

No. GST/ELCID-01/2562

10 April 2019

Subject Notification of Resolutions of the Board of Directors Meeting No. 4/2019 and the convening of the Extraordinary General Meeting of Shareholders No. 1/2019

To President
Stock Exchange of Thailand

Enclosure Information Memorandum for the Connected Transaction of G Steel Public Company Limited

We, G Steel Public Company Limited (“**Company**”), would like to disclose the resolutions of the Board of Directors Meeting No. 4/2019 (“**Meeting**”), held on 10 April 2019 at 10.00 hrs., where the Meeting has passed the following key resolutions:

- Resolved to propose to the general meeting of shareholders to ratify the determination and payment of director’s remuneration for the year 2018 details as mentioned below. Any directors holding executive position and receive salary shall not receive any of the remuneration stated in the below table.

Position	Fixed Remuneration (Baht/month)	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/Meeting)
Board of Directors			
Chairman	60,000	-	6,250
Director	-	20,000	5,000
Audit Committee			
Chairman	60,000	-	6,250
Member	-	-	5,000
Sub-Committees*			
Chairman	-	-	6,250
Member	-	-	5,000

Remark:

*Sub-Committees include Nomination and Remuneration Committee, Corporate Governance Committee and Risk Management Committee

Remuneration for individual Directors for year 2018

Name of Directors	Remuneration for Director (Baht)	Meeting Allowance (Baht)				Total (Baht)
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee	
1. Mr. Yanyong Kurovat	720,000	56,250	-	-	5,000	781,250
2. Prof. Paichitr Rojanavanich	720,000	40,000	68,750	-	-	828,750
3. Mr. Teerapol Pussadej	240,000	45,000	55,000	6,250	-	346,250

Name of Directors	Remuneration for Director (Baht)	Meeting Allowance (Baht)				Total (Baht)
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee	
4. Dr. Teerachai Arunruangsirilert	240,000	40,000	50,000	5,000	-	335,000
5. Khunying Patama* Leeswadtrakul	-	-	-	-	-	-
6. Mr. Chainarong Monthienvichienchai	240,000	45,000	-	-	6,250	291,250
7. Mr. Ryuzo Ogino	160,000	15,000	-	-	-	175,000
8. Ms. Soontareeya* Wongsirikul	-	-	-	-	-	-
9. Mr. Somchai* Leeswadtrakul	-	-	-	-	-	-
10. Mrs. Churairat Panyarachun	240,000	45,000	-	5,000	-	290,000
11. Asst. Prof. Komol Wong-Apai	240,000	45,000	-	-	-	285,000
12. Ms. Methikan* Chutipongsiri	-	-	-	-	-	-
Total	2,800,000	331,250	173,750	16,250	11,250	3,332,500

Remarks:

*The directors holding executive position and receive salary shall not receive any of the remuneration stated in the above table.

- Resolved to propose to the general meeting of shareholders to approve the determination of director's remuneration for the year 2019, which is the same rate as the previous year, details as mentioned below. Any directors holding executive position and receive salary shall not receive any of the remuneration stated in the below table.

Position	Fixed Remuneration (Baht/month)	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/Meeting)
Board of Directors			
Chairman	60,000	-	6,250
Director	-	20,000	5,000
Audit Committee			
Chairman	60,000	-	6,250
Member	-	-	5,000
Sub-Committees*			
Chairman	-	-	6,250
Member	-	-	5,000

Remark:

*Sub-Committees include Nomination and Remuneration Committee, Corporate Governance Committee and Risk Management Committee

- Resolved to propose to the general meeting of shareholders to approve the appointment of A.M.T. & Associates to be the Auditor of the Company and approve the determination of the auditor remuneration for year 2019, in an amount of not exceeding Baht 3,620,000, which is the same rate as the previous year, and approve the appointment of the following Certified Public Accountants to be the Auditor of the Company and its subsidiaries:

