 3)	2.78	1.66	April 28, 2025
	Total size of items proposed for approval at this shareholders' meeting	186.13	111.11	April 28, 2025
Total size of items proposed for approval at this shareholders' meeting and Transactions during the past 6 months			113.32	

As the transaction size is higher than 3% of the Company's NTA, it is considered as a connected transaction. Therefore, the Company is obligated to proceed in accordance with the requirements under the Connected Transactions Announcement, 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 an 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 opinions 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.
- 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 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.

### 3.2.7. Plan after Receipt of Financial assistance

The Company has access to unsecured loans for capital expenditure and other general operating purposes of the Company, including working capital, interest payments and repayment of other loans, etc., The Company will drawdown the loan amount based on the actual requirement.

### 3.2.8. Expected Benefits of the Transaction

The Company has access to unsecured loans, which will increase the Company's liquidity and the company's ability to fund the capital expenditure to increase its profitability in the future.

### 3.2.9. Conditions of the Transaction

Entering this Transaction is considered as a large, connected transaction according to the Notification on Connected Transaction. Therefore, the Company is required to obtain approval for the Transaction from the shareholders' meeting with a vote of not less than three-fourths of the total number of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, and need to prepare and disclose an information memorandum on such transaction. At present, NSTH has no other preconditions for entering Transaction. The key terms of the 2025 2<sup>nd</sup> NSTH Credit Agreement are as specified in Clause 3.2.4.

### 3.2.10. Timeline for Entering into Transaction 1

Action	Estimated schedule <sup>1/</sup>
Request for approval of the Transaction from the Company's shareholder meeting.	Within June 2025
Execution and signing of the 2025 2 <sup>nd</sup> NSTH Credit Agreement.	Within June 2025
Disbursement of funds according to the 2025 2 <sup>nd</sup> NSTH Credit Agreement.	Within June 2025

Source: The Company

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

### 3.2.11. Directors Having an Interest or Being Connected Persons Not Attending the Meeting and Not Entitled to Vote

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Mr. Bantoon Juicharearn, 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
2. Mr. Hisato Ishizaki	Executive of NSTH
3. Mr. Bantoon Juicharearn	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 EGM No. 1/2025

The shareholders who have interest 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 right to vote in the Company's EGM in this agenda (based on the latest closing register as of March 28, 2025).

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited <sup>(1)</sup>	14,461,489,473	49.99
Nippon Steel Corporation <sup>(2)</sup>	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, 2024 is as follows:

No.	Name	Number of Shares (in thousands)	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

*Remark: 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 Directors has considered the reason and necessity of the Transaction and resolved that the receipt of financial assistance is reasonable and will eventually benefit the financial status of the Company. The interest rate is lower than the median of MLR (Minimum Loan Rate) of 10 financial institutions in Thailand, including Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, TMB Thanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and House Bank which is in the range of 6.825% to 8.125% per year (the median is 7.278% per year) from Bank of Thailand as of April 24, 2025. The Board of Directors stated that the Credit Agreement is necessary and provides a source of funds for the Company. Thus, the Board of Directors have resolved to approve the Company to propose to the shareholders' meeting to consider and approve a financial support transaction by entering into the Credit Agreement with NSTH for an amount not exceeding THB 3,369.00 million for period from June 17, 2025 to May 31, 2026 and the interest rate of Policy Interest Rate + 0.18%, currently totaling 2.18% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025).

**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 Transaction 2 (2025 3<sup>rd</sup> NSTH Credit Agreement)

#### 3.3.1. Objective and Background of Entering into Transaction 2

The Company will receive financial assistance from NSTH by entering into a Credit Agreement to get a secured long-term loan. The purpose of the 2025 3<sup>rd</sup> NSTH Credit Agreement is to repay the 2025 1st NSTH Credit Agreement in the amount of THB 1,100 million.

#### 3.3.2. Date of the Transaction

Entering into a credit agreement for a period from June 30, 2025, to December 31, 2029.

#### 3.3.3. Related Parties

Details of the Relationship as shown in Clause 3.1

Finance receiver	: G Steel Public Company Limited
Finance supporter	: Nippon Steel (Thailand) Company Limited (Formerly known as Nippon Steel Southeast Asia Company Limited (NSSEA))
Relationship	: The major shareholder of the Company 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.

#### 3.3.4. General characteristics of the Transaction

The Company will receive financial assistance from NSTH by entering into a Credit Agreement where the Company can borrow the secured long-term loan for an amount of THB 1,100 million for a period from June 30, 2025 to December 31, 2029 with the interest rate at Policy Interest Rate + 0.23%, currently totaling 2.23% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025).

### Term Sheet of the Credit Agreement between NSTH and GSTEEL (2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet)

Key Terms	Credit Agreement <sup>1/</sup>
Loan Type	Secured loan
Loan Currency	Thai Baht
Purpose	For repayment of the 2025 1st NSTH Credit Agreement which was obtained for general company purposes including working capital.
Tenor of the Loan	Period from June 30, 2025, to 31 December 2029
Loan Amount	THB 1,100.00 million
Interest Rate	Policy Interest Rate + 0.23% margin, currently totaling 2.23% per year as of February 26, 2025
Prepayment Fee	None
Repayment of principal and interest	Principal repayment in full by December 31, 2029, with interest payable every 6 months.
Default interest rate	5% per year
Covenants	Profit Before Taxes as set out in the audited financial statement of the Company shall not be negative for 2 consecutive financial years since the 2026 financial year

Key Terms	Credit Agreement <sup>1/</sup>
	<p>In case of breach of any of these covenants, NSTH has the right to declare or accelerate all or part of the indebtedness under the loan agreement (whether presently payable) to be due and payable and require the Company to repay in full all amounts outstanding under the loan agreement together with accrued interest thereon. In case the Company fails to repay the same, NSTH, to the extent and for the purpose of securing the due and payable payment, retains the right to enforce the mortgages, upon any necessary approval and consent and/or waiver have been duly received by the Company from any relevant parties. For the avoidance of doubt, in case of the occurrence of an event of default under the loan agreement (including the breach of financial covenants), NSTH shall be entitled to use its sole discretion to enforce all or any parts of the security granted by the Company (i.e. the mortgages). The enforcement of one security by NSTH shall not prejudice the right of NSTH to enforce the remaining security afterwards until the outstanding indebtedness of the Company under the loan agreement has been paid in full.</p>
Collateral	<p>(i) the mortgage of 13 pieces of land, total area of 429-2-44.8 Rai, valued at THB 430 million and all the buildings valued at THB 611 million located at the premises of the Company at 55 Moo 5, Nonglalom Subdistrict, Baan Khai District, Rayong 21120 and</p> <p>(ii) the mortgage of 43 items of machinery, valued at THB 2,043 million located at the premises of the Company at 55 Moo 5, Nonglalom Subdistrict, Baan Khai District, Rayong 21120</p> <p>The Company undertakes with NSTH that, from the date of the Credit Agreement and until all indebtedness owing to NSTH under the Credit Agreement has been fully paid, it shall not create, incur, assume or permit to subsist, any mortgage, pledge, business collateral, assignment by way of security, retention of title, preferential right or any other security interest whatsoever or any other agreement or arrangement having the effect of conferring security on all or any part of the properties mortgaged in favour of NSTH as required by the Credit Agreement, except for (i) the security interest created by the requirement of the Credit Agreement, (ii) any security interest existing on or before the date of the Credit Agreement or (iii) any other security interest created with the prior written consent of NSTH (such consent not to be unreasonably withheld).</p>

Source: The Company

Remark: 1/ Other detailed terms and conditions are to be finalized by the Board of Directors while finalizing the Credit Agreement. However, the amendments to the Key Terms of the credit agreement must be in line with terms specified in the 2025 3rd NSTH Credit Agreement Term Sheet. The Audit Committee is fully aware of its duty to ensure that the Key Terms of the Credit Agreement will not deviate significantly from the 2025 3rd NSTH Credit Agreement Term Sheet. If such a significant change of the terms happens, which will impact the Company adversely, the Audit Committee will recommend to the Company's Board of Directors to convene a shareholder meeting for approval of such changes.

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 determine other terms and conditions for the Transaction and perform any other acts related to documents;

- 2) To sign contracts and/or financial support documents and other relevant financial documents, any contracts and/or amendments or contracts and/or amendments documents as well as to approve the fees, expenses and taxes associated with the execution of such contracts and/or documents.
- 3) 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 receive financial assistance from NSTH in getting an secured loan in an amount not exceeding THB 1,100 million, having a tenor from June 30, 2025 up to December 31, 2029, with the interest rate at Policy Interest Rate + 0.23%, currently totaling 2.23% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025).

Total value of the transaction comprises of interest on the loan. Hence, the transaction value shall be the total interest which is not exceeding THB 112.16 million calculated at the interest rate of 2.23% per year throughout the duration of the agreement. 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 assistance from connected person. The size of the transaction is 66.95% of the Company's NTA (NTA of the Company as per the latest 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) <sup>1/</sup>	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
<b>Net Tangible Asset (NTA = (1) – (2) – (3) – (4))</b>	<b>167.52</b>
<b>Net profit (loss) is attributable to shareholders of the parent company (last 4 quarters)</b>	<b>(1,755.47)</b>

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 112.16 million / THB 167.52 million	66.95%

Source: The Company

When combined with the size of connected transactions during the past 6 months including the other transactions to be approved in the EGM before the date the Board of Directors resolved to approve this Transaction, the total transaction size will be equal to 113.20% of the Company's net tangible assets. 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 assistance 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
	<b>Total transactions during the past 6 months</b>	<b>22.74</b>	<b>2.21</b>	
5	Receipt of financial assistance from NSTH (Transaction 1)	71.20	42.50	April 28, 2025
6	Receipt of financial assistance from NSTH (Transaction 2)	112.16	66.95	April 28, 2025
7	Receipt of financial assistance from NSC (Transaction 3)	2.78	1.66	April 28, 2025
	<b>Total size of items proposed for approval at this shareholders' meeting</b>	<b>186.13</b>	<b>111.11</b>	<b>April 28, 2025</b>
<b>Total size of items proposed for approval at this shareholders' meeting and Transactions during the past 6 months</b>			<b>113.32</b>	

As the transaction size is higher than 3% of the Company's NTA, it is considered as a connected transaction. Therefore, the Company is obligated to proceed in accordance with the requirements under the Connected Transactions Announcement, 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 an 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 opinions 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.
- 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

The major shareholder of the Company 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.

**3.3.7. Plan after Receipt of Financial assistance**

The Company has access to secured loans for repayment of the 2025 1st NSTH Credit Agreement in the amount of THB 1,100 million which has a maturity date on June 30, 2025 and was obtained for general company purposes including working capital..

**3.3.8. Expected Benefits of Financial assistance Transaction**

The Company can access a long-term loan which will help to repay a short-term loan which has a maturity date on June 30, 2025.

**3.3.9. Conditions of the Transaction**

Entering this Transaction is considered as a large, connected transaction according to the Notification on Connected Transaction. Therefore, the Company is required to obtain approval for the Transaction from the shareholders' meeting with a vote of not less than three-fourths of the total number of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, and need to prepare and disclose an information memorandum on such transaction. At present, NSTH has no other preconditions for entering Transaction. The key terms of the 2025 3<sup>rd</sup> NSTH Credit Agreement are as specified in Clause 3.3.4.

**3.3.10. Timeline for Entering into Transaction 2**

Action	Estimated schedule <sup>1/</sup>
Request for approval of the Transaction from the Company's shareholder meeting.	Within June 2025
Execution and signing of the 2025 3 <sup>rd</sup> NSTH Credit Agreement.	Within June 2025
Disbursement of funds according to the 2025 3 <sup>rd</sup> NSTH Credit Agreement.	Within June 2025

Source: The Company

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

**3.3.11. Directors Having an interest or Being Connected Persons Not Attending the Meeting and Not Entitled to Vote**

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Mr. Bantoon Juicharearn, 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
2. Mr. Hisato Ishizaki	Executive of NSTH
3. Mr. Bantoon Juicharearn	Chairman of NSTH
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 EGM No. 1/2025

The shareholders who have interest 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 right to vote in the Company's EGM in this agenda (based on the latest closing register as of March 28, 2025).

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited <sup>(1)</sup>	14,461,489,473	49.99
Nippon Steel Corporation <sup>(2)</sup>	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 September 30, 2024, 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

Remark: 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 assistance Transaction

The Board of Directors has considered the reason and necessity of the Transaction and resolved that the receipt of financial assistance is reasonable and will eventually benefit the financial status of the Company. The interest rate is lower than the median of MLR (Minimum Loan Rate) of 10 financial institutions in Thailand, including Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, TMBThanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and House Bank which is in the range of 6.825% to 8.125% per year (the median is 7.278% per year) from Bank of Thailand as of April 24, 2025. The Board of Directors stated that the Credit Agreement is necessary and will benefit to the Company cash flow situation. Thus, the Board of Directors have resolved to approve the Company to propose to the shareholders' meeting to consider and approve a financial support transaction by entering into a Credit Agreement with NSTH for an amount THB 1,100 million during a period from June 30, 2025 to December 31, 2029 at the interest rate of Policy Interest Rate + 0.23%, currently totaling 2.23% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025)

**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 Transaction 3 (Guarantee Fee Agreement)****3.4.1. Objective and Background of Entering into Transaction 3**

The Company will receive financial assistance from NSC by entering into a Guarantee Fee Agreement in connection with the request for working capital loan agreements from three banks, namely BAY, Mizuho, and SMBC.

**3.4.2. Date of the Transaction**

Entering into a Guarantee Fee agreement for a period from June 30, 2025, to June 30, 2026

**3.4.3. Related Parties**

Details of the Relationship as shown in Clause 3.1

Finance receiver	:	G Steel Public Company Limited
Finance supporter	:	Nippon Steel Corporation (NSC)
Relationship	:	The major shareholder of the Company 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.

**3.4.4. General characteristics of the Transaction**

The Company will receive financial assistance from NSC by entering into the Guarantee Fee Agreement for the Working Capital Loan Agreements from three banks, namely BAY, Mizuho and SMBC, in which NSC agrees to be a guarantor for a total guarantee amount not exceeding THB 2,100 million for a period from June 30, 2025 to June 30, 2026, with a guarantee fee of 0.13 percent per year of the guarantee amount.

**Term Sheet of the Guarantee Fee Agreement between NSC and GSTEEL (Guarantee Fee Agreement Term Sheet)**

Key Terms	Guarantee Fee Agreement <sup>1/</sup>
Guarantee type	Guarantee for working capital loan
Guarantee amount	Not exceeding THB 2,100 million to be allocated for three banks (BAY, Mizuho and SMBC)
Guarantee period	From June 30, 2025, to June 30, 2026
Guarantee fee	0.13% per year of the guaranteed amount
Default fee	2.00% per year of the overdue guaranteed fee

Source: The Company

Remarks: 1/ Other detailed terms and conditions to be finalized by the Board of Directors while finalizing the Guarantee Fee Agreement. However, the amendments to the Key Terms of the guaranteed fee agreement must be in line with terms specified in the Guarantee Fee Agreement Term Sheet. The Audit Committee is fully aware of its duty to ensure that the Key Terms of the

Guarantee Fee Agreement will not deviate significantly from the Guarantee Fee Agreement Term Sheet. If such a significant change of the terms happens, which will impact the Company adversely, the Audit Committee will recommend to the Company's Board of Directors to convene a shareholder meeting for approval of such changes.

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 determine other terms and conditions for the Transaction and perform any other acts related to documents;
- 2) To sign contracts and/or financial support documents and other relevant financial documents, any contracts and/or amendments or contracts and/or amendments documents as well as to approve the fees, expenses and taxes associated with the execution of such contracts and/or documents.
- 3) 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 receive financial assistance from NSC by entering into the Guarantee Fee Agreement for the Working Capital Loan Agreements from three banks, namely BAY, Mizuho and SMBC, in which NSC agrees to be a guarantor for a total guarantee amount not exceeding THB 2,100 million for a period from June 30, 2025 to June 30, 2026, with a guarantee fee of 0.13 percent per year of the guarantee amount.

Total value of the Transaction comprises of guarantee fee of the Guarantee Fee Agreement. Hence, the transaction value shall be the guarantee fee which is not exceeding THB 2.78 million calculated at the guarantee fee of 0.13% per year throughout the duration of the agreement

The aforementioned transaction is considered as the receipt of financial assistance from connected person. The size of the transaction is 1.66% of the Company's NTA (NTA of the Company as per the latest 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) <sup>1/</sup>	12.86
Total Liabilities (3)	8,218.29
Non-controlling Shareholders' Equity (4)	0.00
<b>Net Tangible Asset (NTA = (1) – (2) – (3) – (4))</b>	<b>167.52</b>
<b>Net profit (loss) is attributable to shareholders of the parent company (last 4 quarters)</b>	<b>(1,755.47)</b>

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 2.78 million / THB 167.52 million	1.66%

Source: The Company

When combined with the size of connected transactions during the past 6 months including the other transactions to be approved in the EGM before the date the Board of Directors resolved to approve this Transaction, the total transaction size will be equal to 113.20% of the Company's net tangible assets. 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 assistance 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
	<b>Total transactions during the past 6 months</b>	<b>22.74</b>	<b>2.21</b>	
5	Receipt of financial assistance from NSTH (Transaction 1)	71.20	42.50	April 28, 2025
6	Receipt of financial assistance from NSTH (Transaction 2)	112.16	66.95	April 28, 2025
7	Receipt of financial assistance from NSC (Transaction 3)	2.78	1.66	April 28, 2025
	<b>Total size of items proposed for approval at this shareholders' meeting</b>	<b>186.13</b>	<b>111.11</b>	<b>April 28, 2025</b>
<b>Total size of items proposed for approval at this shareholders' meeting and Transactions during the past 6 months</b>			<b>113.32</b>	

As the transaction size is higher than 3% of the Company's NTA, it is considered as a connected transaction. Therefore, the Company is obligated to proceed in accordance with the requirements under the Connected Transactions Announcement, 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 an 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 opinions 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.

- 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 Transaction 3

The major shareholder of the Company 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.

### 3.4.7. Plan after Receipt of Financial assistance

The Company will receive financial assistance from NSC by entering into the Guarantee Fee Agreement for the Working Capital Loan Agreements from three banks, namely BAY, Mizuho and SMBC, in which NSC agrees to be a guarantor for a total guarantee amount not exceeding THB 2,100 million.

### 3.4.8. Expected Benefits of Financial assistance Transaction

By receiving the guarantee from NSC, the Company can continue to avail the working capital facilities from the banks to support its business operations.

### 3.4.9. Conditions of the Transaction

Entering this Transaction is considered as a large, connected transaction according to the Notification on Connected Transaction. Therefore, the Company is required to obtain approval for the Transaction from the shareholders' meeting with a vote of not less than three-fourths of the total number of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, and need to prepare and disclose an information memorandum on such transaction. At present, NSC has no other preconditions for entering Transaction. The key terms of the Guarantee Fee Agreement are as specified in Clause 3.4.4.

### 3.4.10. Timeline for Entering into Transaction 3

Action	Estimated schedule <sup>1/</sup>
Request for approval of the Transaction from the Company's shareholder meeting.	Within June 2025
Execution and signing of the Guarantee Fee Agreement.	Within June 2025

Source: The Company

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

### 3.4.11. Directors Having an interest or Being Connected Persons Not Attending the Meeting and Not Entitled to Vote

Some of the Company's directors, namely, Mr. Hideki Ogawa, Mr. Hisato Ishizaki, Mr. Bantoon Juicharern, 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
2. Mr. Hisato Ishizaki	Executive of NSTH
3. Mr. Bantoon Juichareern	Chairman of NSTH
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 EGM No.1/2025

The shareholders who have interest 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 right to vote in the Company's EGM in this agenda (based on the latest closing register as of March 28, 2025).

Shareholder	Number of shares	Percent
1. NIPPON STEEL CORPORATION group	17,424,672,258	60.23
Asia Credit Opportunities I (Mauritius) Limited <sup>(1)</sup>	14,461,489,473	49.99
Nippon Steel Corporation <sup>(2)</sup>	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 September 30, 2024, 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

Remark: 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 assistance Transaction

The Board of Directors has considered the reason and necessity of the Transaction and resolved that the receipt of financial assistance is reasonable and will eventually benefit the financial status of the Company. Further, the guaranteed fee of 0.13 percent per year charged by NSC is lower than the reference guarantee fees of some other listed companies. Thus, the Board of Directors have resolved to approve the Company to propose to the shareholders' meeting to consider and approve a financial support transaction by entering into the Guarantee Fee Agreement for the Working Capital Loan

Agreements from three banks, namely BAY, Mizuho and SMBC, in which NSC agrees to be a guarantor for a total guarantee amount not exceeding THB 2,100 million, for a period from June 30, 2025 to June 30, 2026, with a guarantee fee of 0.13 percent per year of the guarantee amount.

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-

#### 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.

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	: <a href="https://www.nipponsteel.com/en/">https://www.nipponsteel.com/en/</a>
Paid-up Capital	: JPY 419.80 billion



Number of paid-up shares : 950.49 million ordinary shares

*Please consider additional details in Attachment 3.*

## 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  $\leq 3$  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	2,039,458	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 for the 69 countries reporting to the World Steel Association (worldsteel) was 166.1 million tonnes (Mt) in March 2025. This is a 2.9% increase compared to the same month a year ago.