- (1) Mr. Chaiyuth Angsuwithaya Certified Public Accountant License No. 3885, and/or
 - (2) Mrs. Natsarak Sarochnunjeen Certified Public Accountant License No. 4563, and/or
 - (3) Ms. Daranee Somkamnerd Certified Public Accountant License No. 5007, and/or
 - (4) Ms. Jarunee Nuammae Certified Public Accountant License No. 5596
4. Resolved to propose to the general meeting of shareholders to consider and ratify the acceptance of financial assistance, which considered the Company's connected transaction, for the transaction 2014 and the transaction 2016. Details are as appeared in the enclosure.
5. A resolution was passed to convene the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2019 to be held on 29 May 2019, at 9.30 hrs. at the Arnoma Grand Room, 3rd floor, the Arnoma Grand Bangkok, at 99 Ratchadamri Road, Lumpini, Pathumwan, Bangkok 10330, to consider the following agenda items:
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|-----------|---|
| Agenda 1 | Chairman of the Board of Directors Notification |
| Agenda 2 | To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 held on 30 August 2017 |
| Agenda 3 | To acknowledge the Company's 2017 operating results and to approve the Audited Financial Statements for the year 2017 ended 31 December 2017 |
| Agenda 4 | To consider and approve the abstention from the allocation of the annual net profit as legal reserve, and the abstention from the distribution of dividends from the Company's 2017 operating results |
| Agenda 5 | To consider and ratify the determination and payment of director's remuneration for the year 2018 |
| Agenda 6 | To consider and approve the determination of director's remuneration for the year 2019 |
| Agenda 7 | To consider and approve the appointment of the auditor for the Financial Statements for the year 2018 and 2019 and determination of the remuneration |
| Agenda 8 | To consider and ratify the acceptance of financial assistance transaction constituting the Company's connected transaction for the transaction 2014 |
| Agenda 9 | To consider and ratify the acceptance of financial assistance transaction constituting the Company's connected transaction for the transaction 2016 |
| Agenda 10 | Other business (if any). |
6. Determined the shareholders' names who will be entitled to attend the EGM No.1/2019 on 25 April 2019 (Record Date).

Please be informed accordingly.

Yours faithfully,



(Miss Soontareeya Wongsirikul)
Director and Company Secretary

Information Memorandum
for the Connected Transaction of G Steel Public Company Limited

10 April 2019

According to the fact that in 2014 G Steel Public Company Limited (the “**Company**”) received financial assistance from Mahachai Steel Center Company Limited and Mr. Niramd Ngarmchamnarnrith (“**Mahachai Group**”) (Mr. Niramd is a major shareholder in Mahachai Steel Center Company Limited) (“**2014 Receiving Financial Assistance Transaction**”) of which the transaction is considered as Connected Transaction in category of Receiving Financial Assistance, having transaction value of 19.21 percent of Net Tangible Assets or NTA of the Company according to the consolidated financial statement of the Company ended 30 September 2013 which is more than THB 20 million or 3 percent of NTA of the Company pursuant to Notification of Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (as amended) (“**Notification on Connected Transaction**”)

Moreover, in 2016 the Company had entered into the Loan Agreement dated 29 February 2016 to receive loan from Mahachai Group (“**2016 Receiving Financial Assistance Transaction**”) of which the transaction is considered as Connected Transaction in category of Receiving Financial Assistance, having transaction value of 0.29 percent of Net Tangible Assets or NTA of the Company according to the consolidated financial statement of the Company ended 31 December 2015. When the Company calculates the Company’s connected transactions in the past 6 months before the Company entered into 2016 Receiving Financial Assistance Transaction, the total value of Connected Transaction is 3.41 percent of NTA which is more than THB 20 million or 3 percent of NTA of the Company pursuant to Notification on Connected Transactions, which falls into the same obligation as 2014 Receiving Financial Assistance Transaction.

According to the entering into the two abovementioned transactions, the Company has following obligations:

- a) To disclose the information memorandum for the connected transactions to the Stock Exchange of Thailand (“**SET**”) pursuant to the Notification on Connected Transaction.
- b) To seek for approval on connected transactions from the meeting of shareholders with the votes of not less than three-quarter of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders.
- c) To appoint the independent financial advisor to provide opinion on the connected transactions and distribute opinion to the Office of Securities and Exchange Commission (“**SEC**”) and SET

However, in such period of time, the Board of Directors approved and allowed the Company to enter into the transactions without proposing such transactions to the meeting of shareholders and did not perform according to the Notification on Connected Transaction due to the Board of Directors had misinformation on the transaction value resulting that the Board of Directors in 2014 and 2016 considered that the transactions were required only approval from the Board of Directors and the disclosure of information memorandum to SET pursuant to the Notification on Connected Transaction. In this regard, in order to correctly and completely perform according to the Notification on Connected Transaction, the Company would like to propose the transactions to the meeting of shareholders for consideration and ratification with the votes of not less than three-quarter of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders. The Company also provides the opinion from

independent financial advisor as supporting information for the shareholders to consider and ratify the transactions.

The Company would like to inform the details of the Receiving Financial Assistance Transactions from Mahachai Group pursuant to the Notification on Connected Transaction as follows:

1) Date, month, year when a decision to enter into a transaction is made and relevant parties

2014 Receiving Financial Assistance Transaction

1.1) Date, month, year when a decision to enter into a transaction is made

The Company entered into the Receiving Financial Assistance Transaction on 17 February 2014, details of which are appeared in Clause 3.

1.2) Relevant parties

- Borrower** : the Company
- Lender** : Mahachai Steel Center Company Limited and Mr. Niramd Ngarmchamnanrith
- Relationship with the Company** : (1) Mahachai Steel Center Company Limited does not hold shares in the Company. However, its shareholders, including Mr. Niramd Ngarmchamnanrith and Miss Ladda Jirapongtrakool hold shares in the Company in amount of 3,323,867,600 shares or equivalent to 10.02 percent of total shares sold of the Company (as of the book closing date on 28 August 2013)
- (2) Mr. Niramd Ngarmchamnanrith is a major shareholder in Mahachai Steel Center Company Limited

Information of Mahachai Steel Center Company Limited

Head Office	99/5 Moo 1 Tumbol Bang Num Jeud, Muangsamut Sakhon, Samut Sakhon 74000
Registered under the law	Thai Law
Registered Capital	THB 50,000,000
Par Value	THB 1,000 per share
Shareholding Structure	As of 31 December 2013, the shareholders of Mahachai Steel Center Company Limited includes 1. Miss Nida Ngarmchamnanrith ¹ holding shares of 45 percent 2. Mr. Nirut Ngarmchamnanrith ² holding shares of 35 percent 3. Mr. Niramd Ngarmchamnanrith holding shares of 10 percent 4. Miss Ladda Jirapongtrakool ³ holding shares of 10 percent Remarks : ¹ Miss Nida Ngarmchamnanrith is Mr. Niramd's daughter ² Mr. Nirut Ngarmchamnanrith is Mr. Niramd's son ³ Miss Ladda Jirapongtrakool is Mr. Niramd's spouse

Directors	As of 31 December 2013, the directors of Mahachai Steel Center Company Limited includes 1. Mr. Niramd Ngarmchamnanrith 2. Miss Ladda Jirapongtrakool
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2016 Receiving Financial Assistance Transaction

Borrower	:	the Company
Lender	:	Mr. Niramd Ngarmchamnanrith
Relationship with the Company	:	Mr. Niramd and his family are major shareholders of Mahachai Group (a company in steel industry which has long business relationship with the Company) holding shares in the Company in amount of 789,304,760 shares or equivalent to 11.51 percent of total shares sold of the Company (as of the book closing date on 31 December 2015)

Informaiton of Mr. Niramd Ngarmchamnanrith

Age	:	63 years old
Address	:	99/5 Moo 1 Tumbol Bang Num Jeud, Muangsamut Sakhon, Samut Sakhon 74000
Identification Card number	:	3101500381938

Information of Mahachai Steel Center Company Limited

Head Office	99/5 Moo 1 Tumbol Bang Num Jeud, Muangsamut Sakhon, Samut Sakhon 74000
Registered under the law	Thai Law
Registered Capital	THB 50,000,000
Par Value	THB 1,000 per share
Shareholding Structure	As of 31 December 2015, the shareholders of Mahachai Steel Center Company Limited includes 1. Miss Nida Ngarmchamnanrith ^{/1} holding shares of 45 percent 2. Mr. Nirut Ngarmchamnanrith ^{/2} holding shares of 35 percent 3. Mr. Niramd Ngarmchamnanrith holding shares of 10 percent 4. Miss Ladda Jirapongtrakool ^{/3} holding shares of 10 percent Remarks : ^{/1} Miss Nida Ngarmchamnanrith is Mr. Niramd's daughter ^{/2} Mr. Nirut Ngarmchamnanrith is Mr. Niramd's son ^{/3} Miss Ladda Jirapongtrakool is Mr. Niramd's spouse
Directors	As of 31 December 2015, the directors of Mahachai Steel Center Company Limited includes 1. Mr. Niramd Ngarmchamnanrith 2. Miss Ladda Jirapongtrakool

2) **General explanation regarding transaction and value of transaction.**

2.1) **General explanation regarding transaction**

Details of Receiving Financial Assistance Transactions from Mahachai Group are as follows:

2014 Receiving Financial Assistance Transaction

The Company entered into Agreement on Providing Financial Assistance dated 17 February 2014 in amount of not exceeding THB 4,210,000,000 with Mahachai Steel Center Company Limited as financial provider, and Loan Agreement dated 17 February 2014 in amount of THB 400,000,000 with Mr. Niramd Ngarmchamnanrith as lender (collectively called “**Loan Agreement**”). The entry into Loan Agreement was approved by the Board of Directors Meeting No. 1/2014 and the information of the transaction was disclosed to the SET on 17 February 2014. The transaction was considered as Connected Transaction due to it was the transaction that the Company did with its major shareholder (as of the book closing date on 28 August 2013, Mahachai Group held the Company’s shares in amount of 3,323,867,600 shares or equivalent to 10.02 percent of total paid-up shares) (at the par value of THB 1 per share).