Global crude steel production for 2025 is forecast at 1.846 billion tonnes, which is slightly adjusted downward compared to earlier estimates. Tariffs and trade uncertainty are reducing steel demand in North America and Southeast Asia. China's output will fall below 1 billion tonnes in 2025 due to weak construction demand and export limits. India and North America face slower growth, impacted by low infrastructure spending and tariff changes

Sources: World Steel Association, Fastmarkets (Information as of April 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 underwent a significant change in its shareholder structure. At present, NSC is the major shareholder of the Company and is in the process of restructuring its financial and production systems to enable the Company to continue its operations. However, the Company is still in the process of implementing investment projects to improve its production and quality related issues, which has caused a shortage of liquidity. Therefore, the Board of Directors' Meeting No. 6/2025 held on April 28, 2025, under the consideration and comments of the Audit Committee Meeting No. 6/2025 held on April 28, 2025, resolved to propose to the shareholders' meeting for consideration and approval of entering into 2 connected transactions, which are expected to be beneficial to the Company in strengthening its financial position, namely:

Transaction 1 (Entering into 2025 2<sup>nd</sup> NSTH Credit Agreement)

Transaction 2 (Entering into 2025 3<sup>rd</sup> NSTH Credit Agreement)

Transaction 3 (Entering into Guarantee Fee Agreement)

As detailed in Clause 1.

### 7.1. Opinion of IFA regarding the Reasonableness of the Transactions (Entering into connected transactions in receiving financial assistance or Financial Assistance Transaction)

#### 7.1.1. Objectives and Background of Entering into the Transactions

Transaction 1 (Entering into 2025 2<sup>nd</sup> NSTH Credit Agreement)

The Company will receive financial assistance from NSTH by entering into a Credit Agreement. From the said agreement, the Company can borrow the unsecured loan from NSTH for an amount not exceeding THB 3,369 million from June 17, 2025 to May 31, 2026 with the interest rate equal to the Policy Interest Rate + 0.18%, currently totaling 2.18% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025).

The purpose of the loan under the 2025 2<sup>nd</sup> NSTH Credit Agreement is to support the Company's capital expenditures and general operations, including working capital, interest payments, and repayment of other loans.

Transaction 2 (Entering into 2025 3<sup>rd</sup> NSTH Credit Agreement)

The Company will receive financial assistance from NSTH by entering into a Credit Agreement where the Company can borrow the secured long-term loan for an amount of THB 1,100 million for a period from June 30, 2025 to December 31, 2029 with the interest rate equal to the Policy Interest Rate + 0.23%, currently totaling 2.23% per year (Policy Interest Rate equal to 2.00% per year as of February 26, 2025), where the utilization of this 2025 3<sup>rd</sup> NSTH Credit Agreement is to repay the 2025 1<sup>st</sup> NSTH Credit Agreement of THB 1,100 million.

Transaction 3 (Entering into Guarantee Fee Agreement)

The Company will receive financial assistance from NSC by entering into the Guarantee Fee Agreement for the Working Capital Loan Agreements from three banks, namely BAY, Mizuho and SMBC, in which NSC agrees to be a guarantor for a total guarantee amount not exceeding THB 2,100 million for a period from June 30, 2025 to June 30, 2026, with a guarantee fee of 0.13 percent per year of the guarantee amount.

### 7.1.2. Impact from Entering into the Transactions

Transaction 1 (Entering into 2025 2<sup>nd</sup> NSTH Credit Agreement) and Transaction 2 (Entering into 2025 3<sup>rd</sup> NSTH Credit Agreement)

- Account impact on The Company

Entry (THB million)	As of December 31, 2024	After the drawdown of the 2025 1 <sup>st</sup> NSTH Credit Agreement loan	Increase / (Decrease) from entering into Transaction 1 and Transaction 2	Expected impact after entering into Transaction 1 and Transaction 2 <sup>2/</sup>	Change from 31 Dec 2024 (%)
<b>Impact on the Statement of Financial Position</b>					
<b>Current Liabilities</b>					
Cash Management Service Agreement	400.00	(400.00)	0.00	0.00	(100.00)
Short-term Loan from Related Party – 2025 1 <sup>st</sup> NSTH Credit Agreement	0.00	1,100.00	(1,100.00)	0.00	0.00
Short-term Loan from Related Party – 2025 2 <sup>nd</sup> NSTH Credit Agreement	0.00	0.00	3,369.00	3,369.00	100.00
Short-term Loan from Related Party – 2025 3 <sup>rd</sup> NSTH Credit Agreement	0.00	0.00	1,100.00	1,100.00	100.00
<b>Total Liabilities</b>	<b>8,218.29</b>	<b>8,918.29<sup>1/</sup></b>	<b>3,369.00</b>	<b>12,287.29</b>	<b>49.51</b>
<b>D/E Ratio (times)</b>	<b>45.56</b>	<b>49.44</b>		<b>68.12</b>	<b>49.51</b>

Remarks: 1/ Information as of December 31, 2024, adjusted to reflect the drawdown of a short-term loan amounting to THB 1,100.00 million from NSTH

2/ This is a preliminary estimate and may be subject to future changes

Source: The Company

Based on the table above, following the execution of Transaction 1, it is projected that the Company will have a short-term loan from a related party, under the 2025 2<sup>nd</sup> NSTH Credit Agreement and 2025 3<sup>rd</sup> NSTH Credit Agreement, increased up to a maximum of THB 4,469.00 million. However, after drawing down the loan under the 2025 3<sup>rd</sup> NSTH Credit Agreement, the Company will use such funds to repay the loan under the 2025 1<sup>st</sup> NSTH Credit Agreement in the amount of THB 1,100.00 million, which is due on June 30, 2025. Considering the impact of Transaction 1 and Transaction 2 (based on the financial statements as of December 31, 2024), the total liabilities reported on the Company's statement of financial position will significantly increase, from THB 8,218.29 million to THB 12,287.29 million. Consequently, the debt-to-equity ratio (D/E Ratio) will rise from 45.56 times to 68.12 times, which will result in higher future financial costs reflected in the Company's income statement.

Moreover, since the Company continuously had operating losses and from the latest financial statement as of March 31, 2025, the shareholders' equity of the Company is negative by an amount of THB (324.87) million. Thus, the Company is currently considering possible solutions to solve this problem as soon as possible, firstly by turning around the operations to achieve profitability. However, IFA views that one of the possible solutions is a capital increase from the shareholders of the Company which is subject to shareholders' approval.

- Impact on the Company's Liabilities



The entering into this Transaction will have a significant impact on the total liabilities presented in the Company's statement of financial position, as total liabilities will increase from THB 8,218.29 million to THB 12,287.29 million. Consequently, the debt-to-equity (D/E) ratio will rise from 45.56 times to 68.12 times. This impact is expected to materially affect the Company's statement of profit or loss, as the Company will incur higher total financial costs in the future.

List (THB million)	Loan amount	Forecasted interest rate as Key Term of the agreement	Estimated interest expenses increase (decrease) <sup>1/</sup>
Entering into the 2025 1 <sup>st</sup> NSTH Credit Agreement	(1,100.00)	2.18%	(24.31)
Entering into the 2025 2 <sup>nd</sup> NSTH Credit Agreement	3,369.00	2.18%	71.20
Entering into the 2025 3 <sup>rd</sup> NSTH Credit Agreement	1,100.00	2.23%	112.16
Total			159.04

Remark : 1/ This is a preliminary estimate which may change in the future.

Source : Company

#### Transaction 3 (Entering into Guarantee Fee Agreement)

The Company will receive financial assistance from NSC by entering into the Guarantee Fee Agreement for Working Capital Loan Agreements from three banks, namely BAY, Mizuho, and SMBC. Under this arrangement, NSC agrees to act as the guarantor. This guarantee fee agreement is considered part of the working capital loan agreements. However, receiving such financial assistance will have an impact on the Company's profit and loss statement, as it will result in an increase in the Company's total expenses in the future.

List (THB million)	Loan amount	Forecasted interest rate as Key Term of the agreement	Estimated interest expenses increase (decrease) <sup>1/</sup>
Entering into the Guarantee Fee Agreement	2,100.00	0.13%	2.78

Remark : 1/ This is a preliminary estimate which may change in the future.

Source : Company

### 7.1.3. Advantages, Disadvantages, and Risks of Entering into the Transactions

#### 7.1.3.1. Advantages of Transaction 1 (2025 2<sup>nd</sup> NSTH Credit Agreement)

##### 7.1.3.1.1. The Company will have sufficient funds for general operating purpose and the Company's investment purposes.

As the Company plans to enter into the 2025 2<sup>nd</sup> NSTH Credit Agreement with a credit limit not exceeding THB 3,369.00 million, with repayment due on May 31, 2026, and 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, short-term borrowings of THB 4,672.63 million, and long-term borrowings of THB 1,085.00 million. In addition, the Company reported a net loss of THB (1,755.47) million for the year 2024.

Considering the Company's Debt to Equity (D/E) ratio of 45.56 as of December 31, 2024, it may be difficult for the Company to obtain loans from financial institutions, or if accessible, the loan may carry interest rates higher than the average Minimum Overdraft Rate (MOR). Additionally, this financial assistance from NSTH is in the form of an unsecured credit, which typically comes with a higher interest rate than secured loans. However, the fact that the Company can access funding for general operational expenses and for investment, at an interest rate lower than the MOR of the top 10 commercial banks in Thailand (as detailed in Clause 8.1.1), is likely to benefit the Company. It enables the Company to use the funds to invest in order to maintain production stability, reduce costs, improve product quality, and increase sales through greater market share.

**7.1.3.1.2. The interest rate for entering into Transaction 1 is lower than general commercial bank rates**

Although entering into Transaction 1 is with NSTH, a related party of the Company, the interest rate of 2.18% per year (which is a floating rate as detailed in Clause 3.2.4.) offered to the Company is lower than the Minimum Overdraft Rate (MOR) charged by the top 10 commercial banks in Thailand to their prime large corporate clients as of April 28, 2025, which ranges between 7.02% to 8.25% per year (with a median of 7.23%) (details in Clause 8.1.1).

Moreover, the said credit facility does not require any collateral obligation, despite the fact that the Company has been operating at a loss for several years, resulting in a current Debt to Equity (D/E) ratio of 45.56 times (based on total equity of THB 180.38 million and total liabilities of THB 8,218.29 million according to the Company's latest audited consolidated financial statements as of December 31, 2024). Considering the historical loss performance, the Company may be at risk of becoming insolvent within 2025.

**7.1.3.1.3. The interest rate for entering into Transaction 1 is lower than general short-term loan rates of other companies in the same industry**

IFA has compared the interest rate under the 2025 2<sup>nd</sup> NSTH Credit Agreement Term Sheet with publicly disclosed short-term loan agreements of other companies in the same industry group as the Company, specifically the industrial products group, iron and metal products category. It was found that the interest rate received by the Company is in the 6.25th percentile. This implies that approximately 93.75% of the loan agreements in the same industry carry interest rates higher than or equal to the rate offered to the Company by NSTH (as detailed in Clause 8.1.2). Moreover, this credit facility does not require any collateral, even though the Company has been operating at a loss for consecutive years.

**7.1.3.1.4. Reducing the risk regarding The Company's ability to continue operations in the future**

The Company's auditor included an additional remark in the 2024 financial statements, stating that as of December 31, 2024, the Group's total current liabilities exceeded its total current assets by THB 4,788 million (as at December 31, 2023 by THB 2,965 million) and it had deficit of THB 26,564 million (as at December 31, 2023 of THB 24,809 million). The Group's ability to continue its operations as a going concern may depend on its success in compliance with restructuring plan and finding source of capital and the management's ability to manage the Group's future operations .

Therefore, NSTH, which has the same major shareholder as the Company, recognizing the necessity to provide financial assistance to the Company in the form of a short-term loan, should be deemed beneficial for the Company since

it enables the Company to continue its operations and helps reduce the risk regarding the Company's going concern capability.

#### 7.1.3.1.5. The Company may have no other alternative

From the Company's past performance, it is evident that the Company may have no other viable options. If the Company does not obtain financial assistance from the related party in this instance, it may be difficult for the Company to secure loans from financial institutions or issue debentures to the general public. Therefore, if the Company does not receive financial assistance at this time, it may default on its debt obligations to the related party, which could subsequently trigger a cross-default and potentially lead the Company into bankruptcy.

#### 7.1.3.2. Advantages of Transaction 2 (2025 3<sup>rd</sup> NSTH Credit Agreement)

##### 7.1.3.2.1. The Company will have sufficient funds for the repayment of the loan under the 2025 1<sup>st</sup> NSTH Credit Agreement

Since the Company will enter into the 2025 3<sup>rd</sup> NSTH Credit Agreement for a credit facility of up to THB 1,100.00 million, with repayment due by December 31, 2029, 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, short-term borrowings due within one year of THB 4,672.63 million, and long-term borrowings due after one year of THB 1,085.00 million. In addition, the Company reported a net loss of THB (1,755.47) million for the year 2024.

Following the drawdown under the 2025 1<sup>st</sup> NSTH Credit Agreement, the Company's short-term borrowings will increase by another THB 1,100 million, partially to repay the cash management service loan of THB 400.00 million, resulting in total borrowings due within one year of THB 5,372.63 million, and long-term borrowings due after one year of THB 1,085.00 million. Therefore, considering the Company's ability to repay the borrowings under the 2025 1<sup>st</sup> NSTH Credit Agreement, which is due on June 30, 2025, the Company is likely to be unable to make the repayment as scheduled. Should the Company default on this repayment, it will incur increased interest expenses (with default interest rates at 14% per year) and damage the Company's credibility with other creditors, especially financial institutions. Currently, the Company has revolving credit facilities with three financial institutions, and the loan agreements with all three banks include cross-default clauses, meaning that a default with another creditor would trigger defaults under these agreements as well, subjecting the Company to default interest rates of 14%–15% per year (with one bank having no minimum debt threshold, while the other two banks specify a minimum default amount of THB 155 million).

Moreover, given the Company's high debt-to-equity ratio (D/E Ratio) of 45.56 times as of December 31, 2024, it would be difficult for the Company to obtain new loans from financial institutions. Even if possible, the applicable interest rates would likely be higher than the average MLR (Minimum Lending Rate). Thus, the ability to access funding to repay the borrowings under the 2025 1<sup>st</sup> NSTH Credit Agreement, at an interest rate lower than the MLR of the top 10 commercial banks in Thailand (as detailed in Section 8.2.1.), would be beneficial to the Company, allowing it to repay the principal under the 2025 1<sup>st</sup> NSTH Credit Agreement within the agreed period.

**7.1.3.2.2. The interest rate for entering into Transaction 2 is lower than general commercial bank rates**

Although entering into Transaction 2 is a transaction with NSTH, a related party of the Company, the interest rate of 2.23% per year (which is a floating rate as detailed in Clause 3.3.4.) offered to the Company is lower than the Minimum Lending Rate (MLR) charged by the top 10 commercial banks in Thailand to their prime large corporate clients as of April 28, 2025, which ranges between 6.83% to 8.13% per year (with a median of 7.28%) (details in Clause 8.2.1).

**7.1.3.2.3. The interest rate for entering into Transaction 2 is lower than general long-term loan rates of other companies in the same industry**

IFA has compared the interest rate under the 2025 3<sup>rd</sup> NSTH Credit Agreement with publicly disclosed long-term loan agreements of other companies in the same industry group as the Company, specifically the industrial products group, iron and metal products category. It was found that the interest rate received by the Company is in the 18.18th percentile. This implies that approximately 81.82% of the loan agreements in the same industry carry interest rates higher than or equal to the rate offered to the Company by NSTH (as detailed in Clause 8.2.2).

**7.1.3.2.4. Reducing the risk regarding the Company's ability to continue operations in the future**

The Company's auditor included an additional remark in the 2024 financial statements, stating that as of December 31, 2024, the Group's total current liabilities exceeded its total current assets by THB 4,788 million (as at December 31, 2023 by THB 2,965 million) and it had deficit of THB 26,564 million (as at December 31, 2023 of THB 24,809 million). The Group's ability to continue its operations as a going concern may depend on its success in compliance with restructuring plan and finding source of capital and the management's ability to manage the Group's future operations .

Therefore, NSTH, which has the same major shareholder as the Company, recognizing the necessity to provide financial assistance to the Company in the form of a short-term loan, is deemed beneficial. It enables the Company to continue its operations and helps reduce the risk regarding the Company's going concern capability.

**7.1.3.2.5. The Company may have no other alternative**

From the Company's past performance, it is evident that the Company may have no other viable options. If the Company does not obtain financial assistance from the related party in this instance, it may be difficult for the Company to secure loans from financial institutions or issue debentures to the general public. Therefore, if the Company does not receive financial assistance at this time, it may default on its debt obligations to the related party, which could subsequently trigger a cross-default and potentially lead the Company into bankruptcy.

**7.1.3.3. Advantages of Transaction 3 (Guarantee Fee Agreement)****7.1.3.3.1. Enables the Company to comply with the requirements from the financial institutions**

At present, the Company has entered into working capital loan agreements with three financial institutions, BAY, Mizuho, and SMBC, with an outstanding amount of THB 1,750.00 million. Currently, these financial institutions have requested that the Company provide a guarantor for the working capital loan agreements, and NSC has agreed to act as the guarantor. Entering into Transaction 3 will allow the Company to maintain the remaining revolving credit lines (Working Capital) with the financial institutions amounting to approximately THB 350 million, which can be used to support the

Company's future operations. Therefore, this transaction provides the Company with the opportunity to improve its financial structure.

As of December 31, 2024, the Company had interest-bearing liabilities totaling THB 7,308.69 million, with details 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 (Metal Inter)	87.37	1.20	December 1, 2026
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, 2028
Liabilities from terminated rehabilitation plan and compromise - Others <sup>1/</sup>	61.78	0.85	Loan with no creditor claiming the debt
Short-term borrowings from related party	3,100.00	42.42	
2024 1 <sup>st</sup> NSTH Credit Agreement	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 (Nirum)	168.78	2.31	December 1, 2026
2024 2 <sup>nd</sup> NSTH Credit Agreement	1,085.00	14.85	December 31, 2029
Debenture	529.69	7.25	
BOND-70 <sup>2/</sup>	218.11	2.98	Loan with no creditor claiming the debt
BOND-100 <sup>2/</sup>	311.58	4.26	Loan with no creditor claiming the debt
<b>Total</b>	<b>7,308.69</b>	<b>100.00</b>	

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.

**7.1.3.3.2. The guarantee fee under Transaction 3 is lower than that of the government financial institutions**

To help shareholders clearly understand the guarantee fee, IFA has compared the guarantee fee under the conditions of the Guarantee Fee Agreement Term Sheet with the guarantee fee of the Thai Credit Guarantee Corporation (TCG), a state agency established to support the private sector in conducting business through loan guarantees. TCG facilitates access to financing for entrepreneurs with potential but insufficient collateral, no collateral, or insufficient creditworthiness from the perspective of financial institutions, by acting as a guarantor for loans obtained from financial institutions. When comparing the guarantee fee (payable by the Company to NSC) at 0.13% per year with the guarantee fees charged by TCG, it was found that the guarantee fee under Transaction 3 is lower than the lowest guarantee fee (including management fees) charged by TCG. (Details in Clause 8.3.1.)

**7.1.3.3.3. The guarantee fee under Transaction 3 is lower than the service fee for issuing a loan guarantee letter of commercial banks in Thailand**

IFA compared the guarantee fee under the conditions of the Guarantee Fee Agreement, which stipulates a guarantee fee of 0.13% per year, with the service fee for issuing a loan guarantee letter of commercial banks in Thailand. The analysis found that the guarantee fee for Transaction 3 falls in the 0.00<sup>th</sup> percentile, meaning it is among the lowest when compared to the guarantee fees of loan guarantee agreements issued by commercial banks in Thailand (as detailed in Clause 8.3.2).

**7.1.3.3.4. The guarantee fee under Transaction 3 is lower than the publicly disclosed guarantee fees of other companies in the SET over the past 5 years (2020 – 2024)**

IFA compared the guarantee fee under the conditions of the Guarantee Fee Agreement, which stipulates a guarantee fee of 0.13% per year, with publicly disclosed guarantee fee data from other companies listed on the SET over the past 5 years (2020–2024), which range between 0.20% – 1.75% of the guarantee amount. The analysis found that the guarantee fee for Transaction 3 is lower than the lowest guarantee fee disclosed in any guarantee agreement of other listed companies on the SET during the past five years (as detailed in Clause 8.3.3).

**7.1.3.3.5. The interest rate of the Working Capital Loan Agreement combined with NSC's guarantee fee under Transaction 3 is lower than the MOR charged by commercial banks for prime customers**

IFA compared the interest rates of the Working Capital Loan Agreement provided by three financial institutions, namely, BAY, Mizuho, and SMBC, together with NSC's guarantee fee of 0.13% per year. The resulting combined effective rates are 2.89%, 2.78%, and 2.78% per year, respectively. When compared with the reference MOR interest rates disclosed by the BOT as of April 28, 2025, it was found that the combined interest rate and guarantee fee under Transaction 2 are lower than the median MOR of the top 10 commercial banks in Thailand, namely: Bangkok Bank, Krung Thai Bank, Kasikornbank, Siam Commercial Bank, Bank of Ayudhya, TMBThanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and Houses Bank. These MORs range between 7.02% and 8.25% per year, with a median of 7.23%

per year. Additionally, the combined rate is also lower than the lowest MOR among all 10 banks. (details in Clause 8.3.4). This clearly indicates that the Company's entry into the bank loan guarantee agreement has had a significant positive impact on the interest rate the Company received (without yet factoring in the Company's financial status or debt servicing ability).