In this regard, the Company summarizes the interest and benefit that Mahachai Group had received from providing financial assistance to the Company according to the Loan Agreement as follows:

(a) Agreement on Providing Financial Assistance dated 17 February 2014, as financial receiver, and Mahachai Steel Center Company Limited, as financial provider

(1) Trade Revolving Line of Credit in amount of THB 4,000,000,000

No interest to be paid to Mahachai Group due to Mahachai Group give permission to the Company to use their trade revolving line of credit from the commercial banks which the repayment or interest payment will be paid by the Company to those banks where Mahachai Group do not get any benefit from those trade revolving line of credit.

(2) Letter of Guarantee in amount of THB 210,000,000

1. Service fee for using credit line of Bank Guarantee at 7 percent of Bank Guarantee per year that the financial receiver utilizes in total amount of THB 73,500,000.
2. Withholding tax that the financial receiver agrees to pay in full for financial provider for the utilization of Bank Guarantee in total amount of THB 742,424.24.

Collaterals of both credit lines

1. The pledge of ordinary shares of GJS holding by the Company in amount of 10,000,000,000 shares at THB 0.04 per share which is the closing price on the execution date of the Agreement, totaling THB 400,000,000 (at the par value of 0.69 per share).
2. The mortgage of Heavy Gauge Shearing Line machinery, having appraised value, as of 31 December 2013, at THB 544,370,000.

Accordingly, after the execution date of the Agreement (a), the Company had entered into the Amendment Agreement of the Agreement on Providing Financial Assistance twice, details of which are as follows:

1. First amendment had been made on 28 February 2014, material details which had been amended are as follows:

First Version	Amended Version
1. The Company cannot take and/or arrange for the shares of G J Steel Public Company Limited and/or arrange for the shares of other listed companies owned by the Company and/or others that Mahachai Group can accept to pledge as an additional guarantee in the event that the value of initial stock pledged is reduced	1. The Company cannot take and/or arrange for the shares of G J Steel Public Company Limited owned by GS Securities Holding Company Limited to pledge with Mahachai Group as specified and/or the Company cannot take and/or arrange for the shares of G J Steel Public Company Limited and/or arrange for the shares of other listed companies owned by the Company and/or others that Mahachai Group can accept to pledge as an additional guarantee in the event that the value of initial stock pledged is reduced
2. To pledge not less than 10,000,000,000 (ten thousand million) ordinary shares of G J Steel Public Company Limited (“GJS”) owned by the Company.	2. To pledge not less than 8,000,000,000 (eight thousand million) ordinary shares of GJS owned by the Company and not less than 2,000,000,000 (two thousand million) ordinary shares of GJS owned by GS Securities Holding Company Limited.

2. Second amendment had been made on 10 March 2014 by amending the account for financial transaction from one account to two accounts.

(b) Loan Agreement dated 17 February 2014 between the Company, as Borrower, and Mr. Niramd Ngarmchamnanrith, as Lender, with a credit limit of THB 400,000,000

1. Interest at 12 percent per year, totaling THB 147,582,246.62.
2. Stamp duty from the entering into Loan Agreement of which the Borrower agreed to pay in amount of THB 10,000.
3. Withholding tax of which the Borrower agreed to pay for half in amount of THB 13,021,962.94.
4. Collaterals:
 - 4.1 The pledge of 12,000,000,000 ordinary shares of GJS at THB 0.04 per share which is the closing price on the execution date of the Agreement, totaling THB 480,000,000 (at the par value of 0.69 per share).
 - 4.2 The mortgage of Heavy Gauge Shearing Line machinery, having appraised value, as of 31 December 2013, at THB 544,370,000.

In this regard, after the execution date of the Agreement (b), the Company had entered into the Amendment Agreement of the Loan Agreement once on 10 March 2014 by amending the account for financial transaction from one account to two accounts.

However, after the execution date the Company was unable to repay loan as scheduled. The Company repaid the principle only 5 installments after the maturity of the loan repayment period (February 2014 – January 2015) and the Company requested to negotiate with Mahachai Group to adjust the loan repayment conditions 3 times as follows:

1st time on 19 August 2015, there were changes on conditions to repay loan as follows:

First Version	Amended Version
<ol style="list-style-type: none"> 1. Within one year from the date of the Agreement, Mr. Niramd agreed to have non-repayment period of loan. 2. From the end of non-repayment period of loan according to Clause 1., the Company shall repay loan to Mr. Niramd for a total of 48 installments and each installment must repay the loan of not less than THB 8,000,000. 	<ol style="list-style-type: none"> 1. Within one year from the date of the Agreement, Mr. Niramd agreed to have non-repayment period of loan (February 2014 to January 2015). 2. From the end of non-repayment period of loan according to Clause 1., the Company shall repay loan to Mr. Niramd for a total of 5 installments and each installment must repay the loan of not less than THB 8,000,000 (February 2015 – June 2015). 3. Mr. Niramd agreed to have non-repayment period of loan (July 2015 to December 2015). 4. From the end of non-repayment period of loan according to Clause 3., the Company shall repay loan to Mr. Niramd for a total of 43 installments and each installment must repay the loan of not less than THB 8,000,000.

2nd time on 15 February 2016, there were changes on conditions to repay loan as follows:

First Version	Amended Version
<ol style="list-style-type: none"> 1. Within one year from the date of the Agreement, Mr. Niramd agreed to have non-repayment period of loan (February 2014 to January 2015). 2. From the end of non-repayment period of loan according to Clause 1., the Company shall repay loan to Mr. Niramd for a total of 5 installments and each installment must repay the loan of not less than THB 8,000,000 (February 2015 – June 2015). 3. Mr. Niramd agreed to have non-repayment period of loan (July 2015 to December 2015). 4. From the end of non-repayment period of loan according to Clause 3., the Company shall repay loan to Mr. Niramd for a total of 43 installments and each installment must repay the loan of not less than THB 8,000,000. 	<ol style="list-style-type: none"> 1. Within one year from the date of the Agreement, Mr. Niramd agreed to have non-repayment period of loan (February 2014 to January 2015). 2. From the end of non-repayment period of loan according to Clause 1., the Company shall repay loan to Mr. Niramd for a total of 5 installments and each installment must repay the loan of not less than THB 8,000,000 (February 2015 – June 2015). 3. Mr. Niramd agreed to have non-repayment period of loan (July 2015 to March 2016). 4. From the end of non-repayment period of loan according to Clause 3., the Company shall repay loan to Mr. Niramd for a total of 43 installments and each installment must repay the loan of not less than THB 8,000,000.

In this regard, after the signing of MOU for the 2nd amendment on the conditions of repayment of loan until 1 June 2016, the Company had paid 2 additional installments which are April 2016 and May 2016, resulting that there are outstanding debt of the loan amounting to THB 344,000,000.

3rd time on 1 June 2016, there were changes on conditions to repay loan as follows:

First Version	Amended Version
<ol style="list-style-type: none"> 1. Within one year from the date of the Agreement, Mr. Niramd agreed to have non-repayment period of loan (February 2014 to January 2015). 2. From the end of non-repayment period of loan according to Clause 1., the Company shall repay loan to Mr. Niramd for a total of 5 installments and each installment must repay the loan of not less than THB 8,000,000 (February 2015 – June 2015). 3. Mr. Niramd agreed to have non-repayment period of loan (July 2015 to March 2016). 4. From the end of non-repayment period of loan according to Clause 3., the Company shall repay loan to Mr. Niramd for a total of 43 installments and each installment must repay the loan of not less than THB 8,000,000. 	<ol style="list-style-type: none"> 1. Mr. Niramd agreed to have non-repayment period from June 2016 to September 2016. 2. From the end of non-repayment period of loan according to Clause 1., the Company shall repay loan to Mr. Niramd for a total of 43 installments and each installment must repay the loan of not less than THB 8,000,000.

(c) Agreement for the Appointment of Product Distributor dated 17 February 2014 between the Company, as Manufacturer, and Mahachai Steel Center, as Distributor

1. Distribution fee at 1.5 percent of total sale of each month for the period of 5 years. In this regard, estimate of distribution fee is THB 1,524,328,040.33.

Events after the entering into Connected Transaction in February 2014

After the signing of Agreements with Mahachai Group on 17 February 2014, the Company had registered additional collaterals to the Mahachai Group to compensate the reduction in value of 22,000,000,000 GJS shares which had been pledged as follows:

1. To mortgage the Habitat Condominium Suite, located at no. 91/67 on 27th Floor, Building 1, Phrakhanong District, Bangkok. The value under Mortgage Agreement is THB 28,000,000.
2. To mortgage 2 plots of land which are land title deed no. 20170 having area of 30 rai, and land title deed no. 44540 having area of 6 rai. The value under Mortgage Agreement is THB 23,000,000.
3. To mortgage a plot of land and building which is land title deed no. 241981 having area of 60 square wah. The value under Mortgage Agreement is THB 37,000,000.