**7.1.3.3.6. The interest rate of the Working Capital Loan Agreement combined with NSC's guarantee fee under Transaction 3 is lower than the short-term loan interest rates publicly disclosed by other companies in the same industry group (industrial products – steel and metal products)**

IFA compared the interest rates of Working Capital Loan Agreement provided by three financial institutions, namely, BAY, Mizuho, and SMBC, together with the guarantee fee of 0.13% per year from NSC. The resulting combined interest rates are 2.89%, 2.78%, and 2.78% per year, respectively. These rates were then compared with the short-term loan interest rates disclosed publicly by other companies in the same industry group as the Company, specifically the Industrial Products sector under the Steel and Metal Products category, as of April 28, 2025.

The analysis found that the combined interest rate and guarantee fee under Transaction 2 falls in the 6.25<sup>th</sup> percentile. This indicates that approximately 93.75% of short-term loan agreements disclosed by companies in the same industry have higher or equal interest rates compared to the combined rate obtained by the Company under this transaction (details in Clause 8.3.5).

**7.1.3.4. Disadvantages of Transactions 1 (Entering into 2025 2<sup>nd</sup> NSTH Credit Agreement), Transaction 2 (Entering into 2025 3<sup>rd</sup> NSTH Credit Agreement), and Transaction 3 (Entering into Guarantee Fee Agreement)**

**7.1.3.4.1. Increases in the Company's total financial cost burden**

The Transactions are considered financial assistance transaction. In receiving such financial assistance, the Company will incur interest payments, as detailed below:

Transaction	Interest Rate / Guarantee Fee	Timeline
Transaction 1 (Entering into the 2025 2 <sup>nd</sup> NSTH Credit Agreement)	Policy Interest Rate + 0.18%. When considering the Policy Interest Rate in February 2025, the interest rate for financial assistance under the credit agreement will be 2.18% per year (2.00% + 0.18%).	June 17, 2025 – May 31, 2026
Transaction 2 (Entering into the 2025 3 <sup>rd</sup> NSTH Credit Agreement)	Policy Interest Rate + 0.23%. When considering the Policy Interest Rate in February 2025, the interest rate for financial assistance under the credit agreement will be 2.23% per year (2.00% + 0.23%).	June 30, 2025 – December 31, 2029
Transaction 3 (Entering into the Guarantee Fee Agreement)	Guarantee fee of 0.13% per year of the guaranteed amount.	Entering into a Guarantee Fee Agreement from June 30, 2025 to June 30, 2026.

From the preliminary details, the estimated interest to be paid from entering into Transaction 1 is approximately THB 71.20 million, the estimated interest to be paid from entering into Transaction 2 is approximately THB 112.16 million,

and the estimated guarantee fee to be paid from entering into Transaction 3 is approximately THB 2.78 million. Such financial costs and fees will have a direct impact on the Company's profit and loss statement.

However, when comparing the interest rate under the conditions of the 2025 2<sup>nd</sup> NSTH Credit Agreement (Transaction 1) with 1) the reference interest rates of commercial banks and 2) the short-term loan interest rates of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 1 is lower than the lowest MOR rate of the top 10 commercial banks in Thailand. Moreover, the interest rate for Transaction 1 falls within the 6.25th percentile of the short-term loan interest rates in the industrial products group, iron and metal products category (indicating that approximately 93.75% of short-term credit agreements in the same industry have interest rates higher than or equal to the rate the Company receives), as detailed in Clauses 8.1.1. – 8.1.2.

When comparing the interest rate under the conditions of the 2025 3<sup>rd</sup> NSTH Credit Agreement (Transaction 2) with 1) the reference interest rates of commercial banks and 2) the short-term loan interest rates of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 2 is lower than the lowest MLR rate of the top 10 commercial banks in Thailand. Moreover, the interest rate for Transaction 2 falls within the 18.18th percentile of the long-term loan interest rates in the industrial products group, iron and metal products category (indicating that approximately 81.82% of long-term credit agreements in the same industry have interest rates higher than or equal to the rate the Company receives), as detailed in Clauses 8.2.1. – 8.2.2.

And when comparing the guarantee fee under the terms of the Guarantee Fee Agreement (Transaction 3) with 1) the guarantee fee of the Thailand Credit Guarantee Corporation (TCG), 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and 3) publicly disclosed guarantee information of other listed companies on the SET over the past five years (2020–2024), it was found that the guarantee fee under the Guarantee Fee Agreement Term Sheet is lower than the lowest total guarantee fee (including management fee) of TCG. Furthermore, when compared to the service fee for issuing a loan guarantee letter from commercial banks in Thailand, it ranks in the 0.00 percentile, meaning the guarantee fee is among the lowest compared to those from commercial bank loan guarantee agreements in Thailand. Additionally, the guarantee fee under the conditions of the Guarantee Fee Agreement Term Sheet is also lower than the lowest guarantee fee among publicly disclosed guarantee contracts of other companies on the SET in the past five years (2020–2024), as detailed in Clauses 8.3.1 – 8.3.3.

Additionally, IFA compared the interest rate of the Working Capital Loan Agreement combined with NSC's guarantee fee under Transaction 3 against 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group. It was found that the combined interest rate and guarantee fee are lower than the lowest MOR rate of the top 10 commercial banks in Thailand. Moreover, this combined rate is in the 6.25<sup>th</sup> percentile of short-term loan interest rates in the industrial products group, specifically the steel and metal products category, indicating that about 93.75% of such loans in the same industry have higher or equivalent rates, as detailed in Clauses 8.3.4 – 8.3.5.

#### **7.1.3.4.2. Entering into Transaction 2 (loans under 2025 3<sup>rd</sup> NSTH Credit Agreement): the Company must provide collateral for the loan**

According to the details in Section 3.3.4, the summary of the key terms of the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet requires collateral in the form of land, buildings, and production machinery. As of the financial statements



dated December 31, 2024, these assets have a book value of THB 3,083.93 million and an appraised value by an independent appraiser of THB 3,515.36 million (details in the Attachment 4), resulting in a loan-to-collateral value ratio of 31.29%. However, the exact same land, buildings, and machinery are already pledged as collateral under the 2025 2<sup>nd</sup> NSTH Credit Agreement, which has a loan amount of THB 1,600 million, totaling THB 2,700 million, representing the total loan to collateral value ratio of 76.81%.. Moreover, if considering the forced sale value of the collateralized assets at THB 1,429.33 million, according to the independent appraiser's report, the loan-to-forced-sale-value ratio would be 188.90%, which is higher than normal practice (where loan-to-asset value ratios typically range between 50% – 70%, depending on the nature of the loan and the borrower's risk; source: Investopedia).

In addition, there is a possibility that financial institutions may prohibit the use of part of the collateral assets for this transaction or may request a senior lien before granting consent for this transaction (Mahachai already holds collateral consisting of 5 land plots).

In this regard, if a default occurs against Mahachai and NSTH, Mahachai will receive proceeds from the forced sale of the 5 land plots, amounting to approximately THB 49.43 million (based on the forced sale value assessed by an independent appraiser), together with 800 million shares of GJS, valued at approximately THB 112.00 million (based on GJS's closing price as of 28 April 2025). Compared to Mahachai's outstanding debt of THB 324.61 million, the Company would still have outstanding debt to Mahachai of approximately THB 212.61 million. Meanwhile, NSTH would be entitled to receive proceeds from the forced sale of the Company's remaining collateral, valued at approximately THB 1,379.90 million (based on the forced sale value assessed by an independent appraiser).

No.	Loans related to NSC after entering into the transactions	Interest rate <sup>1/</sup>	Contract end date	Outstanding Principal / Credit limit (THB million)	Approval	Collateral
1	ACO I (USD)	4.50% (Policy rate + 2.50% per year)	November 28, 2028	117.40 <sup>2/</sup>	2025 AGM	No
2	ACO I (Metal Inter)	4.50% (Policy rate + 2.50% per year)	December 1, 2026	87.37 <sup>2/</sup>	2025 AGM	No
3	ACO I (Nirum)	4.50% (Policy rate + 2.50% per year)	December 1, 2026	168.78 <sup>2/</sup>	2025 AGM	Yes
4	2024 1 <sup>st</sup> NSTH Credit Agreement	2.18% (Policy rate + 0.18% per year)	July 28, 2026	2,700.00 <sup>2/</sup>	2024 AGM	No
6	2024 2 <sup>nd</sup> NSTH Credit Agreement	2.23% (Policy rate + 0.23% per year)	December 31, 2029	1,085.00 <sup>2/</sup>	1/2024 EGM	Yes
7	2025 2 <sup>nd</sup> NSTH Credit Agreement (Transaction 1)	2.18% (Policy rate + 0.18% per year)	May 31, 2026	Credit limit 3,369.00	1/2025 EGM	No
8	2025 3 <sup>rd</sup> NSTH Credit Agreement <sup>3/</sup> (Transaction 2)	2.23% (Policy rate + 0.23% per year)	December 31, 2029	Credit limit 1,100.00	1/2025 EGM	Yes
Total				8,627.55		

หมายเหตุ: 1/ Data as of April 28, 2025

2/ Data as of December 31, 2024

3/ Part of the loan is for repayment of the loan under the 2025 1<sup>st</sup> NSTH Credit Agreement in the amount of THB 1,100 million, which will be due on June 30, 2025.

Since the Company has continuously received financial assistance from NSC at interest rates lower than those of other similar loan agreements as shown in the table above, including the provision of the loan under the 2025 3<sup>rd</sup> NSTH Credit Agreement this time, it is considered reasonable for the Company to pledge assets (as adjusted according to the independent appraiser) with a value of THB 3,515.36 million as collateral for the loan, taking into account the interest rate, the necessity of entering into the transaction, and the Company's future competitiveness.

Due to the condition under the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet, the Company is required to pledge assets representing 36.72% of its total assets as collateral for the loan. The assets to be mortgaged have a book value of THB 3,083.93 million as of December 31, 2024, and an appraised value of THB 3,515.36 million according to the independent appraiser's report. According to the report, the forced sale value of the pledged assets is THB 1,429.33 million. Therefore, if considering the forced sale value, pledging these assets may also affect the Company's future ability to access additional borrowings. However, under the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet, the Company can still use these assets as collateral for future borrowings, provided that prior written consent is obtained from NSTH, and such consent shall not be unreasonably withheld.

The details of the Company's assets used as collateral are as follows:

Entry	Book value as of December 31, 2024 (THB million)
Five land plots serving as collateral for the Mahachai loan and to be used as collateral for the 2025 3 <sup>rd</sup> NSTH Credit Agreement and 2024 2 <sup>nd</sup> NSTH Credit Agreement	66.02
Ten land plots to be used as collateral for the 2025 3 <sup>rd</sup> NSTH Credit Agreement and 2024 2 <sup>nd</sup> NSTH Credit Agreement	363.93
Buildings and building improvements to be used as collateral for the 2025 3 <sup>rd</sup> NSTH Credit Agreement and 2024 2 <sup>nd</sup> NSTH Credit Agreement	611.33
Machinery to be used as collateral for the 2025 3 <sup>rd</sup> NSTH Credit Agreement and 2024 2 <sup>nd</sup> NSTH Credit Agreement	2,042.65
<b>Assets used or to be used as collaterals</b>	<b>3,083.93</b>
Other buildings, machinery, and equipment	2,873.18
<b>Total land, buildings, and equipment of the Company</b>	<b>5,957.11</b>
Entry	Number of shares (million shares)
GJS shares of the Company pledged as collateral for the Mahachai loan	800.00
GJS shares of the Company pledged as collateral for the ACO I (Nirum) loan	1,100.00
Remaining GJS shares of the Company	222.43
<b>Total GJS shares of the Company</b>	<b>2,122.43</b>

**7.1.3.4.3. Terms and other contractual details of the Transactions 1 (Entering into 2025 2nd NSTH Credit Agreement), Transaction 2 (Entering into 2025 3rd NSTH Credit Agreement), and Transaction 3 (Entering into Guarantee Fee Agreement) are still under consideration**

As the agreements related to the transactions are still in progress as of the date of submission of this IFA Opinion Report, the Company currently only has the 2025 2nd NSTH Credit Agreement Term Sheet, 2025 3rd NSTH Credit Agreement Term Sheet and the Guarantee Fee Agreement Term Sheet, as detailed in Sections 3.2.4, 3.3.4, and 3.4.4. The terms, conditions, and other contractual details of the 2025 2<sup>nd</sup> NSTH Credit Agreement, the 2025 3<sup>rd</sup> NSTH Credit Agreement and the Guarantee Fee Agreement, are under review by the Board of Directors and are subject to negotiations with NSTH and NSC, which are expected to be finalized after approval is obtained from the shareholders' meeting. The key terms that have not yet been included in the 2025 2<sup>nd</sup> NSTH Credit Agreement Term Sheet, the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet, and the Guarantee Fee Agreement Term Sheet are the terms regarding the repayment of principal and interest or guarantee fee. The Company's Audit Committee will be responsible for reviewing the details of the 2025 2<sup>nd</sup> NSTH Credit Agreement, the 2025 3<sup>rd</sup> NSTH Credit Agreement, and the Guarantee Fee Agreement to ensure that the terms in the final contracts do not materially deviate from the principal terms outlined in the 2025 2nd NSTH Credit Agreement Term Sheet, the 2025 3rd NSTH Credit Agreement Term Sheet, and the Guarantee Fee Agreement Term Sheet. If any material changes occur in the principal terms of the 2025 2<sup>nd</sup> NSTH Credit Agreement, the 2025 3<sup>rd</sup> NSTH Credit Agreement, or the Guarantee Fee Agreement, the Audit Committee will propose that the Company's Board of Directors convene a shareholders' meeting to seek approval for the transaction again.

**7.1.3.5. Risks of Entering into Transactions 1 (Entering into 2025 2nd NSTH Credit Agreement), Transaction 2 (Entering into 2025 3rd NSTH Credit Agreement), and Transaction 3 (Entering into Guarantee Fee Agreement)**

**7.1.3.5.1. Interest rate risk as the interest rate of Transaction 1 and Transaction 2 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. 1/2025 on February 26, 2025 to make the financial situation consistent with the economic trend, inflation and financial system stability, and to support clearer downside risks. The Bank of Thailand (BOT) is expected 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).

**7.1.3.5.2. 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 the Transactions this time are connected 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.

Additionally, under the conditions stipulated in the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet, the Company is required to provide collateral consisting of (i) a mortgage on 13 land plots totaling 429-2-44.8 rai, valued at THB 430 million, and all buildings valued at THB 611 million, located at G Steel Public Company Limited, No. 55, Moo 5, Nong Lalok Subdistrict, Ban Khai District, Rayong Province 21120, and (ii) a mortgage on all 43 machinery items valued at THB 2,043 million, also located at G Steel Public Company Limited at the same address. However, the collateral is subject to the necessary approval from any relevant parties. However, even though the Company does not receive approval from the relevant parties to use the assets as collateral under the 2025 3<sup>rd</sup> NSTH Credit Agreement, the Company believes that the Company will be able to negotiate with NSTH to withdraw the loan under the 2025 3<sup>rd</sup> NSTH Credit Agreement since the creation of collateral is subject to the approval of the relevant parties as stated above.

**7.1.3.5.3. Risk from Covenant on Entering into Transaction 2 (Loan under 2025 3<sup>rd</sup> NSTH Credit Agreement)**

Under the 2025 3<sup>rd</sup> NSTH Credit Agreement, covenant is imposed compared to other unsecured loan agreements with NSC, including:

- Earnings before income tax as specified in the Company's audited financial statements must not record losses for two consecutive fiscal years starting from fiscal year 2026.

According to management's estimates, after the Company completes the production process improvements by the 2<sup>nd</sup> half of 2026 (the skin pass machine and the scrap management system), the Company's products should meet customer quality requirements and overall costs are expected to decline. This would likely increase the Company's sales and market share. If there are no significant unforeseen events, the Company anticipates being profitable from the 2<sup>nd</sup> half of 2026, which should allow the Company to comply with the financial covenants under this loan agreement.

However, IFA is of the opinion that entering into this transaction carries the risk that the Company might breach the financial covenants under the 2025 3<sup>rd</sup> NSTH Credit Agreement. If the Company fails to operate according to plan or if unexpected events occur leading to a breach of any of these covenants, NSTH has the right to declare or accelerate all or part of the indebtedness under the loan agreement (whether or not presently payable) to be due and payable and require the Company to repay in full all amounts outstanding under the loan agreement together with accrued interest thereon. In case the Company fails to repay the same, NSTH, to the extent and for the purpose of securing the due and payable payment, retains the right to enforce the mortgages, upon any necessary approval and consent and/or waiver have been duly received by the Company from any relevant parties. For the avoidance of doubt, in case of occurrence of an event of default under the loan agreement (including the breach of financial covenants), NSTH shall be entitled to use

its sole discretion to enforce all or any parts of the security granted by the Company (i.e. the mortgages). The enforcement of one security by NSTH shall not prejudice the right of NSTH to enforce the remaining security afterwards until the outstanding indebtedness of the Company under the loan agreement has been paid in full.

#### **7.1.4. Advantages and Disadvantages of not Entering into the Transactions**

##### **7.1.4.1. Advantages of not Entering into the Transactions**

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

Entering into Transaction 1 - 3 will result in an increase in interest and fee burdens. The estimated interest payable from entering into Transaction 1 is approximately THB 71.20 million, the estimated interest to be paid from entering into Transaction 2 is approximately THB 112.16 million, and the estimated guarantee fee to be paid from entering into Transaction 3 is approximately THB 2.78 million. These financial and fee burdens will directly affect the Company's profit and loss statement. However, failure to enter into the transaction may result in significant negative consequences, including the risk of default or the Company's inability to comply with agreements made with financial institutions.

Moreover, the Company is currently not required to pledge its assets as collateral, allowing the Company to utilize its assets as security for other borrowings in the future if necessary.

##### **7.1.4.2. Disadvantages of not Entering into the Transactions**

###### **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 also having significant borrowings and debt obligations to be repaid. The Company may not have sufficient cash to operate sustainably, which could result in defaults that may trigger cross defaults with financial institutions and disrupt the Company's business operations. By entering into this Transaction, the Company will gain access to funding sources and increased liquidity, which should help reduce the risk of default and business disruption, thereby supporting the Company's continued operations.

#### **7.1.5. Advantages and Disadvantages of Entering into the Transactions with a Related Person**

##### **7.1.5.1. Advantages of Entering into the Transactions 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 has the same major shareholder as the Company, namely NSC, the negotiation of terms and conditions can be conducted conveniently and promptly. In addition, the financial assistance transaction from NSTH, a subsidiary of NSC, which is a listed company on the Tokyo Stock Exchange (TSE), is not of a size that requires approval from NSC shareholders. This enables the Company to quickly call a shareholders' meeting to consider and approve the transaction. In the event that the Company were to enter into a transaction of the same nature with an external party (considering the Company's current situation), it may not be able to reach any agreement.

#### **7.1.5.2. Disadvantages of Entering into the Transactions with a Related Person**

##### **7.1.5.2.1. Increase in transaction costs**

Entering into a transaction with a related person may cause the Company to be required by the Notifications on Connected Transaction 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 Transactions with Third Parties**

##### **7.1.6.1. Advantages of Entering into the Transactions with Third Parties**

###### **7.1.6.1.1. Shareholders will assume 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 Transactions 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. Summary of IFA's opinion on the reasonableness of the connected transactions**

From the advantages, disadvantages, and risks of entering into the Transactions, IFA is of the opinion that entering into Transaction 1, Transaction 2, and Transaction 3 is necessary for the Company. Given the Company's current situation, if the Company does not enter into Transaction 1 and Transaction 2, it may face severe liquidity problems, which could lead to default in payment for goods and services, as well as other debts, resulting in a cross default with financial institutions and disruption of the Company's business operations. Furthermore, if the Company does not enter into Transaction 3, it will not be able to fulfill the agreements made with the three financial institutions, which may result in the termination of the revolving credit facilities by those institutions. This would require the Company to repay the loans immediately. Given the Company's current financial situation, it would be difficult for the Company to make such repayments under the revolving loan agreements.

**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 (Entering into the 2025 2<sup>nd</sup> NSTH Credit Agreement)**

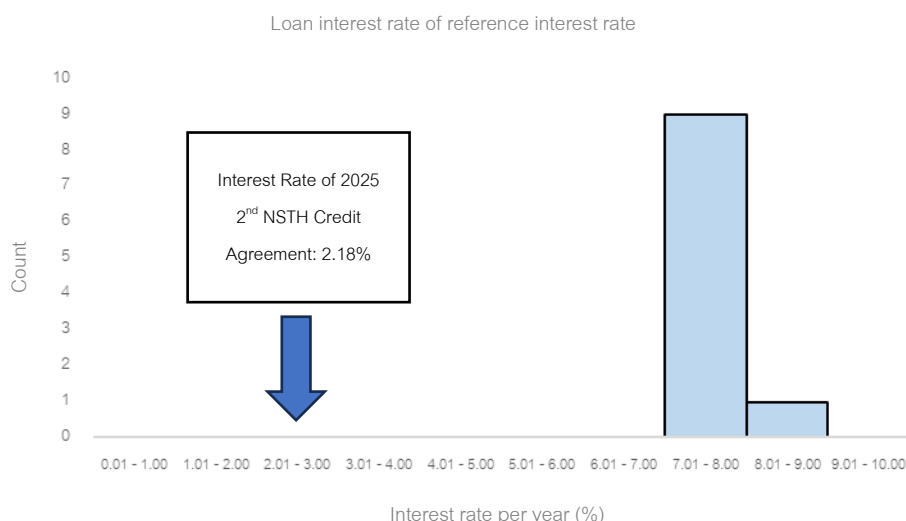
In comparing the appropriateness of the price (interest rate) for entering into Transaction 1, IFA has compared the interest rate under the 2025 2<sup>nd</sup> NSTH Credit Agreement with: 1) the reference interest rate of commercial banks; and 2) publicly disclosed loan information of other companies in the same industry group as the Company, which is the industrial products group, specifically the steel and metal products category. The details are as follows:

**8.1.1. Comparison of the interest rates under the 2025 2<sup>nd</sup> NSTH Credit Agreement and the minimum overdraft rate (MOR) charged by commercial banks to prime customers**

When comparing the interest rate under the 2025 2<sup>nd</sup> NSTH Credit Agreement, which is a floating rate at the Policy Interest Rate + 0.18% per year, totaling 2.18% per year (with the Policy Interest Rate at 2.00% per year as of February 26, 2025), IFA uses the 2.18% interest rate for comparison with the reference interest rates published by the Bank of Thailand (BOT) as of April 28, 2025. It was found that the interest rate under the 2025 2<sup>nd</sup> NSTH Credit Agreement is lower than the median MOR of the top 10 commercial banks in Thailand, namely: Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, TMBThanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and Houses Bank. Their MOR rates range between 7.02% and 8.25% per year (with the median at 7.23% per year), and the NSTH Term Sheet rate is also lower than the lowest MOR among the top 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	8.25
10. Land and House Bank	7.95
Minimum MOR Interest Rate (MIN)	7.02
Maximum MOR interest rate (MAX)	8.25
Median (MEDIAN)	7.23

Source: BOT

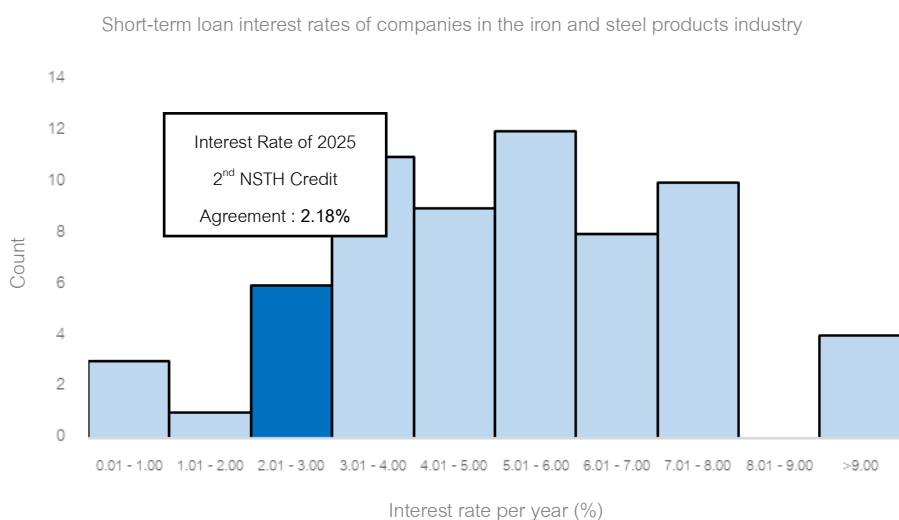


Remark: 1/ Data from 10 data points

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).

**8.1.2. Comparison of interest rates under the conditions of the 2025 2<sup>nd</sup> NSTH Credit Agreement 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 conditions of the 2025 2<sup>nd</sup> NSTH Credit Agreement, which has a floating rate at the Policy Interest Rate + 0.18% per year, totaling 2.18% per year (the Policy Interest Rate was 2.00% per year as of February 26, 2025), IFA uses the interest rate of 2.18% per year as a reference for comparison with the market short-term loan interest rates (publicly disclosed short-term loan information of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category, as of April 28, 2025). It was found that the interest rate for entering into Transaction 1 is in the 6.25th percentile, which means that approximately 93.75% of loan agreements in the industry have interest rates higher than or equal to the rate received by the Company from NSTH in this case.





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 (%) <sup>1/</sup>
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	5.90 - 18.00
15	MILL	Interest rate 5.70 - 15.00% per year	5.90 - 18.00
16	MILL	Interest rate 2.95 - 15.00% per year	3.20 – 5.90
17	MILL	Interest rate MLR-1 to 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
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

No.	Companies in the industrial products group Steel and metal products category	Interest rate according to the financial notes	Interest rate (%) <sup>1/</sup>
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, MRR, and MOR interest rates of the top 10 banks in Thailand as of April 28, 2025 (www.bot.or.th) to preliminarily compare with the publicly disclose information, which may not be comprehensive.

### 8.1.3. Summary of the Appropriateness of the Price of Transaction 1 (Entering into the 2025 2<sup>nd</sup> NSTH Credit Agreement)

In summary, when comparing the interest rate under the conditions of the 2025 2<sup>nd</sup> NSTH Credit Agreement with 1) the reference interest rate of commercial banks and 2) the short-term loan interest rates of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 1 is lower than the lowest MOR interest rate of the top 10 commercial banks in Thailand. In addition, the interest rate for entering into Transaction 1 is also in the 6.25th percentile of the short-term loan interest rates of companies in the industrial products group, iron and metal products category (it is estimated that 93.75% of short-term loan agreements in the same industry as the Company have interest rates higher than or equivalent to the rate received by the Company), as detailed in Clauses 8.1.1 – 8.1.2.

Therefore, from the analysis of the appropriateness of the price (interest rate) of entering into Transaction 1, whether in comparison with the reference interest rate or the 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, iron and metal products category), IFA is of the opinion that the price (interest rate) of entering into Transaction 1 is appropriate.

### 8.2. Appropriateness of the Price for Entering into Transaction 2 (Entering into the 2025 3<sup>rd</sup> NSTH Credit Agreement)

In comparing the appropriateness of the price (interest rate) for entering into Transaction 2, IFA has compared the interest rate under the 2025 3<sup>rd</sup> NSTH Credit Agreement with: 1) the reference interest rate of commercial banks; and 2) publicly disclosed loan information of other companies in the same industry group as the Company, which is the industrial products group, specifically the steel and metal products category. The details are as follows:

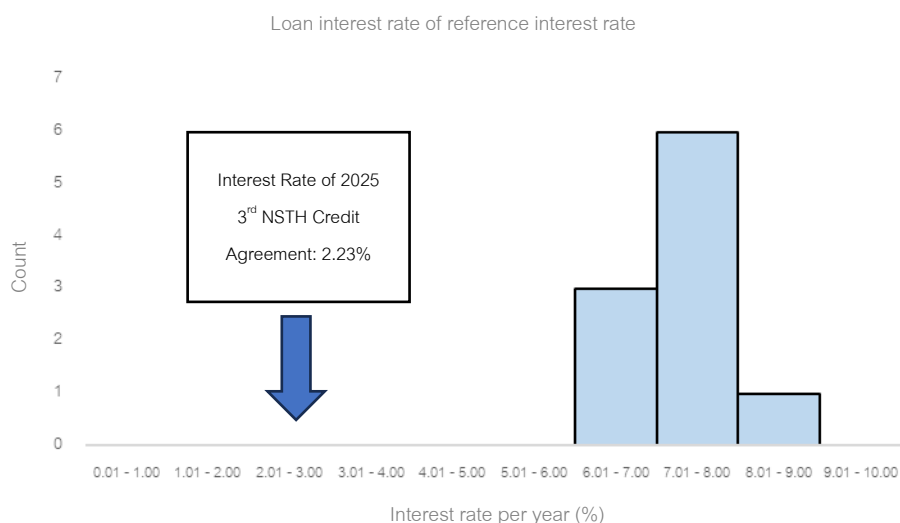
#### 8.2.1. Comparison of the interest rates under the 2025 3<sup>rd</sup> NSTH Credit Agreement and the minimum lending rate (MLR) charged by commercial banks to prime customers

When comparing the interest rate under the 2025 3<sup>rd</sup> NSTH Credit Agreement, which is a floating rate at the Policy Interest Rate + 0.23% per year, totaling 2.23% per year (with the Policy Interest Rate at 2.00% per year as of February 26, 2025), IFA uses the 2.23% interest rate for comparison with the reference interest rates published by the Bank of Thailand (BOT) as of April 28, 2025. It was found that the interest rate under the 2025 3<sup>rd</sup> NSTH Credit Agreement is lower than the median MLR of the top 10 commercial banks in Thailand, namely: Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, TMBThanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and Houses Bank. Their MLR rates range between 6.83% and 8.13% per year (with the median at 7.28% per year),

and the 2025 3rd NSTH Credit Agreement Term Sheet rate is also lower than the lowest MLR among the top 10 commercial banks.

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
7. TISCO Bank	7.85
8. Kiatnakin Phatra Bank	7.95
9. CIMB Thai Bank	8.13
10. Land and House Bank	7.73
Minimum MLR Interest Rate (MIN)	6.83
Maximum MLR interest rate (MAX)	8.13
Median (MEDIAN)	7.28

Source: BOT



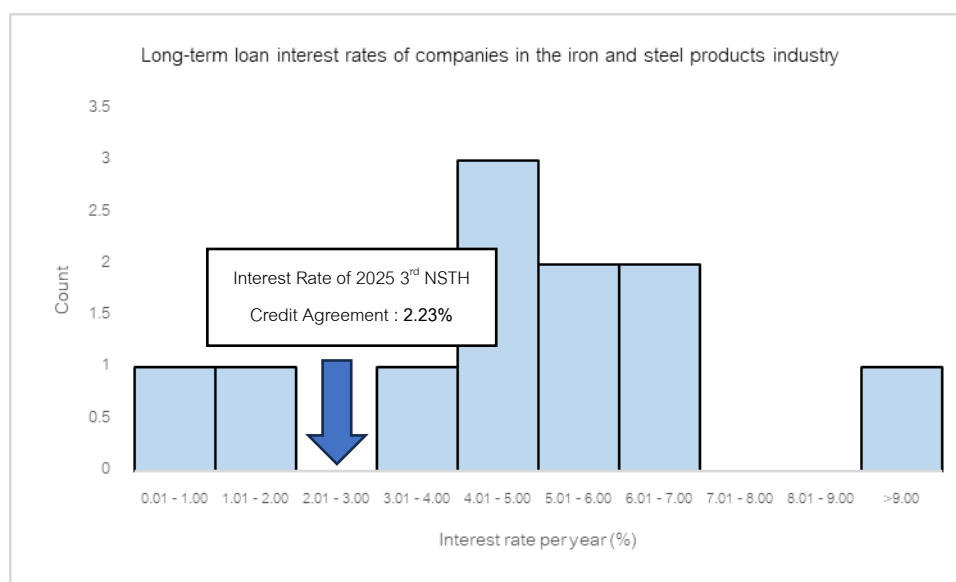
Remark: 1/ Data from 10 data points

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).

#### 8.2.2. Comparison of interest rates under the conditions of the 2025 3<sup>rd</sup> NSTH Credit Agreement and 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 conditions of the 2025 3<sup>rd</sup> NSTH Credit Agreement, which has a floating rate at the Policy Interest Rate + 0.23% per year, totaling 2.23% per year (the Policy Interest Rate was 2.00% per

year as of February 26, 2025), IFA uses the interest rate of 2.23% per year as a reference for comparison with the market long-term loan interest rates (publicly disclosed long-term loan information of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category, as of April 28, 2025). It was found that the interest rate for entering into Transaction 2 is in the 18.18th percentile, which means that approximately 81.82% of loan agreements in the industry have interest rates higher than or equal to the rate received by the Company from NSTH in this case.



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 (%) <sup>1/</sup>
1	MCS	Interest rate TIBOR% per year	0.80
2	MILL	Interest rate 2 - 18%, MLR – 1% per year	2.00 – 18.00
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% 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 values of the MLR, MRR, and MOR interest rates of the top 10 banks in Thailand as of April 28, 2025 ([www.bot.or.th](http://www.bot.or.th)), reference to TIBOR interest rate as of April 28, 2025 ([www.jbatibor.or.jp](http://www.jbatibor.or.jp)), and reference to Prime Rate interest rate of 6.50% per annum as of December 31, 2024 (Source: Notes to TGPRO financial statements as of December 31, 2024) to preliminarily compare with the publicly disclose information, which may not be comprehensive.

**8.2.3. Summary of the Appropriateness of the Price of Transaction 2 (Entering into 2025 3<sup>rd</sup> NSTH Credit Agreement)**

In summary, when comparing the interest rate under the conditions of the 2025 3<sup>rd</sup> NSTH Credit Agreement with 1) the reference interest rate of commercial banks and 2) the long-term loan interest rates of companies in the same industry group as the Company, it was found that the interest rate for entering into Transaction 2 is lower than the lowest MLR interest rate of the top 10 commercial banks in Thailand. In addition, the interest rate for entering into Transaction 2 is also in the 18.18th percentile of the long-term loan interest rates of companies in the industrial products group, iron and metal products category (it is estimated that 81.82% of long-term loan agreements in the same industry as the Company have interest rates higher than or equivalent to the rate received by the Company), as detailed in Clauses 8.2.1 – 8.2.2.

Therefore, from the analysis of the appropriateness of the price (interest rate) of entering into Transaction 2, whether in comparison with the reference interest rate or the 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, iron and metal products category), IFA is of the opinion that the price (interest rate) of entering into Transaction 2 is appropriate.

**8.3. Appropriateness of the Price for Entering into Transaction 3 (Entering into the Guarantee Fee Agreement)**

In comparing the appropriateness of the price (guarantee fee) for entering into Transaction 3, IFA compared the guarantee fee under the Guarantee Fee Agreement with:

- 1) The guarantee fee of the Thai Credit Guarantee Corporation (TCG),
- 2) The service fees for issuing guarantee letters for loan facilities by commercial banks in Thailand, and
- 3) The publicly disclosed guarantee data of other listed companies in the Stock Exchange of Thailand (SET) over the past 5 years (2020–2024).

In addition, IFA compared the interest rate of working capital loan agreements from three banks, BAY, Mizuho, and SMBC, combined with NSC's maximum guarantee fee of 0.13% per year, which results in effective rates of 2.89%, 2.78%, and 2.78% per year, respectively, with:

- 1) The reference interest rates of commercial banks, and
- 2) The publicly disclosed borrowing information of other companies in the same industry group as the Company, namely the industrial products group, iron and metal products category.

Details are as follows.

**8.3.1. Comparison of guarantee fees under the Guarantee Fee Agreement and the guarantee fees of the Thai Credit Guarantee Corporation (TCG)**

The Thai Credit Guarantee Corporation (TCG) is a state-owned specialized financial institution under the supervision of the Ministry of Finance. It was established under the Small Industry Credit Guarantee Corporation Act, B.E. 2534 (1991), by transferring the assets, liabilities, and responsibilities from the former Small Industry Credit Guarantee Fund (SIGF) on February 21, 1992. TCG's primary role is to assist small and medium-sized enterprises (SMEs) through credit guarantee mechanisms. These guarantees help build confidence among financial institutions to approve more loans,

allowing capable SMEs, especially those lacking sufficient collateral, to access adequate credit lines to meet their business needs.

TCG develops credit guarantee programs in collaboration with financial institutions to support specific customer groups, enabling them to access funding backed by TCG guarantees. The guarantee fee rates for each program are negotiated between TCG and the respective financial institutions. The following are the publicly disclosed guarantee fee rates for specific programs, as published on TCG's website.

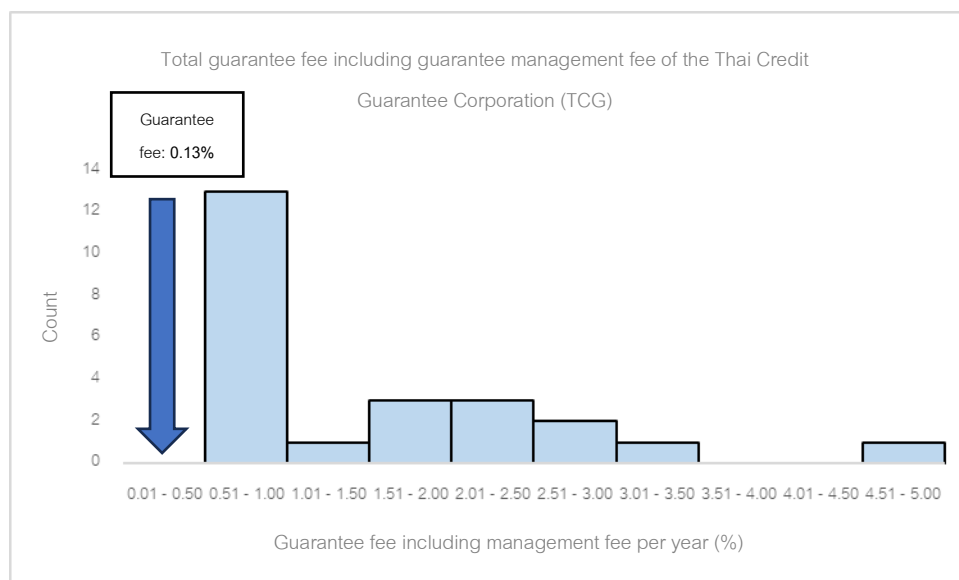
No.	Project	Guarantee Fee for Year 1 <sup>1/</sup> (% per year)	Guarantee Management Fee for Year 1 <sup>1/</sup> (% per year)	Guarantee Fee Including Guarantee Management Fee for Year 1 <sup>1/</sup> (% per year)
1	TCG SMEs BI7-2%	1.75	0.25	2.00
2	SMEs BI7-2.5%	2.25	0.25	2.50
3	TCG SMEs BI7-SME Bank 3.25%	3.00	0.25	3.25
4	TCG SMEs BI7-SME Bank 2.75%	2.50	0.25	2.75
5	TCG SMEs BI7-GSB	2.00 <sup>2/</sup>	0.30 <sup>2/</sup>	2.30 <sup>2/</sup>
6	TCG SMEs BI7-TCR	2.75	0.25	3.00
7	TCG SMEs BI7-EXIM	0.75	0.25	1.00
8	TCG SMEs BI7-TCR2	5.00	0.25	5.25
9	Renew (2025 Edition)	1.75	0.25	2.00
10	TCG SMEs Ignite Biz	-	0.75	0.75
11	TCG SMEs Ignite One	-	0.75	0.75
12	TCG SMEs Smart Green	-	0.75	0.75
13	TCG SMEs Smart Build	-	0.75	0.75
14	TCG SMEs Smart Biz	-	0.75	0.75
15	TCG SMEs Smart One	-	0.75	0.75
16	TCG SMEs No One Left Behind	-	0.75	0.75
17	TCG SMEs Smart Gen	-	0.75	0.75
18	TCG SMEs Smart Small Biz	-	0.75	0.75
19	TCG SMEs Smart PICK-UP	-	0.75	0.75
20	IGNITE THAILAND	-	0.75	0.75
21	PGS Renew (For SMEs reaching the end of guarantee period)	1.75	-	1.75
22	TCG RBP for THAI CREDIT (Risk Level 1)	1.00	-	1.00
23	TCG RBP for THAI CREDIT (Risk Level 2)	1.50	-	1.50
24	TCG RBP for THAI CREDIT (Risk Level 3)	2.50	-	2.50

Source: TCG

Remark: 1/ Since the guarantee fee and management fee charged by TCG vary each year, IFA has considered only the first 1 year, as the guarantee period under the Guarantee Fee Agreement is capped at 1 year.

2/ Since the guarantee fee and guarantee management fee of the referenced project are waived in the first year, IFA has instead considered the guarantee fee and guarantee management fee in the second year for a more appropriate comparison, given that the Guarantee Fee Agreement Term Sheet does not provide any fee waiver.

When comparing the guarantee fee under the conditions of the Guarantee Fee Agreement, which has a maximum guarantee fee of 0.13% per year, with the guarantee fee inclusive of management fee charged by TCG, it was found that the guarantee fee for entering into Transaction 3 is lower than the lowest guarantee fee (including management fee) charged by TCG.