2016 Receiving Financial Assistance Transaction

Later on in 2016, the Company entered into Loan Agreement dated 29 February 2016 for the loan of THB 30,000,000 with Mr. Niramd, as Lender. The entering into this Loan Agreement had been approved by the Executive Committee Meeting according to the regulation of authorization manual of the company and also considered and acknowledged by the Board of Directors Meeting No. 1/2016. In this regard, the transaction was considered as Connected Transaction due to it was the transaction between the Company and its major shareholder (as of the book closing date on 31 December 2015, Mahachai Group held 789,304,760 shares in the Company or equivalent to 11.51 percent of total paid-up shares) (at the par value of THB 5 per share).

Details of Loan Transaction are as follows:

- (a) Loan Agreement dated 29 February 2016 between the Company, as Borrower, and Mr. Niramd Ngarmchamnanrith as Lender
1. Interest at 12 percent per year, totaling THB 7,925,917.77.
 2. Stamp duty from the entering into Loan Agreement of which the Borrower agreed to pay in amount of THB 15,000.
 3. Withholding tax of which the Borrower agreed to pay in amount of THB 1,398,691.37.
 4. Collaterals:
 - 4.1 The pledge of personal assets of director in amount of THB 45,000,000.

2.2) The Calculation of Value of Connected Transaction

2014 Receiving Financial Assistance Transaction

The receiving financial assistance from Mahachai Group is considered as Connected Transaction in category of Receiving Financial Assistance having transaction value of 19.21 percent of Net Tangible Assets (“NTA”) of the Company according to the consolidated financial statement of the Company ended 30 September 2013. When calculation of the Company’s connected transactions in the past 6 months before the Company entered into the transaction which was none since the Company stopped operating, the total value of Connected Transaction is 19.21 percent of NTA which is more than THB 20 million or 3 percent of NTA of the Company pursuant to Notification on Connected Transactions. Therefore, the Company has obligations to disclose information to the SET and propose the meeting of shareholders to approve the transaction with the votes of not less than three-quarter of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders.

However, the Company has not yet performed according to the Notification on Connected Transaction therefore the Board of Directors approved to hold the Extraordinary General Meeting of Shareholders for providing opinion and ratification on the entering into 2014 Receiving Financial Assistance Transaction from the Company’s shareholders, excluding the votes of interested shareholders. In this regard, the Company appointed RHB Securities (Thailand) Co., Ltd. to be an independent financial advisor to provide opinion on Connected Transaction of the Company and distribute such opinion to SEC, SET and shareholders of the Company.

In addition, the NTA of the Company according to the consolidated financial statement as of 30 September 2013 is as below:

Financial Information	Amount (THB million)
Tangible Assets	38,265.68
less : Intangible Assets	(41.39)
less : Total Liabilities	(19,694.61)
less : Non-controlling interests	(9,372.67)
Net tangible Assets (NTA)	9,157.01

2016 Receiving Financial Assistance Transaction

The receiving financial assistance from Mahachai Group in 2016 is considered as Connected Transaction in category of Receiving Financial Assistance having transaction value of 0.29 percent of Net Tangible Assets (“NTA”) of the Company according to the consolidated financial statement of the Company ended 31 December 2015. In receiving such financial assistance, the company’s director who is the Company’s shareholder holding shares of 5.92 percent of paid-up capital as of 31 December 2015 had provided her personal property as collateral, resulting that it was considered as Connected Transaction. However, such director did not receive any compensation from bringing personal asset to guarantee this loan, therefore the value of connected transaction had not been calculated. When the Company calculates the Company’s connected transactions in the past 6 months before the Company entered into 2016 Receiving Financial Assistance Transaction, the total value of Connected Transaction is 3.41 percent of NTA which is more than THB 20 million or 3 percent of NTA of the Company, pursuant to Notification on Connected Transactions. Therefore, the Company has obligations to disclose information to the SET and propose the meeting of shareholders to approve the transaction. However, the Company has not yet performed according to the Notification on Connected Transaction, therefore the Board of Directors approved to hold the Extraordinary General Meeting of Shareholders for providing opinion and ratification on the entering into 2016 Receiving Financial Assistance Transaction from the Company’s shareholders with the votes of not less than three-quarter of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders. In this regard, the Company appointed RHB Securities (Thailand) Co., Ltd. to be an independent financial advisor (“IFA”) to provide opinion on Connected Transaction of the Company and distribute such opinion to SEC, SET and shareholders of the Company.