Remarks: 1/ Data based on 24 data points

2/ Lower guarantee fees (on the left) are more favorable to The Company than higher guarantee fees (on the right)

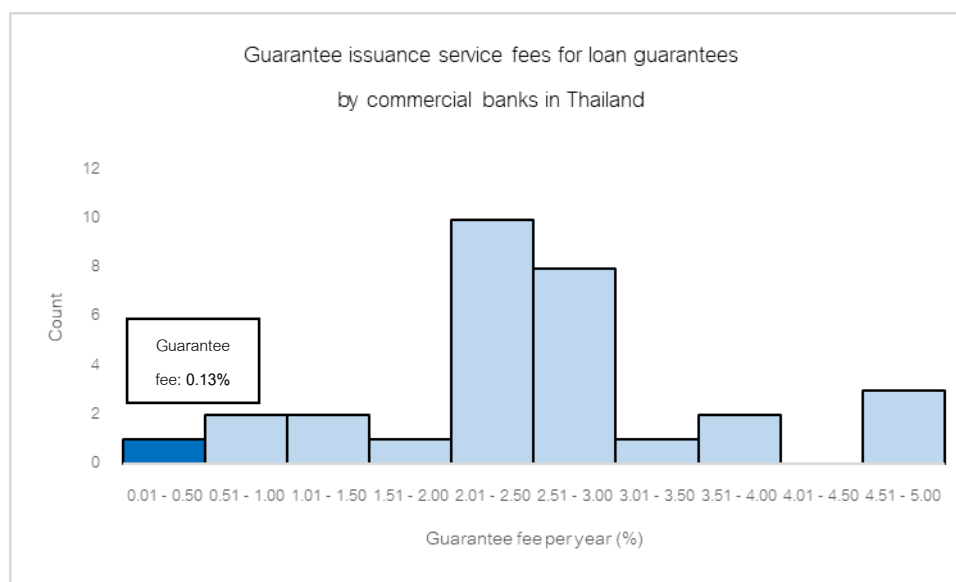
### 8.3.2. Comparison of the guarantee fee under the Guarantee Fee Agreement and the service fee for issuing a loan guarantee letter of commercial banks in Thailand

No.	Bank	Guarantee Issuance Fee for Loan
1	TMBThanachart Bank	Not exceeding 2.5% of the guaranteed amount per year
2	Kasikorn Bank	Not exceeding 2.5% of the guaranteed amount per year
3	Export-Import Bank of Thailand (EXIM)	Not exceeding 2.5% of the guaranteed amount per year
4	Thai Credit Retail Bank	Not exceeding 3% of the guaranteed amount per year
5	HSBC	Not exceeding 3.5% of the guaranteed amount per year
6	Sumitomo Mitsui Trust (Thailand)	Not exceeding 5% of the guaranteed amount per year
7	Mizuho Bank, Bangkok Branch	Not exceeding 10% of the guaranteed amount per year
88	Krung Thai Bank	1.25 - 2.5% of the guaranteed amount per year
9	Siam Commercial Bank	1 - 3% of the guaranteed amount per year
10	TISCO Bank	1 - 2.5% of the guaranteed amount per year
11	Bank of Ayudhya	1.25 - 2.5% of the guaranteed amount per year
12	Standard Chartered (Thailand)	2% of the guaranteed amount per year
13	ICBC Thai	2.5 - 3% of the guaranteed amount per year
14	UOB	2.5 - 3% of the guaranteed amount per year
15	BNP Paribas	2.5% of the guaranteed amount per year
16	Sumitomo Mithus Banking Corporation	3% of the guaranteed amount per year
17	Citibank	3 - 4% of the guaranteed amount per year

No.	Bank	Guarantee Issuance Fee for Loan
18	OCBC	4% of the guaranteed amount per year
19	Bank of America National Association	Minimum 0.025% of the guaranteed amount per year
20	CIMB Thai Bank	3% of the guaranteed amount per year
21	Bangkok Bank	Minimum 2.5% of the guaranteed amount per year
22	Land and Houses Bank	Not exceeding 3% of the guaranteed amount per year
23	Kiatnakin Phatra	Not exceeding 5% of the guaranteed amount per year

Source: BOT

When comparing the guarantee fee under the terms of the Guarantee Fee Agreement, which has a maximum guarantee fee of 0.13% per year, with the service fee for issuing a loan guarantee letter of commercial banks in Thailand, it was found that the guarantee fee for entering into Transaction 3 falls in the 0.00 percentile. In other words, the guarantee fee of the Guarantee Fee Agreement Term Sheet is among the lowest when compared to the guarantee fees of loan guarantee agreements from commercial banks in Thailand.



Remarks: 1/ Data derived from 30 data points, as the information on guarantee issuance service fees by commercial banks in Thailand is presented in ranges. In IFA's analysis, each range is counted as 2 data points, considering the lower bound as one data point and the upper bound as another.

2/ Lower guarantee fees (on the left side) are more favorable to the Company than higher guarantee fees (on the right side).



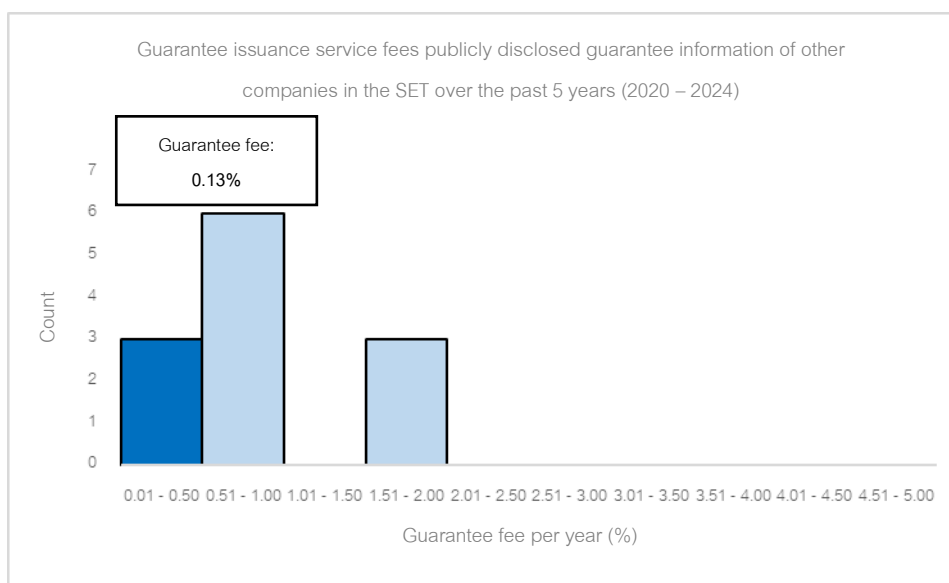
**8.3.3. Comparison of guarantee fees under the conditions of the Guarantee Fee Agreement and publicly disclosed guarantee information of other companies in the SET over the past 5 years (2020 – 2024)**

No.	Company	Guarantor	Recipient of Support	Transaction Date	Type of Guarantee	Guarantee Fee (% per year)
1	AEONTS	AFS	ASB Cambodia and ALS Lao	Within October 2024 and December 2024	ASB Cambodia and ALS Lao plan to enter into loan agreements with financial institutions abroad. AFS will issue loan guarantee letters for ASB Cambodia and ALS Lao as agreed.	0.2
2	ECL	Premium Co.,Ltd.	ECL	May 12, 2022	Guarantee for loan application (Corporate Guarantee) from SMBC Bank	0.95
3	ECL	Premium Co.,Ltd.	ECL	May 11, 2023	Guarantee for loan application (Corporate Guarantee) from SMBC Bank	0.85
4	ECL	Premium Co.,Ltd.	ECL	May 11, 2024	Guarantee for loan application (Corporate Guarantee) from SMBC Bank	0.85
5	INGRS	ICB and INGRS	IIM	September 14, 2021	Guarantee for a loan from EXIM Bank Malaysia	0.75
6	RP	RP	RFT	Within October 2023	RFT registers a mortgage over land and buildings as collateral for a loan from Ms. Kanokwan Khajonwutthidet, and RFT charges RP a fee for the use of such collateral	1.75
7	SAFARI	Phuket Fantasea public Company Limited	Jungle World and Bird Circus (companies related to SAFARI and its subsidiaries)	Jan 1, 2025 – December 31, 2025	Jungle World and Bird Circus use land as collateral for debentures and charge a fee for the use of such collateral	1.75
8	TTA	TTA	MML and/or its Subsidiaries ("MML Group")	September 16, 2021	To guarantee loans for working capital	0.50
9	TTA	TTA	MML Group	September 21, 2023	To guarantee loans for working capital	0.50
10	TTA	TTA	MML Group	September 21, 2023	To guarantee loans for investment	1.00
11	TTA	Financial Institution	MML Group	April 26, 2024	Guarantee for a credit facility not exceeding THB 1,867.60 million for financial institutions issuing Performance Bonds (specific) to	1.55

No.	Company	Guarantor	Recipient of Support	Transaction Date	Type of Guarantee	Guarantee Fee (% per year)
					the MML Group, as required by all project contracts for MML to submit a bank guarantee (L/G Performance Bond) as security for contract performance	
12	TTA	TTA	MML Group	April 26, 2024	To act as a corporate guarantor for a working capital facility according to Performance Bonds (specific) issued to financial institutions	1.00

Source: <https://www.setsmart.com/>

When comparing the guarantee fee under the conditions of the Guarantee Fee Agreement, which has a maximum guarantee fee of 0.13% per year, with publicly disclosed guarantee data of other companies in the SET over the past 5 years (2020–2024) (ranging from 0.20% to 1.75% of the guaranteed amount), it was found that the guarantee fee of Transaction 3 is lower than the lowest guarantee fee publicly disclosed by other SET-listed companies during the past five years.



Remarks: 1/ Data derived from 12 data points.

2/ Lower guarantee fees (left side) are more favorable to the Company than higher guarantee fees (right side).

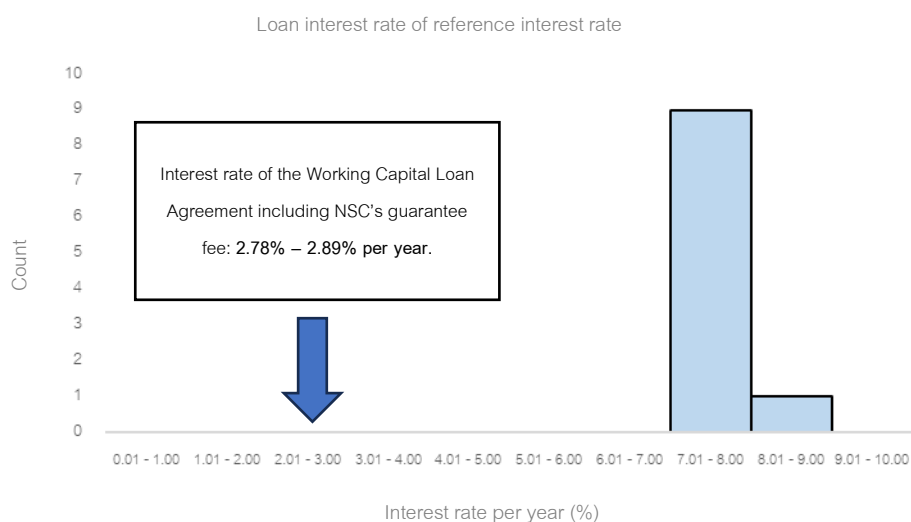
#### 8.3.4. Comparison of the interest rate of the Working Capital Loan Agreement including NSC's guarantee fee and the interest rate charged by commercial banks to prime customers under overdraft credit line (MOR)

When comparing the interest rates of Working Capital Loan Agreements from three banks, namely BAY, Mizuho, and SMBC, including NSC's guarantee fee of 0.13% per year, the combined interest rates are 2.89%, 2.78%, and 2.78% per year, respectively. These are compared to the reference interest rates disclosed by the BOT as of April 28, 2025.

It was found that the interest rates of the Working Capital Loan Agreements including NSC's guarantee fee are lower than the median MOR interest rate of the top 10 commercial banks in Thailand, which are Bangkok Bank, Krung Thai Bank, Kasikorn Bank, Siam Commercial Bank, Bank of Ayudhya, TMBThanachart Bank, TISCO Bank, Kiatnakin Phatra Bank, CIMB Thai Bank, and Land and Houses Bank. These MOR rates range from 7.02% to 8.25% per year (with a median of 7.23% per year) and are also lower than the lowest MOR rate among the top 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	8.25
10. Land and House Bank	7.95
Minimum MOR Interest Rate (MIN)	7.02
Maximum MOR interest rate (MAX)	8.25
Median (MEDIAN)	7.23

Source: BOT

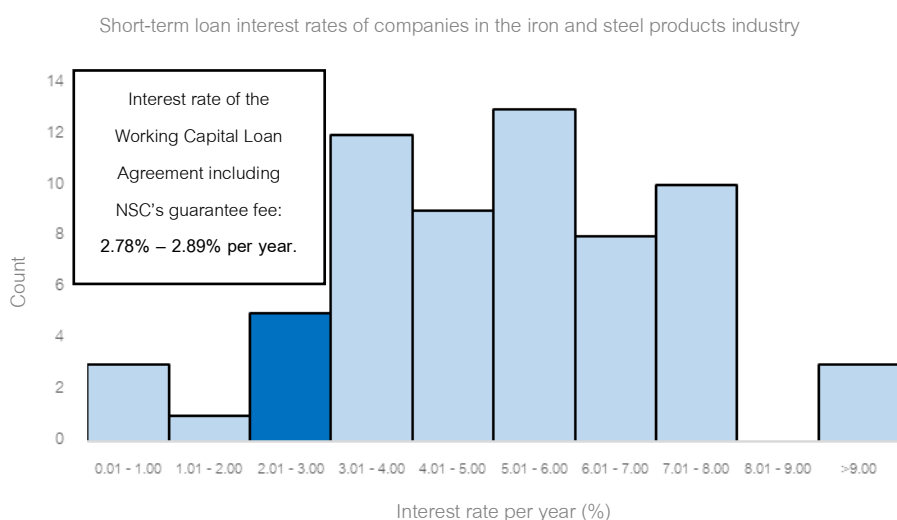


Remarks: 1/ Data derived from 10 data points.

2/ Lower loan interest rates (left side) are more beneficial to the Company than higher loan interest rates (right side).

**8.3.5. Comparison of the Interest Rate of the Working Capital Loan Agreement Including NSC's Guarantee Fee and the Publicly Disclosed Borrowing Information of Other Companies in the Same Industry Group as the Company (Industrial Products Group – Steel and Metal Products Sector)**

When comparing the interest rates of working capital loan agreements from three banks, namely BAY, Mizuho, and SMBC, combined with the NSC guarantee fee of 0.13% per year, which results in total interest rates of 2.89%, 2.78%, and 2.78% per year respectively, with the short-term loan interest rates disclosed to the public by other companies in the same industry group as the Company (i.e., industrial products group, steel and metal products sector, as of April 28, 2025), it was found that the interest rate of the working capital loan agreement including NSC's guarantee fee for Transaction 3 falls into the 6.25<sup>th</sup> percentile. This means that approximately 93.75% of loan agreements in the industry group have interest rates that are higher than or equivalent to the interest rate of the Company's working capital loan agreement including the guarantee fee from NSC in this case.



Remarks: 1/ Data derived from 64 data points. Since the publicly disclosed borrowing information of other companies in the same industry group as the Company is often presented in a range, the IFA's analysis treats each range as two data points—one for the lower bound and one for the upper bound.

2/ Lower loan interest rates (left side) are more favorable to the Company than higher loan interest rates (right side).

No.	Companies in the industrial products group Steel and metal products category	Interest rate according to the financial notes	Interest rate (%) <sup>1/</sup>
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

No.	Companies in the industrial products group Steel and metal products category	Interest rate according to the financial notes	Interest rate (%) <sup>1/</sup>
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	5.90 - 18.00
15	MILL	Interest rate 5.70 - 15.00% per year	5.90 - 18.00
16	MILL	Interest rate 2.95 - 15.00% per year	3.20 - 5.90
17	MILL	Interest rate MLR-1 to 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
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, MRR, and MOR interest rates of the top 10 banks in Thailand as of April 28, 2025 ([www.bot.or.th](http://www.bot.or.th)) to preliminarily compare with the publicly disclose information, which may not be comprehensive.

#### 8.3.6. Summary of the Appropriateness of the Price of Transaction 3 (Entering into the Guarantee Fee Agreement)

In summary, when comparing the guarantee fee under the conditions of the Guarantee Fee Agreement Term Sheet with 1) the guarantee fee of the Thailand Credit Guarantee Corporation (TCG), 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and 3) publicly disclosed guarantee information of other listed companies on the SET over the past five years (2020–2024), it was found that the guarantee fee in the Guarantee Fee Agreement Term Sheet is lower than the lowest combined guarantee and management fee charged by TCG. Furthermore, when compared to the service fees charged by commercial banks in Thailand, the guarantee fee under the Guarantee Fee Agreement Term Sheet falls into the 0.00 percentile—meaning it is among the lowest of all comparable guarantee

contracts. Additionally, it is lower than the lowest disclosed guarantee fee of any comparable public company guarantee agreement listed on the SET in the past five years (2020–2024), as detailed in Clauses 8.3.1 – 8.3.3.

Additionally, IFA compared the interest rate of the Working Capital Loan Agreement combined with NSC's guarantee fee under Transaction 3 against 1) the reference interest rate of commercial banks and 2) the short-term loan interest rate of companies in the same industry group. It was found that the combined interest rate and guarantee fee are lower than the lowest MOR rate of the top 10 commercial banks in Thailand. Moreover, this combined rate is in the 6.25th percentile of short-term loan interest rates in the industrial products group, specifically the steel and metal products category—indicating that about 93.75% of such loans in the same industry have higher or equivalent rates, as detailed in Clauses 8.3.4 – 8.3.5.

Therefore, from the analysis of the appropriateness of the price (guarantee fee) for entering into Transaction 3, compared against 1) the guarantee fee of TCG, 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and 3) the publicly disclosed guarantee fees of other SET-listed companies over the past five years, IFA is of the opinion that the price (guarantee fee) for Transaction 3 is appropriate.

In addition, IFA has combined rate of the Working Capital Loan Agreement's interest rate with NSC's guarantee fee compared with 1) commercial banks' reference interest rates and 2) short-term loan rates of companies in the same industry group. It was found that through the financial assistance provided by NSC in connection with Transaction 3, the Company is not only able to comply with the agreements made with the three banks under the Working Capital Loan Agreements, but also benefits from a lower interest rate compared to companies in the same industry group. This indicates that NSC's guarantee of the Company's bank loans plays a significant role in securing the favorable interest rate the Company receives from the commercial banks.

#### **8.4. Appropriateness of Conditions for Entering into Transaction 1 (Entering into the 2025 2<sup>nd</sup> NSTH Credit Agreement)**

For the consideration of the appropriateness of the conditions, IFA has compared the conditions of entering into Transaction 1 with those of the 2025 1<sup>st</sup> NSTH Credit Agreement, as the key terms of the 2025 2nd NSTH Credit Agreement Term Sheet are similar to those of the 2025 1<sup>st</sup> NSTH Credit Agreement, which is a short-term loan agreement of approximately four months.

##### **8.4.1. Comparison of Conditions between the 2025 2nd NSTH Credit Agreement Term Sheet and the 2025 1<sup>st</sup> NSTH Credit Agreement**

IFA has assessed the appropriateness of the conditions for entering into Transaction 1 by comparing the conditions of the 2025 2nd NSTH Credit Agreement Term Sheet with those of the 2025 1<sup>st</sup> NSTH Credit Agreement. It was found that the key conditions are not materially different, except for the loan period and the loan amount.

Key Terms	2025 1 <sup>st</sup> NSTH Credit Agreement	2025 2nd NSTH Credit Agreement Term Sheet	DM's opinion
Borrower	GSTEEL	GSTEEL	No difference
Lender	NSTH	NSTH	No difference
Loan Type	Unsecured loan	Unsecured loan	No difference
Loan Currency	THB	THB	No difference

Key Terms	2025 1 <sup>st</sup> NSTH Credit Agreement	2025 2nd NSTH Credit Agreement Term Sheet	DM's opinion
Tenor of the Loan	Within the period between February 26, 2025 – June 30, 2025	From June 17, 2025 to May 31, 2026.	The loan term under the 2025 2nd NSTH Credit Agreement Term Sheet is longer, which is beneficial to the Company.
Loan Amount	Not exceeding THB 1,100.00 million	Not exceeding THB 3,369.00 million	The loan amount under the 2025 2nd NSTH Credit Agreement Term Sheet is higher, which is beneficial to the Company.
Interest Rate	Policy Interest Rate + 0.18%, totaling 2.18% per year as of April 28, 2025	Policy Interest Rate + 0.18%, totaling 2.18% per year as of April 28, 2025	No difference
Covenants	None	None	No difference
Collaterals	None	None	No difference
Default Interest Rate	14% per year	14% per year	No difference

In summary, when comparing the terms of the 2025 2nd NSTH Credit Agreement Term Sheet and the 2025 1<sup>st</sup> NSTH Credit Agreement, it is found that the key terms of the agreement remain unchanged, except for the loan period and the loan amount. Considering the Company's current situation of continuous losses and a high Debt to Equity (D/E) Ratio of 45.56 times, based on the latest audited financial statements as of December 31, 2024, which is the highest D/E ratio and the second-lowest profitability among other companies in the industry, NSTH has significantly relaxed various conditions for the Company, including the interest rate of the short-term loan. Therefore, IFA is of the opinion that the other conditions related to the 2025 2<sup>nd</sup> NSTH Credit Agreement, when compared to the Company's risk profile, should not disadvantage the Company when compared with the terms received by other companies in the same industry.

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
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)

No.	Companies in the industrial products group Steel and metal products category	D/E ratio	Net profit (last 4 quarters) (THB million)
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, between 2025 2<sup>nd</sup> NSTH Credit Agreement and the 2025 1<sup>st</sup> NSTH Credit Agreement, 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.

#### 8.5. Appropriateness of Conditions for Entering into Transaction 2 (Entering into the 2025 3<sup>rd</sup> NSTH Credit Agreement)

For the consideration of the appropriateness of the conditions, IFA has compared the conditions of entering into Transaction 2 with those of the 2024 2<sup>nd</sup> NSTH Credit Agreement, as the key terms of the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet are similar to those of the 2024 2<sup>nd</sup> NSTH Credit Agreement, which is a long-term loan agreement of approximately five years.

##### 8.5.1. Comparison of Conditions between the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet and the 2024 2<sup>nd</sup> NSTH Credit Agreement

IFA has assessed the appropriateness of the conditions for entering into Transaction 2 by comparing the conditions of the 2025 3<sup>rd</sup> NSTH Credit Agreement Term Sheet with those of the 2024 2<sup>nd</sup> NSTH Credit Agreement. It was found that the key conditions are not materially different, except for the financial covenants.

Key Terms	2024 2 <sup>nd</sup> NSTH Credit Agreement	2025 3 <sup>rd</sup> NSTH Credit Agreement Term Sheet	DM's opinion
Borrower	GSTEEL	GSTEEL	No difference
Lender	NSTH	NSTH	No difference
Loan Type	Secured loan	Secured loan	No difference
Loan Currency	THB	THB	No difference



Key Terms	2024 2 <sup>nd</sup> NSTH Credit Agreement	2025 3rd NSTH Credit Agreement Term Sheet	DM's opinion
Tenor of the Loan	Not exceeding period from August 9, 2024 to December 31, 2029.	Period from June 30, 2025 to December 31, 2029.	The loan period of the 2024 2 <sup>nd</sup> NSTH Credit Agreement is longer.
Loan Amount	THB 1,600.00 million	THB 1,100.00 million	The loan amount of the 2024 2 <sup>nd</sup> NSTH Credit Agreement is higher.
Interest Rate	<ul style="list-style-type: none"> <li>■ For August 13, 2024 to August 12, 2026: Policy Interest Rate + 0.23%, totaling 2.23% per as of April 28, 2025 and</li> <li>■ For August 13, 2026 to December 31, 2029: Policy Interest Rate + 1.80%, totaling 3.80% per year as of April 28, 2025</li> </ul>	Policy Interest Rate + 0.23% margin, currently totaling 2.23% per year as of April 28, 2025	The interest rate of the 2025 3rd NSTH Credit Agreement Term Sheet is lower than the average interest rate of the 2024 2 <sup>nd</sup> NSTH Credit Agreement, which is beneficial to the Company.
Principal and interest repayment	Principal repayment in full by December 31, 2029. Interest payable every 6 months.	Principal repayment in full by December 31, 2029. Interest payable every 6 months.	No difference
Prepayment Fee	None	None	No difference
Financial Covenants	<p>1) Debt to Equity Ratio shall not exceed 5 times since the financial year ending 2026</p> <p>2) Profit Before Taxes as set out in the audited financial statement of the Company shall not be negative for 2 consecutive financial years since the 2025 financial year</p> <p>For the purpose of these terms, the above financial ratios shall be calculated from the audited financial statement of the Company ended as of each financial year.</p> <p>In case of breach of any of these covenants, NSTH has the right to declare or accelerate all or part of the indebtedness under the loan agreement (whether or not presently payable) to be due and payable and require the Company to repay in full all amounts outstanding under the loan agreement together with accrued interest thereon. In case the Company fails to repay the same, NSTH, to the extent and for the purpose of securing the due and payable payment, retains the right to enforce all or any part</p>	<p>Profit Before Taxes as set out in the audited financial statement of the Company shall not be negative for 2 consecutive financial years since the 2026 financial year</p> <p>In case of breach of any of these covenants, NSTH has the right to declare or accelerate all or part of the indebtedness under the loan agreement (whether or not presently payable) to be due and payable and require the Company to repay in full all amounts outstanding under the loan agreement together with accrued interest thereon. In case the Company fails to repay the same, NSTH, to the extent and for the purpose of securing the due and payable payment, retains the right to enforce the mortgages, upon any necessary approval and consent and/or waiver have been duly received by the Company from any relevant parties. For the avoidance of doubt, in case of</p>	There is no debt-to-equity ratio condition in the 2025 3rd NSTH Credit Agreement Term Sheet, which reduces the risk of breaching the financial covenants of the Company's credit agreement.

Key Terms	2024 2 <sup>nd</sup> NSTH Credit Agreement	2025 3rd NSTH Credit Agreement Term Sheet	DM's opinion
	of the mortgages. For the avoidance of doubt, in case of occurrence of an event of default under the loan agreement (including the breach of financial covenants), NSTH shall be entitled to use its sole discretion to enforce all or any parts of the security granted by the Company (i.e. the mortgages). The enforcement of one security by NSTH shall not prejudice the right of NSTH to enforce the remaining security afterwards until the outstanding indebtedness of the Company under the loan agreement has been paid in full.	occurrence of an event of default under the loan agreement (including the breach of financial covenants), NSTH shall be entitled to use its sole discretion to enforce all or any parts of the security granted by the Company (i.e. the mortgages). The enforcement of one security by NSTH shall not prejudice the right of NSTH to enforce the remaining security afterwards until the outstanding indebtedness of the Company under the loan agreement has been paid in full.	
Collaterals	<p>(i) the mortgage of 15 pieces of land, total area of 429-2-49.9 Rai, and all of the buildings located at the premises of the Company at 55 Moo 5, Nonglalom Subdistrict, Baan Khai District, Rayong 21120 and</p> <p>(ii) the mortgage of all of the machinery, total 43 items, located at the premises of the Company at 55 Moo 5, Nonglalom Subdistrict, Baan Khai District, Rayong 21120</p> <p>The Company undertakes with NSTH that, from the date of the Credit Agreement and until all indebtedness owing to NSTH under the Credit Agreement has been fully paid, it shall not create, incur, assume or permit to subsist, any mortgage, pledge, business collateral, assignment by way of security, retention of title, preferential right or any other security interest whatsoever or any other agreement or arrangement having the effect of conferring security on all or any part of the properties mortgaged in favour of NSTH as required by the Credit Agreement, except for (i) the security interest created by the requirement of the Credit Agreement, (ii) any security interest existing on or before the date of the Credit</p>	<p>(i) the mortgage of 13 pieces of land, total area of 429-2-44.8 Rai, valued at THB 430 million and all of the buildings valued at THB 611 million located at the premises of the Company at 55 Moo 5, Nonglalom Subdistrict, Baan Khai District, Rayong 21120 and</p> <p>(ii) the mortgage of 43 items of machinery, valued at THB 2,043 million located at the premises of the Company at 55 Moo 5, Nonglalom Subdistrict, Baan Khai District, Rayong 21120</p> <p>The Company undertakes with NSTH that, from the date of the Credit Agreement and until all indebtedness owing to NSTH under the Credit Agreement has been fully paid, it shall not create, incur, assume or permit to subsist, any mortgage, pledge, business collateral, assignment by way of security, retention of title, preferential right or any other security interest whatsoever or any other agreement or arrangement having the effect of conferring security on all or any part of the properties mortgaged in favour of NSTH as required by the Credit</p>	No difference

Key Terms	2024 2 <sup>nd</sup> NSTH Credit Agreement	2025 3rd NSTH Credit Agreement Term Sheet	DM's opinion
	Agreement or (iii) any other security interest created with the prior written consent of NSTH (such consent not to be unreasonably withheld).	Agreement, except for (i) the security interest created by the requirement of the Credit Agreement, (ii) any security interest existing on or before the date of the Credit Agreement or (iii) any other security interest created with the prior written consent of NSTH (such consent not to be unreasonably withheld).	
Default Interest Rate	5% per year	5% per year	No difference

In summary, when comparing the terms of the 2025 3rd NSTH Credit Agreement Term Sheet and the 2024 2<sup>nd</sup> NSTH Credit Agreement, it is found that the key terms of the agreement remain unchanged, except for the financial covenant. Considering the Company's current situation of continuous losses and a high Debt to Equity (D/E) Ratio of 45.56 times, based on the latest audited financial statements as of December 31, 2024, which is the highest D/E ratio and the second-lowest profitability among other companies in the industry, NSTH has significantly relaxed various conditions for the Company, including the interest rate of the long-term loan. Therefore, IFA is of the opinion that the other conditions related to the 2025 3<sup>rd</sup> NSTH Credit Agreement, when compared to the Company's risk profile, should not disadvantage the Company when compared with the terms received by other companies in the same industry.

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
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

No.	Companies in the industrial products group Steel and metal products category	D/E ratio	Net profit (last 4 quarters) (THB million)
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 2, between the 2025 3rd NSTH Credit Agreement Term Sheet and the 2024 2<sup>nd</sup> NSTH Credit Agreement, 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.

#### 8.6. Appropriateness of Conditions for Entering into Transaction 3 (Entering into the Guarantee Fee Agreement)

For the consideration of the appropriateness of the conditions, IFA compared the conditions of entering into Transaction 3 with the conditions of the publicly disclosed projects of TCG, with the details as follows:

##### 8.6.1. Comparison of the conditions of the Guarantee Fee Agreement and the conditions of the publicly disclosed TCG contracts

Since the TCG offers various guarantee programs, IFA selected a program in which TCG jointly provides credit guarantees with financial institutions to assist customers with sufficient data, allowing for a meaningful comparison. The guarantee fee under such programs is determined through agreements between TCG and the financial institutions. The guarantee terms of the publicly disclosed program on the TCG website, used for comparison, are from the Phase 6 Financial Institution Project (TCG SMEs Thai Chana), and are as follows:

Key Terms	Phase 6 Financial Institution Project (TCG SMEs Thai Chana)	Guarantee Fee Agreement	DM's Opinion
Guarantee type	Guarantee for new credit lines and must not be used to repay existing debt with the lending financial institution	Guarantee for working capital loan	No difference
Guarantee amount	Not exceeding THB 100 million per entity (including all financial institutions), applicable only to guarantees under this program and subject to TCG's conditions	Not exceeding THB 2,100 million to be allocated for three banks (BAY, Mizuho and SMBC)	The guarantee credit line provided by NSC is higher the guarantee credit line provided by TCG
Guarantee period	Not exceeding 10 years	From June 30, 2025 to June 30, 2026	The guarantee period under the NSC is shorter.

Key Terms	Phase 6 Financial Institution Project (TCG SMEs Thai Chana)	Guarantee Fee Agreement	DM's Opinion
Guarantee fee	Guarantee fee including management fee: 1.33% – 3.25% per year of the guarantee amount	0.13% per year of the guarantee amount	The guarantee fee provided by NSC is lower than the overall fee rate charged by TCG.

In summary, when comparing the conditions of the Guarantee Fee Agreement and the conditions of the publicly disclosed TCG project, it was found that some key conditions are materially different, particularly in terms of the guarantee amount and the guarantee fee rate, which are considered standard terms in guarantee arrangements. IFA is of the opinion that the conditions of the Guarantee Fee Agreement between the Company and the related party (NSC) are standard and do not differ from typical guarantee contracts. Therefore, IFA is of the opinion that the terms of entering into Transaction 3 is appropriate.

## 9. Summary of the Opinion of IFA

### 9.1. Transaction 1 (Entering into the 2025 2<sup>nd</sup> NSTH Credit Agreement)

From the analysis of the appropriateness of the price (interest rate) that the Company receives, 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 publicly disclosed, and the transaction conditions compared with the Company's current agreement, IFA is of the opinion that the price (interest rate) and the loan conditions between the Company and the related party (NSTH) are appropriate.

Furthermore, 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 connected transaction this time.

### 9.2. Transaction 2 (Entering into the 2025 3<sup>rd</sup> NSTH Credit Agreement)

From the analysis of the appropriateness of the price (interest rate) that the Company receives, compared with 1) the reference interest rate of commercial banks and 2) the long-term loan interest rate of companies in the same industry group as the Company that are publicly disclosed, and the transaction conditions compared with the Company's current agreement, IFA is of the opinion that the price (interest rate) and the loan conditions between the Company and the related party (NSTH) are appropriate.

Furthermore, 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 2 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 connected transaction this time.

### 9.3. Transaction 3 (Entering into the Guarantee Fee Agreement)

From the analysis of the appropriateness of the price (guarantee fee) received by the Company compared with 1) the guarantee fee of the Thai Credit Guarantee Corporation (TCG), 2) the service fee for issuing a loan guarantee letter of commercial banks in Thailand, and 3) publicly disclosed guarantee information of other companies in the SET over the past 5 years (2020–2024), as well as an analysis of the transaction terms compared with those of TCG's publicly disclosed guarantee programs, IFA is of the opinion that the price (guarantee fee) and the terms of the guarantee fee agreement between the Company and the related party (NSC) are appropriate.

Furthermore, IFA compared the combined rate of the Working Capital Loan Agreement's interest rate with NSC's guarantee fee of the Transaction 3 compared with 1) commercial banks' reference interest rates and 2) short-term loan rates of companies in the same industry group. It was found that the financial assistance provided by NSC to the Company under Transaction 3 not only enables the Company to comply with the agreements made with the three banks under the revolving credit facility agreements, but also allows the Company to obtain lower interest rates than those received by

companies in the same industry group. This indicates that NSC's guarantee of the said bank loans plays a significant role in securing the favorable interest rates that the Company receives from commercial banks.

Moreover, when considering the necessity and the Company's current situation—both in terms of operations and its debt-to-equity ratio (D/E Ratio)—which may make it difficult for the Company to enter into a similar transaction with an unrelated party, together with the appropriateness of the price and conditions of the Transaction, IFA is of the opinion that entering into Transaction 3 is necessary for the Company to continue its operations. Therefore, IFA is of the opinion that shareholders should consider approving the entering into the connected transaction this time.

However, as of the date of submission of this Independent Financial Advisor's opinion report, the Company has only the key terms as outlined in the 2025 2nd NSTH Credit Agreement Term Sheet, 2025 3rd NSTH Credit Agreement Term Sheet and the Guarantee Fee Agreement Term Sheet with NSC. The agreements, conditions, and other contractual details related to Transaction 1 - 3 are still under consideration by the Company's Board of Director. There will be no additional conditions apart from those specified in the 2025 2nd NSTH Credit Agreement Term Sheet, 2025 3rd NSTH Credit Agreement Term Sheet and the Guarantee Fee Agreement Term Sheet with NSC, and other normal commercial terms, and the agreements are expected to be finalized after receiving the resolution from the shareholders' meeting. Any changes to the terms will remain within the scope of the key terms mentioned above. In the event that the terms in the agreements are materially changed from the key terms in a way that negatively impacts the Company, the Audit Committee will propose that the Company's Board of Directors convene a shareholders' meeting to seek approval for the transaction again. Such changes may affect the Independent Financial Advisor's opinion as stated in 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.

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

(Mr. Vuthichai Tumasaroj)

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, 18<sup>th</sup> 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"><li>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.</li><li>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</li></ul>

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"> <li>• 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.</li> </ul>
2021	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> </ul>
2022	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> </ul>

Year	Key Events
	<ul style="list-style-type: none"> <li>The Company has engaged technical experts to carry out a review of the Pickling &amp; Oiling Line lying under construction in progress. Based on such technical review, the additional investment required for making the Pickling &amp; 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 &amp; 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 &amp; Oiling Line but to set up additional an impairment loss on such Pickling &amp; 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.</li> </ul>
2023	<ul style="list-style-type: none"> <li>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"> <li>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.</li> <li>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.</li> <li>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.</li> </ul> </li> <li>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.</li> </ul>
2024	<ul style="list-style-type: none"> <li>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"> <li>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.</li> </ul> </li> </ul>

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.

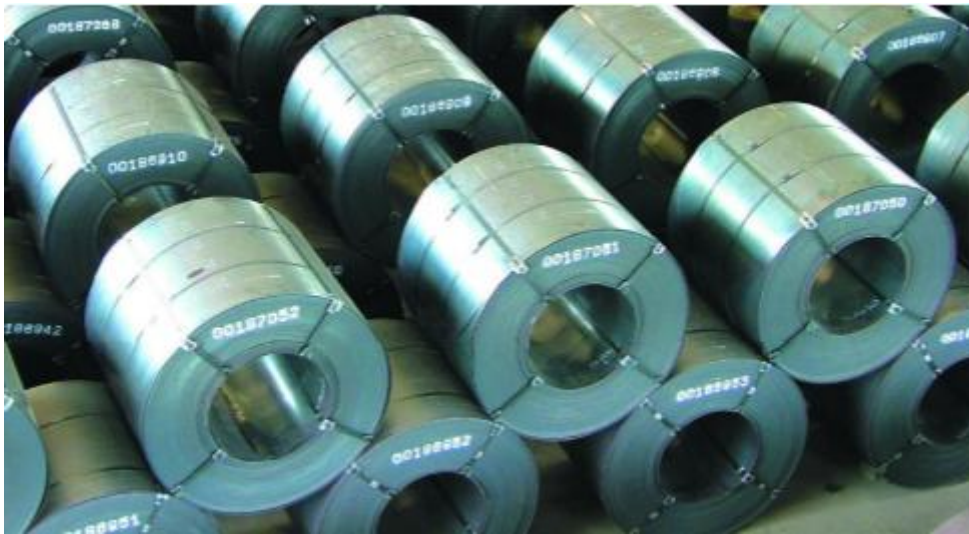
The Company's hot-rolled coil plant has deployed state-of-the-art technologies that perfectly and efficiently integrate melting, casting and rolling processes in one plant, or known as "Compact Mini Mill", which consists of melting technology with Electric Arc Furnace (EAF), Continuous Casting Machine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

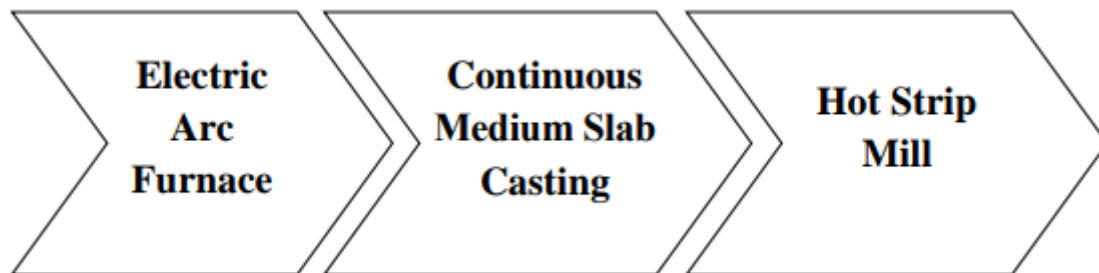
The main raw materials used for the Company's production are scrap and pig iron, including the scrap derived from the production process. In addition, the mixture of the burnt lime and alloying compounds must be added in the manufacturing process to obtain the product features as required.

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

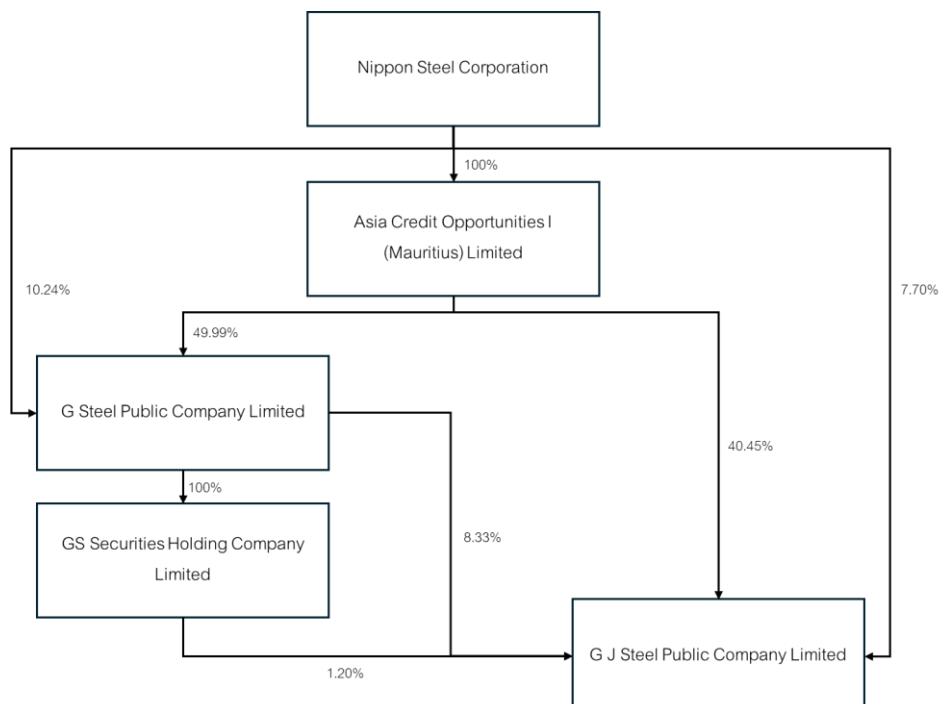
The demand for raw materials (Pig Iron and Steel Scrap) is still high and the supply of domestic raw materials are insufficient compared with the domestic demand. Therefore, the Company still needs to keep import raw materials.