In addition, the NTA of the Company according to the consolidated financial statement as of 31 December 2015 is as below:

Financial Information	Amount (THB million)
Tangible Assets	33,435.70
less : Intangible Assets	(17.41)
less : Total Liabilities	(21,518.99)
less : Non-controlling interests	(8,725.10)
Net tangible Assets (NTA)	3,174.20

3) A total value and criteria used in determining a transaction's total value

In providing financial assistance to the Company, Mahachai Group received interest and/or benefits as follows:

2014 Receiving Financial Assistance Transaction

a. Agreement on Providing Financial Assistance dated 17 February 2014, as financial receiver, and Mahachai Steel Center Company Limited, as financial provider (including the amendment thereto)

(1) Trade Revolving Line of Credit in amount of THB 4,000,000,000

No interest to be paid to Mahachai Group due to Mahachai Group give permission to the Company to use their trade revolving line of credit from the commercial banks which the repayment or interest payment will be paid by the Company to those banks where Mahachai Group do not get any benefit from those trade revolving line of credit.

(2) Letter of Guarantee in amount of THB 210,000,000

1. Service fee for using credit line of Bank Guarantee at 7 percent of Bank Guarantee per year that the financial receiver utilizes in total amount of THB 73,500,000.
2. Withholding tax that the financial receiver agrees to pay in full for financial provider for the utilization of Bank Guarantee in total amount of THB 742,424.24.

Collaterals of both credit lines

1. The pledge of ordinary shares of GJS holding by the Company in amount of 10,000,000,000 shares at THB 0.04 per share which is the closing price on the execution date of the Agreement, totaling THB 400,000,000 (at the par value of 0.69 per share).
2. The mortgage of Heavy Gauge Shearing Line machinery, having appraised value, as of 31 December 2013, at THB 544,370,000.

Accordingly, after the execution date of the Agreement (a), the Company had entered into the Amendment Agreement of the Agreement on Providing Financial Assistance twice, details of which are as mentioned above.

b. Loan Agreement dated 17 February 2014 between the Company, as Borrower, and Mr. Niramd Ngarmchamnanrith, as Lender, with a credit limit of THB 400,000,000

1. Interest at 12 percent per year, totaling THB 147,582,246.62.
2. Stamp duty from the entering into Loan Agreement of which the Borrower agreed to pay in amount of THB 10,000.
3. Withholding tax of which the Borrower agreed to pay for half in amount of THB 13,021,962.94.
4. Collaterals:

- 4.1 The pledge of 12,000,000,000 ordinary shares of GJS at THB 0.04 per share which is the closing price on the execution date of the Agreement, totaling THB 480,000,000 (at the par value of 0.69 per share).
- 4.2 The mortgage of Heavy Gauge Shearing Line machinery, having appraised value, as of 31 December 2013, at THB 544,370,000.

In this regard, after the execution date of the Agreement (b), the Company had entered into the Amendment Agreement of the Loan Agreement once as mentioned above.

However, after the execution date the Company was unable to repay loan as scheduled. The Company repaid the principle only 5 installments after the maturity of the loan repayment period (February 2014 – January 2015) and the Company requested to negotiate with Mahachai Group to adjust the loan repayment conditions 3 times as mentioned above.

- c. Agreement for the Appointment of Product Distributor dated 17 February 2014 between the Company, as Manufacturer, and Mahachai Steel Center Company Limited, as Distributor
 1. Distribution fee at 1.5 percent of total sale of each month for the period of 5 years. In this regard, estimate of distribution fee is THB 1,524,328,040.33.

2016 Receiving Financial Assistance Transaction

- a. Loan Agreement dated 29 February 2016 between the Company, as Borrower, and Mr. Niramd Ngarmchamnanrith as Lender
 1. Interest at 12 percent per year, totaling THB 7,925,917.77
 2. Stamp duty from the entering into Loan Agreement of which the Borrower agreed to pay in amount of THB 15,000.
 3. Withholding tax of which the Borrower agreed to pay in amount of THB 1,398,691.37.
 4. Collaterals:
 - 4.1 The pledge of personal assets of director in amount of THB 45,000,000

4) Name of connected persons, including nature of relationship

2014 Receiving Financial Assistance Transaction

Borrower : the Company

Lender : Mahachai Steel Center Company Limited and Mr. Niramd Ngarmchamnanrith

Relationship with the Company: (1) Mahachai Steel Center Company Limited does not hold shares in the Company. However, its shareholders, including Mr. Niramd Ngarmchamnanrith and Miss Ladda Jirapongtrakool hold shares in the Company in amount of 3,323,867,600 shares or equivalent to 10.02 percent of total paid-up shares of the

Company (as of the book closing date on 28 August 2013)

- (2) Mr. Niramd Ngarmchamnanrith is a major shareholder in Mahachai Steel Center Company Limited