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:

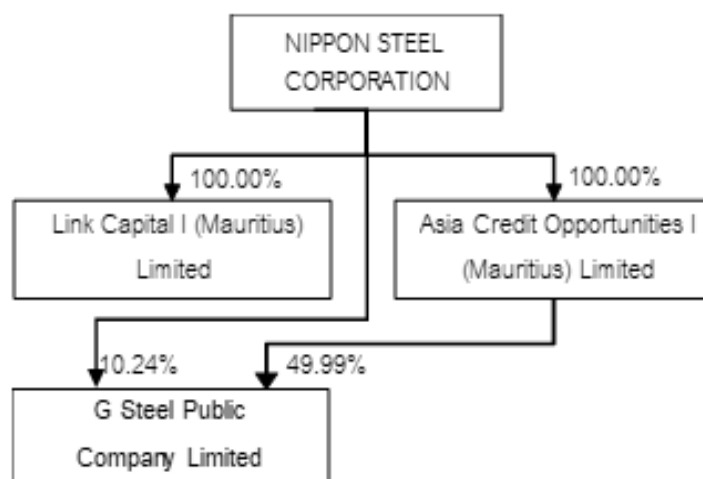
Subsidiaries	Location	Type of business	Type and number of Shares	Total holding
Siam Professional Holdings Co., Ltd.	88 PASO Tower, Silom Road, Suriyawong, Bangrak, Bangkok 10500	Investment holdings company	Ordinary shares 3,410,000 shares	99.99%
GS Securities Holdings Co., Ltd.	88 PASO Tower, 18th Floor, 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%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Source: GSTEEL

## 2.4 Revenue Structure

(Unit: THB million)

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

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 March 28, 2025, 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

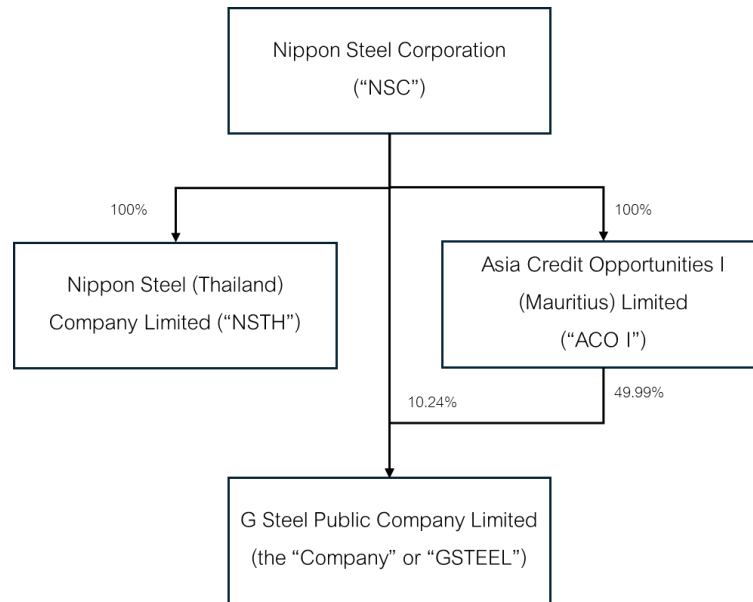
Source: SET

#### 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. Vitan Suntichaiyakul	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

Source: SET

## 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	%
<b>Assets</b>						
<b>Current assets</b>						
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
<b>Total Current Assets</b>	<b>3,034.25</b>	<b>29.30</b>	<b>2,100.88</b>	<b>24.71</b>	<b>2,038.85</b>	<b>24.28</b>

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
<b>Non-Current Assets</b>						
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
<b>Total Non-Current Assets</b>	<b>7,322.50</b>	<b>70.70</b>	<b>6,401.25</b>	<b>75.29</b>	<b>6,359.81</b>	<b>75.72</b>
<b>Total Assets</b>	<b>10,356.75</b>	<b>100.00</b>	<b>8,502.13</b>	<b>100.00</b>	<b>8,398.67</b>	<b>100.00</b>
<b>Liabilities</b>						
<b>Current Liabilities</b>						
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
<b>Total Current Liabilities</b>	<b>4,524.16</b>	<b>43.68</b>	<b>5,065.66</b>	<b>59.58</b>	<b>6,827.02</b>	<b>81.29</b>
<b>Non-Current Liabilities</b>						
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
<b>Total Non-Current Liabilities</b>	<b>2,394.16</b>	<b>23.12</b>	<b>1,356.17</b>	<b>15.95</b>	<b>1,391.27</b>	<b>16.57</b>
<b>Total Liabilities</b>	<b>6,918.32</b>	<b>66.80</b>	<b>6,421.83</b>	<b>75.53</b>	<b>8,218.29</b>	<b>97.85</b>
<b>Shareholders' Equity</b>						
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
Appropriated for legal reserve						

Components	December 31, 2022		December 31, 2023		December 31, 2024	
	THB million	%	THB million	%	THB million	%
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	%
<b>Revenue</b>						
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
<b>Total Revenues</b>	<b>15,027.90</b>	<b>100.00</b>	<b>11,016.05</b>	<b>100.00</b>	<b>8,431.62</b>	<b>100.00</b>
<b>Expenses</b>						
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
<b>Total Cost of Sales</b>	<b>14,199.42</b>	<b>94.49</b>	<b>11,286.68</b>	<b>102.46</b>	<b>9,468.52</b>	<b>112.30</b>
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
<b>Total Expenses</b>	<b>16,995.75</b>	<b>113.09</b>	<b>12,029.91</b>	<b>109.20</b>	<b>10,187.10</b>	<b>120.82</b>
<b>Gain (Loss) before tax</b>	<b>(1,967.85)</b>	<b>(13.09)</b>	<b>(1,013.85)</b>	<b>(9.20)</b>	<b>(1,755.47)</b>	<b>(20.82)</b>
Tax expense	(35.60)	(0.24)	-	-	-	-
<b>Gain (Loss) for the year</b>	<b>(2,003.46)</b>	<b>(13.33)</b>	<b>(1,013.85)</b>	<b>(9.20)</b>	<b>(1,755.47)</b>	<b>(20.82)</b>

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)
Net cash provided by (used in) financing activities	(226.20)	502.55	1,852.83
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>345.65</b>	<b>(241.86)</b>	<b>(322.98)</b>

Components (Unit: THB million)	12-Month Period December 31, 2022	12-Month Period December 31, 2023	12-Month Period December 31, 2024
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
<b>Liquidity Ratio</b>				
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
<b>Profitability Ratio</b>				
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 <sup>1/</sup>	%	(13.41)	(9.42)	(20.97)
Return on Equity <sup>2/</sup>	%	(43.47)	(36.74)	(155.31)
<b>Efficiency Ratio</b>				
Return on Asset <sup>3/</sup>	%	(17.65)	(10.75)	(20.77)
Return on Fixed Asset <sup>3/</sup>	%	(27.99)	(16.81)	(29.69)
Asset Turnover	Times	1.32	1.14	0.99
<b>Debt Leverage Ratio</b>				
Debt to Equity Ratio <sup>4/</sup>	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 <sup>4/</sup>	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	2,039,458	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.

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
<b>Total Revenue</b>	<b>198.53</b>	<b>100.00</b>	<b>242.42</b>	<b>100.00</b>	<b>366.08</b>	<b>100.00</b>

## 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
	<b>Total</b>	<b>827,238</b>	<b>100.00</b>

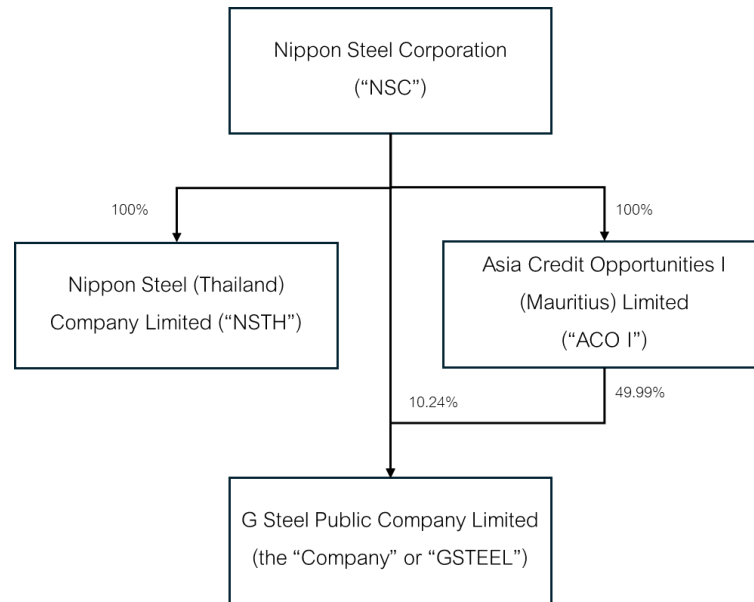
Source: BOL

### 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	(%)
<b>Assets</b>						
<b>Current assets</b>						
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
<b>Total Current Assets</b>	<b>5,120.16</b>	<b>99.79</b>	<b>6,557.82</b>	<b>99.85</b>	<b>10,857.87</b>	<b>99.92</b>
<b>Non-Current Assets</b>						
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
<b>Total Non-Current Assets</b>	<b>10.74</b>	<b>0.21</b>	<b>9.94</b>	<b>0.15</b>	<b>8.29</b>	<b>0.08</b>
<b>Total Assets</b>	<b>5,130.89</b>	<b>100.00</b>	<b>6,567.76</b>	<b>100.00</b>	<b>10,866.16</b>	<b>100.00</b>

Components	December 31, 2021		December 31, 2022		December 31, 2023	
	THB million	(%)	THB million	(%)	THB million	(%)
<b>Liabilities</b>						
<b>Current Liabilities</b>						
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
<b>Total Current Liabilities</b>	<b>4,253.41</b>	<b>82.90</b>	<b>5,702.36</b>	<b>86.82</b>	<b>9,988.98</b>	<b>91.93</b>
<b>Non-Current Liabilities</b>						
Other non-current liabilities	2.22	0.04	1.52	0.02	1.41	0.01
<b>Total Non-Current Liabilities</b>	<b>2.22</b>	<b>0.04</b>	<b>1.52</b>	<b>0.02</b>	<b>1.41</b>	<b>0.01</b>
<b>Total Liabilities</b>	<b>4,255.64</b>	<b>82.94</b>	<b>5,703.88</b>	<b>86.85</b>	<b>9,990.39</b>	<b>91.94</b>
<b>Shareholders' Equity</b>						
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
<b>Total Shareholders' Equity</b>	<b>875.26</b>	<b>17.06</b>	<b>863.88</b>	<b>13.15</b>	<b>875.77</b>	<b>8.06</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>5,130.89</b>	<b>100.00</b>	<b>6,567.76</b>	<b>100.00</b>	<b>10,866.16</b>	<b>100.00</b>

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	(%)
<b>Revenue</b>						
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
<b>Total Revenue</b>	<b>198.53</b>	<b>100.00</b>	<b>242.42</b>	<b>100.00</b>	<b>366.08</b>	<b>100.00</b>
<b>Expenses</b>						
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
<b>Total Expenses</b>	<b>163.28</b>	<b>82.25</b>	<b>207.65</b>	<b>85.66</b>	<b>196.34</b>	<b>53.63</b>
<b>Profit (loss) before finance costs and income tax</b>	<b>35.25</b>	<b>17.75</b>	<b>34.77</b>	<b>14.34</b>	<b>169.75</b>	<b>46.37</b>
Finance costs	9.36	4.72	17.32	7.14	149.59	40.86
<b>Profit (loss) before income tax</b>	<b>25.88</b>	<b>13.04</b>	<b>17.46</b>	<b>7.20</b>	<b>20.16</b>	<b>5.51</b>
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 for the 69 countries reporting to the World Steel Association (worldsteel) was 166.1 million tonnes (Mt) in March 2025. This is a 2.9% increase compared to the same month a year ago.

Global crude steel production for 2025 is forecast at 1.846 billion tonnes, which is slightly adjusted downward compared to earlier estimates. Tariffs and trade uncertainty are reducing steel demand in North America and Southeast Asia. China's output will fall below 1 billion tonnes in 2025 due to weak construction demand and export limits. India and North America face slower growth, impacted by low infrastructure spending and tariff changes

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

### 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
<b>Steelmaking (Subsidiaries)</b>					
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

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

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



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. <sup>1/</sup>	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

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
<b>Steelmaking (Affiliates)</b>					
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

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	BRL13,200mln	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
<b>Total</b>	<b>6,954.00</b>	<b>102.13</b>	<b>8,164.80</b>	<b>102.37</b>	<b>9,057.80</b>	<b>102.14</b>
Adjustments	(145.00)	(2.13)	(189.20)	(2.37)	(189.80)	(2.14)
<u><b>Consolidated total</b></u>	<u><b>6,808.80</b></u>	<u><b>100.00</b></u>	<u><b>7,975.50</b></u>	<u><b>100.00</b></u>	<u><b>8,868.00</b></u>	<u><b>100.00</b></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 (thousand 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 (thousand 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

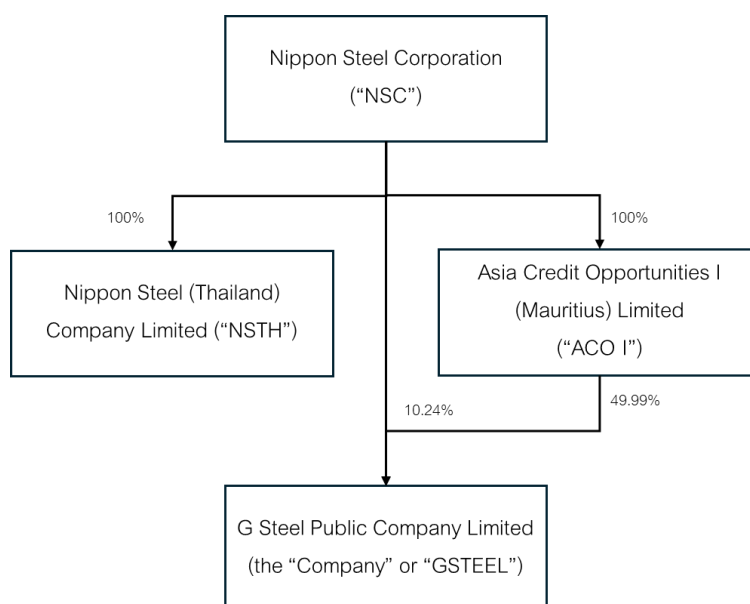
Source: NSC

### 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	(%)
<b>ASSETS</b>								
<b>Current assets:</b>								
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
<b>Total Current Assets</b>	<b>3,514.66</b>	<b>40.16</b>	<b>4,070.52</b>	<b>42.55</b>	<b>4,560.38</b>	<b>42.56</b>	<b>4,881.94</b>	<b>44.28</b>
<b>Non-current assets:</b>								
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 4**  
**(Attachment for Agenda 2 to 4 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
<b>Total Non-Current Assets</b>	<b>5,237.69</b>	<b>59.84</b>	<b>5,496.58</b>	<b>57.45</b>	<b>6,154.24</b>	<b>57.44</b>	<b>6,142.41</b>	<b>55.72</b>
<b>TOTAL ASSETS</b>	<b>8,752.35</b>	<b>100.00</b>	<b>9,567.10</b>	<b>100.00</b>	<b>10,714.63</b>	<b>100.00</b>	<b>11,024.35</b>	<b>100.00</b>
<b>LIABILITIES</b>								
<b>Current liabilities:</b>								
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
<b>Total Current Liabilities</b>	<b>2,018.63</b>	<b>23.06</b>	<b>2,093.80</b>	<b>21.89</b>	<b>2,581.87</b>	<b>24.10</b>	<b>2,527.76</b>	<b>22.93</b>
<b>Non-current liabilities:</b>								
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
<b>Total Non-Current Liabilities</b>	<b>2,836.71</b>	<b>32.41</b>	<b>2,826.88</b>	<b>29.55</b>	<b>2,776.87</b>	<b>25.92</b>	<b>2,647.96</b>	<b>24.02</b>
<b>TOTAL LIABILITIES</b>	<b>4,855.34</b>	<b>55.47</b>	<b>4,920.68</b>	<b>51.43</b>	<b>5,358.75</b>	<b>50.01</b>	<b>5,175.72</b>	<b>46.95</b>
<b>EQUITY</b>								
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
<b>Total equity attributable to owners of the parent</b>	<b>3,466.80</b>	<b>39.61</b>	<b>4,181.16</b>	<b>43.70</b>	<b>4,777.73</b>	<b>44.59</b>	<b>5,255.34</b>	<b>47.67</b>
Non-controlling interests	430.21	4.92	465.26	4.86	578.15	5.40	598.29	5.43
<b>Total equity</b>	<b>3,897.01</b>	<b>44.53</b>	<b>4,646.42</b>	<b>48.57</b>	<b>5,355.88</b>	<b>49.99</b>	<b>5,848.63</b>	<b>53.05</b>
<b>Total liabilities and equity</b>	<b>8,752.35</b>	<b>100.00</b>	<b>9,567.10</b>	<b>100.00</b>	<b>10,714.63</b>	<b>100.00</b>	<b>11,024.35</b>	<b>100.00</b>

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)
<b>Gross profit</b>	<b>1,221.56</b>	<b>17.94</b>	<b>1,293.56</b>	<b>16.22</b>	<b>1,386.77</b>	<b>15.64</b>	<b>1,034.28</b>	<b>15.78</b>
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)
<b>Business profit</b>	<b>938.13</b>	<b>13.78</b>	<b>916.46</b>	<b>11.49</b>	<b>869.66</b>	<b>9.81</b>	<b>566.13</b>	<b>8.64</b>
Losses on reorganization	(97.23)	(1.43)	(32.81)	(0.41)	(91.00)	(1.03)	-	-
<b>Operating profit</b>	<b>840.90</b>	<b>12.35</b>	<b>883.65</b>	<b>11.08</b>	<b>778.66</b>	<b>8.78</b>	<b>566.13</b>	<b>8.64</b>

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
<b>Liquidity Ratio</b>				
Current Ratio	Times	1.74	1.94	1.77
Quick Ratio	Times	0.87	0.95	0.88
<b>Profitability Ratio</b>				
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
<b>Efficiency Ratio</b>				
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
<b>Debt Leverage Ratio</b>				
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 for the 69 countries reporting to the World Steel Association (worldsteel) was 166.1 million tonnes (Mt) in March 2025. This is a 2.9% increase compared to the same month a year ago.

Global crude steel production for 2025 is forecast at 1.846 billion tonnes, which is slightly adjusted downward compared to earlier estimates. Tariffs and trade uncertainty are reducing steel demand in North America and Southeast Asia. China's output will fall below 1 billion tonnes in 2025 due to weak construction demand and export limits. India and North America face slower growth, impacted by low infrastructure spending and tariff changes

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

**Attachment 4**

**Summary of the Appraisal of Land, Land and Building Improvements, Machinery and Equipment of  
G Steel Public Company Limited ("GSTEEL" or the "Company")**

In evaluating the value of land, land and building improvements, machinery and equipment for referencing the value of assets of GSTEEL, GSTEEL has appointed an independent asset appraisers, namely Thai Surveyor & Advisory Co., Ltd. ("TSA" or the "Independent Property Appraiser"), which are the property appraiser companies in the capital market and accredited by the Valuers Association of Thailand ("VAT") and are the property appraiser companies in the capital market accredited by the SEC to value the land, land and building improvements, machinery and equipment of GSTEEL under public purpose objective, with details as follow:

**1. Details of Appraised Property**

<b>Name of Client</b>	G Steel Public Company Limited
<b>Sort of Property</b>	The property appraised consists of building improvements, land improvements, land and machinery & equipment
<b>Location of Property</b>	No. 55 Moo 5, SSP Industrial Park, Bankhai-Nonglalom Road (Highway No. 3143, between Kilometer Stations 5-6), Nonglalom Sub-district, Bankhai District, Rayong Province
<b>Land Title Deeds</b>	13 Lots of Title Deed
<b>Building Improvements</b>	<ol style="list-style-type: none"> <li>1. AMO Office Building</li> <li>2. SMO Office Building</li> <li>3. Main Factory</li> <li>4. Warehouse Spare Part</li> <li>5. Electrical Room New Roll Shop</li> <li>6. Laboratory</li> <li>7. GMO Office Building</li> <li>8. New Warehouse</li> <li>9. New Workshop</li> <li>10. Oil Storage</li> <li>11. Main Substation Building</li> <li>12. Canteen and Change House</li> <li>13. Guard House</li> <li>14. Dehydrator Room</li> <li>15. HSM Water Treatment Control Room</li> <li>16. EAF Water Treatment Control Room</li> <li>17. CCM Water Treatment Control Room</li> <li>18. Pump Room (ARP)</li> <li>19. Hazardous Waste Room</li> <li>20. Melt shop Electrical Room</li> </ol>

	21. Diesel Generator Room
Purpose	Accounting and public purpose
Appraisal Methodology	Building Improvements, Land Improvements, Machinery and Equipment (Cost Approach) Land (Market Approach)
Date of Appraisal	April 18, 2025
Replacement cost new	THB 30,093,000,000.00 (Thirty Thousand and Ninety-Three Million Baht)
Fair Market Value	THB 5,588,000,000.00 (Five Thousand Five Hundred Eighty-Eight Million Baht)
Appraiser	Thai Surveyor & Advisory Co., Ltd.

## 2. Valuation Methodology

Before arriving at the opinion of value, TSA personally inspected the property and studied the market conditions. To develop the opinion of value, TSA considered the three generally accepted approaches to value: cost, sales comparison and income. The theory of these approaches is outlined as follows:

### Cost Approach

The cost approach establishes value based on the cost of reproducing or replacing the property, less depreciation from physical deterioration, and functional and economic/external obsolescence.

Reproduction cost new is defined as the estimated amount required to reproduce the property at one time in like kind and materials in accordance with current market prices for materials, labor, and manufactured property, contractors' overhead and profit, and fees, but without provision for overtime, bonuses for labor, or premiums for materials or property.

Replacement cost new is defined as the estimated amount required to replace the property at one time with a modern new unit using the most current technology and materials that will duplicate the production capacity and utility of an existing unit at current market prices for materials, labor, and manufactured property, contractors' overhead and profit, and fees, but without provision for overtime, bonuses for labor, or premiums for material or property. Physical deterioration is the loss in value resulting from wear and tear in operation and exposure to the elements.

Functional obsolescence is the loss in value caused by conditions within the property such as changes in design, materials, or process that result in inadequacy, over capacity, lack of utility, or excess operating costs.

Economic/external obsolescence is an incurable loss in value caused by unfavorable conditions external to the property such as the local economy, economics of the industry, availability of financing, encroachment of objectionable enterprises, loss of material and labor sources, lack of

efficient transportation, shifting of business centers, passage of new legislation, and changes in ordinances.

The cost approach generally provides a meaningful indication of the value of land improvements, special buildings, special structures, and special machinery and equipment associated with a viable business or justified by economic demand.

When market transactions of comparable property are not available, when data cannot be extrapolated from larger transactions, or when transactions are non-existent, under premise of continued use, the cost approach is the preferred valuation procedure.

#### **Sales Comparison Approach**

In the sales comparison approach, the value of the appraised property is based on recent sales and listings of comparable property. Adjustments are made for differences between the subject property and those actual sales and listings regarded as comparable.

#### **Income Approach**

In the income approach, value is developed on the basis of capitalization of the net earnings that would be generated if a specific stream of income can be attributed to an asset or a group of assets. This approach is most applicable to investment and general-use properties where there is an established and identifiable rental market.

In any appraisal study, all three approaches to value must be considered, as one or more may be applicable to the subject property. In some situations, elements of two approaches may be combined to reach a value conclusion.

For this appraisal, TSA applied the sales comparison approach to estimate the fair market value of the land and the cost approach to estimate the fair market value of the building improvements, land improvements and machinery and equipment. Under the cost approach, the fair market value of the property in continued use is equal to the fair market value of the land plus its replacement cost new less depreciation of the building improvements, land improvement and machinery and equipment.

TSA did not investigate any financial data pertaining to the present or prospective earning capacity of the operation in which the property is used. It is assumed that prospective earnings would provide a reasonable return on the fair market value of the property, plus the value of any asset not included in the appraisal, and adequate net working capital.

Forced sale value is defined as the estimated amount that might be realized from disposition of the property, piecemeal, within a short period of time in which to complete the transaction. The property would be offered for sale to a dealer in used equipment or to an alternate user in an "as- is, where-is" condition and location, with the buyer assuming the cost to dismantle and remove.

### Depreciation

#### *Building Improvements and Land Improvements*

TSA depreciated these items on a straight-line basis based on the following schedule of useful life:

	<u>Useful Life (years)</u>
Building Improvements	30 - 40
Land Improvements	20

#### *Machinery and Equipment*

TSA depreciated the machinery and equipment on a straight-line basis based on useful life of 10-25 years by applying the formula (based on the standards of The Valuers Association of Thailand and Thai Valuers Association) as follows:

FMV	=	RCN x P x F x E
FMV	=	Fair Market Value
RCN	=	Replacement Cost New
P	=	$(1-n/N) \times C$
F	=	Functional Obsolescence assumed equal to 1
E	=	Economic/External Obsolescence assumed equal to 1
n	=	Chronological Age
N	=	Useful Life
C	=	Condition Factor (as observed during inspection)

### 3. Property Valuation

The property is located at No. 55 Moo 5, SSP Industrial Park, Bankhai-Nonglalom Road (Highway No. 3143, between Kilometer Stations 5-6), approximately 600 meters north of the intersection of SSP Industrial Park Road and Bankhai-Nonglalom Road, or 4.6 kilometers southeast of the intersection of Bankhai-Nonglalom Road and Highway No. 3371. The property is approximately 6.6 kilometers west of the Bankhai District Center.

SSP Industrial Park Main Road and SSP Industrial Park Sub Road, the access to the site is an internal road:

SSP Industrial Park Main Road has a 30-meter right-of-way, with a 14-meter concrete roadway. It is provided with an underground drainage.

SSP Industrial Park Sub Road has a 30-meter right-of-way, with a 10-meter concrete roadway.

Bankhai-Nonglalom Road has a 20-meter right-of-way, with a 7-meter asphalt roadway. It is provided with an open drainage

Distances from the subject site to certain landmarks are as follows:

- Bankhai District Office	6.6	kilometers
- Nikom Patthana District Office	8.1	kilometers

- Rayong Provincial Center                      14                      kilometers

#### Neighborhood Data

The property is located within Nonglalo Sub-district, Bankhai District, Rayong Province, in an area where land development is generally for industrial and agricultural purposes.

Considered as some of the major improvements in the vicinity are

- Eastern Seaboard Industry Estate
- Suphattha Land Park
- Wat Mabtong
- Bankhai Technical College

Electric power, running water and telephone facilities are available in the neighborhood of the property.

Public transportation is available throughout the day along Bankhai-Nonglalo Road (Highway No. 3143).

### 3.1. Land

TSA have inspected the land and the neighborhood in which it is located. TSA have conducted a land title search at the Land Department and have verified that the copy of the title deeds provided to TSA are in accordance with the original copy kept at the Land Department.

TSA verified the land location from the cadastral map at Rayong Land Department (Bankhai Branch).

The land consists of fifteen (13) lots, containing an aggregate area of 429 rai 2 ngan 44.8 sq. wah (687,379.2 sq. m.), owned and registered under the name of G Steel Public Company Limited, technically described as:

				Area			
No.	Title Deed No.	Lot. No.	Survey No.	Rai	Ngan	Sq. wah	Mortgagee
1	21276	120	4443	248	1	40.5	-
2	21576	2	4405	32	2	95.1	Mahachai Steel Center Co., Ltd.
3	24472	200	2164	3	3	98.8	-
4	24652	314	1773	7	-	17.0	Mahachai Steel Center Co., Ltd.
5	24694	99	4165	9	-	42.0	Mahachai Steel Center Co., Ltd.
6	24695	102	4169	8	1	92.0	Mahachai Steel Center Co., Ltd.
7	24696	103	4176	6	3	35.0	Mahachai Steel Center Co., Ltd.
8	25136	106	5694	12	2	13.4	-
9	29453	105	5626	3	3	5.0	-
10	40156	212	6504	15	1	44.9	-
11	40669	350	7143	2	-	28.0	-
12	65006	301	10800	-	2	50.0	-
13	91462	507	17025	78	2	83.1	-
<b>Total</b>				<b>429</b>	<b>2</b>	<b>44.8</b>	
<b>Less: area for SSP Industrial Park Main Road (approx.)</b>				<b>2</b>	<b>-</b>	<b>78.0</b>	

Net Area	427	1	66.8	
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The market data collected and used in appraising the land can be summarized as follows:

Details	Project Under Appraisal	Market Data 1	Market Data 2	Market Data 3
Project	G Steel Public Company Limited	WHA Industrial Development (RY36)	Rojana Industrial Park Rayong	Rayong Industrial Park
Location	No. 55 Moo 5, SSP Industrial Park, Bankhai-Nonglalo Road (Highway No. 3143, between Kilometer Stations 5-6)	Highway No. 3143, Ban Khai, Rayong	Highway No. 3138, Ban Khai, Rayong, Mabkha Ban Khai, Rayong	Highway No. 3191, Nikom Phattana, Rayong
Project Area	427 rai 1 ngan 66.8 sq. wah	1,281 rai	2,933 rai	1,500 rai
Facilities	- Main Road : concrete 14-meter - Sub Road : concrete 10-meter	- Main Road : concrete 25-40 meter - Sub Road : concrete 10-meter	- Main Road : concrete 14-meter - Sub Road : concrete 10-meter	- Main Road : concrete 14-meter - Sub Road : concrete 10-meter
Utilities	Electric power, running water and telephone facilities	Telephone, Industrial Water, Wastewater Treatment, Natural Gas System, Electricity	Telephone, Water, Wastewater Treatment, Electricity	Telephone, Water, Wastewater Treatment, Electricity
Selling price (THB/rai)		3,500,000	3,200,000	3,500,000
Date		April 2025	April 2025	April 2025

Description	(Unit)	Subject Property	Comparable Sale		
			1	2	3
Land Area	(Rai)	427.41700	>10	>10	>10
Offer Price	(THB/Rai)	-	3,500,000	3,200,000	3,500,000
Adjusted Price	(%)	-	15%	10%	15%
Selling Price	(THB/Rai)	-	-	-	-
Date		-	-	-	-
Adjust the time factor	(%)	-	-	-	-
Selling Price/Adjust the time factor	(THB/Rai)	-	-	-	-
Adjust Value	(THB/Rai)	-	2,975,000	2,880,000	2,975,000

Factor	Weight (%)	Subject Property	Comparable Sale		
			1	2	3
Location	25%	3	9	7	8

Factor	Weight (%)	Subject Property	Comparable Sale		
			1	2	3
Surroundings	25%	3	9	9	9
Land Area	20%	2	8	8	8
Shape	15%	4	8	8	8
Utilization	15%	4	7	7	7
<b>Total Physical Adjustments</b>	<b>100%</b>	<b>310</b>	<b>835</b>	<b>785</b>	<b>810</b>
Adjustment ratio	(%)	0.00%	-62.87%	-60.51%	-61.73%
Adjusted Value	(THB/Rai)		1,104,491	1,137,325	1,138,580
Weight Level	(100%)		32.50%	34.17%	33.33%
Final Adjusted Value	(THB/Rai)	1,127,072	358,960	388,586	379,527
<b>Fair Market Value</b>	<b>(THB/Rai)</b>	<b>1,100,000</b>			
	(THB/sq. wah)	<b>2,750</b>			

After making adjustments for differences between the market data and the land under appraisal, it is our opinion that the fair market value of the subject land is THB 1,100,000/rai.

#### Conclusion

With due consideration to the foregoing and all relevant factors in this appraisal, the results are as follows:

	<u><b>Fair Market Value</b></u>
427 rai 1 ngan 66.8 sq. wah (427.41700 rai) @ THB 1,100,000/rai	<u><b>THB 470,158,700</b></u>
	<u><b>Forced Sale Value</b></u>
	<u><b>THB 329,111,090</b></u>

### **3.2. Building and Land Improvements**

TSA have inspected these assets to verify their condition. TSA applied the unit-in-place method in arriving at the replacement cost new of these assets. Under the unit-in-place method, TSA calculated the replacement cost new of the property by estimating each component of the improvement such as piling, foundation, columns, beams, floors, ceilings, walls and partitions, doors and windows etc., at current market prices of materials, labor, and manufactured property, contractors' overhead and profit, and fees, but without provision for overtime, bonuses for labor, or premiums for materials.

No documents were presented to support ownership of the building improvements and land improvements. However, TSA were advised by G Steel Public Company Limited, that the owner of these improvements is G Steel Public Company Limited.



No.	Description	Area (sq. m.)
1	AMO Office Building	1,600
2	SMO Office Building	960
3	Main Factory	67,659
4	Warehouse Spare Part	5,469
5	Electrical Room New Roll Shop	294
6	Laboratory	450
7	GMO Office Building	1,000
8	New Warehouse	8,166
9	New Workshop	2,777
10	Oil Storage	450
11	Main Substation Building	1,197
12	Canteen and Change House	2,220
13	Guard House	116
14	Dehydrator Room	648
15	HSM Water Treatment Control Room	300
16	EAF Water Treatment Control Room	300
17	CCM Water Treatment Control Room	250
18	Pump Room (ARP)	370
19	Hazardous Waste Room	864
20	Meltshop Electrical Room	420
21	Diesel Generator Room	390
	<b>Total</b>	<b>95,900</b>

Building Improvements

No.	Name/Depreciation	Year Construction Completed	Useful Life (Year)	Remaining Useful Life (Year)	Depreciation (Year)	Remaining Depreciation	Floor Area sq.m.	Unit Cost (THB /sq.m.)	Replacement Cost New (THB)	Replacement Cost New Less Depreciation (THB)	Forced Sale Value (THB)
1	AMO Office Building	2011	40	26	2.50%	65.00%	1,600	16,500	26,400,000	17,160,000	8,580,000
2	SMO Office Building	1999	40	14	2.50%	35.00%	960	16,500	15,840,000	5,544,000	2,772,000
3	Main Factory Building	1999	40	14	2.50%	35.00%	45,899	24,000	1,101,576,000	385,551,600	192,775,800
	Type of construction - reinforced-concrete and steel-framed building	2009	40	24	2.50%	60.00%	7,671	23,000	176,433,000	105,859,800	52,929,900
	Floor - plain cement finish on concrete and well compacted earth fill	2011	40	26	2.50%	65.00%	14,089	23,000	324,047,000	210,630,550	105,315,275
4	Warehouse Spare Part	1999	40	14	2.50%	35.00%	5,469	16,500	90,238,500	31,583,475	15,791,738
5	Electrical Room (New Roll Shop)	2007	40	22	2.50%	55.00%	294	13,000	3,822,000	2,102,100	1,051,050
6	Laboratory	1999	40	14	2.50%	35.00%	450	13,000	5,850,000	2,047,500	1,023,750
7	GMO Office Building	1999	40	14	2.50%	35.00%	1,000	16,500	16,500,000	5,775,000	2,887,500
8	New Warehouse	2009	40	24	2.50%	60.00%	8,166	16,500	134,739,000	80,843,400	40,421,700
9	New Workshop	2009	40	24	2.50%	60.00%	2,777	16,500	45,820,500	27,492,300	13,746,150
10	Oil Storage	2009	30	14	3.33%	46.62%	450	4,000	1,800,000	839,160	419,580
11	Main Substation Building	1999	40	14	2.50%	35.00%	1,197	13,000	15,561,000	5,446,350	2,723,175

No.	Name/Depreciation	Year Construction Completed	Useful Life (Year)	Remaining Useful Life (Year)	Depreciation (Year)	Remaining Depreciation	Floor Area sq.m.	Unit Cost (THB /sq.m.)	Replacement Cost New (THB)	Replacement Cost New Less Depreciation (THB)	Forced Sale Value (THB)
12	Canteen and Change House	2009	40	24	2.50%	60.00%	2,220	13,500	29,970,000	17,982,000	8,991,000
13	Guard House	2009	30	14	3.33%	46.62%	116	7,000	812,000	378,554	189,277
14	Dehydrator Room	1999	40	14	2.50%	35.00%	648	12,000	7,776,000	2,721,600	1,360,800
15	HSM Water Treatment Control Room	1999	40	14	2.50%	35.00%	300	9,000	2,700,000	945,000	472,500
16	EAF Water Treatment Control Building	1999	40	14	2.50%	35.00%	300	9,000	2,700,000	945,000	472,500
17	CCM Water Treatment Control Building	1999	40	14	2.50%	35.00%	250	9,000	2,250,000	787,500	393,750
18	Pump Room (APR)	2011	40	26	2.50%	65.00%	370	9,000	3,330,000	2,164,500	1,082,250
19	Hazardous Waste Room	2009	40	24	2.50%	60.00%	864	6,000	5,184,000	3,110,400	1,555,200
20	Meltshop Electrical Room	1999	40	14	2.50%	35.00%	420	14,000	5,880,000	2,058,000	1,029,000
21	Diesel Generator Room	1999	30	4	3.33%	13.32%	390	5,000	1,950,000	259,740	129,870
Total									2,021,179,000	912,227,529	456,113,765
Rounded To									2,021,200,000	912,200,000	456,100,000

Land Improvements

No.	Name/Depreciation	Year Construction Completed	Useful Life (Year)	Remaining Useful Life (Year)	Depreciation (Year)	Remaining Depreciation	Floor Area sq.m.	Unit Cost (THB/ sq.m.)	Replacement Cost New (THB)	Replacement Cost New Less Depreciation (THB)	Forced Sale Value (THB)
1	Roadway and Drainage	1999	20	-	-	15.00%	66,512	1,200	79,814,400	11,972,160	5,986,080
2	Parking Shed	2011	20	-	-	42.50%	10,292	1,800	18,525,600	7,873,380	3,936,690
3	Fence Type 1 - consists of concrete block wall on concrete structures, approximately 2 meters; high and 805 meters; long	1999	20	-	-	15.00%	805	2,500	2,012,500	301,875	150,938
	Type 2 - consists of chain link on steel structures approximately 2 meters; high and 3,140 meters; long	1999	20	-	-	15.00%	3,140	2,000	6,280,000	942,000	471,000
Total									106,632,500	21,089,415	10,544,707.5

**3.3. Machinery and Equipment**

TSA conducted an inspection of the machinery and equipment on April 18, 2025. At the date of inspection, the equipment was found to be in fair condition. TSA have assumed that this equipment can perform efficiently the purpose for which they were designed or built. TSA were also informed that regular maintenance is performed on the equipment.

Description	Replacement Cost New (THB)	Fair Market Value (THB)	Forced Sale Value (THB)
Melt Shop	7,870,030,000	1,180,504,500	354,151,350
Forklift Truck	3,760,000	564,000	169,200
Continuous Casting Machine (CCM)	1,955,500,000	293,325,000	87,997,500
Hot Strip Mill (HSM)	11,368,900,000	1,705,335,000	511,600,500
Overhead Traveling Crane	1,792,480,000	307,563,300	92,268,990
Utilities	1,415,050,000	212,257,500	63,677,250
Power Distribution System	2,158,480,000	323,772,000	97,131,600
Laboratory and Maintenance Equipment	41,020,000	6,153,000	1,845,900
Working Rolls, Other Rolls, Roll Chocks, Roll Shop	587,780,000	88,167,000	26,450,100
Scarp Charging Cranes	115,970,000	17,395,500	5,218,650
Slang Pot Carrier	77,320,000	11,598,000	3,479,400
Overhead Traveling Crane (no.341,342)	16,080,000	6,633,000	1,989,900
Skin pass Mill	92,260,000	31,137,750	9,341,325
<b>Total</b>	<b>27,494,630,000</b>	<b>4,184,405,550</b>	<b>1,255,321,665</b>

**4. Summary of the Appraisal of Land, Land and Building Improvements, Machinery and Equipment**

In this appraisal of land, land and building improvements, machinery and equipment, the Independent Property Appraiser chose to use the Market Approach and Cost Approach as an appropriate approach with details below.

Description	Replacement Cost New (THB)	Fair Market Value (THB)	Forced Sale Value (THB)
Land	470,158,700.00	470,158,700.00	329,111,090.00
Building and Land Improvements	2,127,811,500.00	933,316,944.00	466,658,472.00
Sub Total	2,597,970,200.00	1,403,475,644.00	795,769,562.00
Machinery and Equipment			
Melt Shop	7,873,790,000.00	1,181,068,500.00	354,320,550.00
Continuous Casting Machine (CCM)	1,955,500,000.00	293,325,000.00	87,997,500.00
Hot Strip Mill (HSM)	11,368,900,000.00	1,705,335,000.00	511,600,500.00
Overhead Traveling Crane Others	1,792,480,000.00	307,563,300.00	92,268,990.00
Utilities	1,415,050,000.00	212,257,500.00	63,677,250.00
Power Distribution System	2,158,480,000.00	323,772,000.00	97,131,600.00
Laboratory and Maintenance Equipment	41,020,000.00	6,153,000.00	1,845,900.00
Working Rolls, Other Rolls, Roll Chocks, Roll Shop	587,780,000.00	88,167,000.00	26,450,100.00
Scarp Charging Cranes	115,970,000.00	17,395,500.00	5,218,650.00
Slag Pot Carrier	77,320,000.00	11,598,000.00	3,479,400.00
Overhead Traveling Crane (No.341,342)	16,080,000.00	6,633,000.00	1,989,900.00
Skin pass Mill	92,260,000.00	31,137,750.00	9,341,325.00
Sub Total	27,494,630,000.00	4,184,405,550.00	1,255,321,665.00
Grand Total	30,092,600,200.00	5,587,881,194.00	2,051,091,227.00
Grand Total (Rounded to)	30,093,000,000.00	5,588,000,000.00	2,051,000,000.00

The Independent Property Appraiser uses the Cost Approach for the valuation of building improvements, land improvements, equipment, and machinery, and the Market Approach for the valuation of land. From the appraisal of land, land and building improvements, machinery and equipment by the Independent Property Appraiser, the property of land, land and building improvements, machinery and equipment will have a value of THB 5,588,000,000.00.