Information of Mahachai Steel Center Company Limited

Head Office	99/5 Moo 1 Tumbol Bang Num Jeud, Muangsamut Sakhon, Samut Sakhon 74000
Registered under the law	Thai Law
Registered Capital	THB 50,000,000
Par Value	THB 1,000 per share
Shareholding Structure	As of 31 December 2013, the shareholders of Mahachai Steel Center Company Limited includes 1. Miss Nida Ngarmchamnanrith ^{/1} holding shares of 45 percent 2. Mr. Nirut Ngarmchamnanrith ^{/2} holding shares of 35 percent 3. Mr. Niramd Ngarmchamnanrith holding shares of 10 percent 4. Miss Ladda Jirapongtrakool ^{/3} holding shares of 10 percent <u>Remarks :</u> ^{/1} Miss Nida Ngarmchamnanrith is Mr. Niramd's daughter ^{/2} Mr. Nirut Ngarmchamnanrith is Mr. Niramd's son ^{/3} Miss Ladda Jirapongtrakool is Mr. Niramd's spouse
Directors	As of 31 December 2013, the directors of Mahachai Steel Center Company Limited includes 1. Mr. Niramd Ngarmchamnanrith 2. Miss Ladda Jirapongtrakool

2016 Receiving Financial Assistance Transaction

Borrower : the Company

Lender : Mr. Niramd Ngarmchamnanrith

Relationship with the Company: Mr. Niramd and his family are major shareholders of Mahachai Group (a company in steel industry which is long time business partner of the Company) holding shares in the Company in amount of 789,304,760 shares or equivalent to 11.51 percent of total paid-up shares of the Company (as of the book closing date on 31 December 2015)

Informaiton of Mr. Niramd Ngarmchamnanrith

Age : 63 years old

Address : 99/5 Moo 1 Tumbol Bang Num Jeud, Muangsamut Sakhon, Samut Sakhon 74000

Identification Card number : 3101500381938

Information of Mahachai Steel Center Company Limited

Head Office	99/5 Moo 1 Tumbol Bang Num Jeud, Muangsamut Sakhon, Samut Sakhon 74000
Registered under the law	Thai Law
Registered Capital	THB 50,000,000
Par Value	THB 1,000 per share
Shareholding Structure	As of 31 December 2015, the shareholders of Mahachai Steel Center Company Limited includes 1. Miss Nida Ngarmchamnanrith ^{/1} holding shares of 45 percent 2. Mr. Nirut Ngarmchamnanrith ^{/2} holding shares of 35 percent 3. Mr. Niramd Ngarmchamnanrith holding shares of 10 percent 4. Miss Ladda Jirapongtrakool ^{/3} holding shares of 10 percent Remarks : ^{/1} Miss Nida Ngarmchamnanrith is Mr. Niramd's daughter ^{/2} Mr. Nirut Ngarmchamnanrith is Mr. Niramd's son ^{/3} Miss Ladda Jirapongtrakool is Mr. Niramd's spouse
Directors	As of 31 December 2015, the directors of Mahachai Steel Center Company Limited includes 1. Mr. Niramd Ngarmchamnanrith 2. Miss Ladda Jirapongtrakool

5) Characteristics and scope of interests of connected persons

5.1) Director(s) who has special interest on the Transaction

There was no director who has special interest attending the meeting and casting vote in the Board of Directors Meeting which approved the transaction.

5.2) Shareholder(s) who has special interest on the Transaction

Mahachai Group is a shareholder who has special interest from the Receiving Financial Assistance Transaction, therefore Mahachai Group who holds 444,682,579 shares in the Company or equivalent to 6.492 percent of total paid-up shares is considered as shareholders having special interest and is not entitled to vote in the meeting of shareholders (information of shareholders as of 28 December 2018)

Shareholders in Mahachai Group include the following:

Name of shareholder	Shares	Percentage
1. Mr. Niramd Ngarmchamnanrith	444,682,520	6.492
2. Miss Ladda Jirapongtrakool	40	0.00000058
3. Mr. Nirut Ngarmchamnanrith	0	0.00
4. The Steel Public Company Limited	19	0.00000028
Total	444,682,579	6.492

6) Condition of the Transaction

1. The 2014 receiving financial assistance from Mahachai Group is considered as Connected Transaction in category of Receiving Financial Assistance having transaction value of 19.21 percent of Net Tangible Assets which is more than THB 20 million or 3 percent of NTA

which is more than THB 20 million or 3 percent of NTA of the Company. Therefore, the Company has obligations to disclose information to the SET and propose the meeting of shareholders to approve the transaction with the votes of not less than three-quarter of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders.

2. The 2016 receiving financial assistance from Mahachai Group is considered as Connected Transaction in category of Receiving Financial Assistance having transaction value of 0.29 percent of Net Tangible Assets or NTA of the Company according to the consolidated financial statement of the Company ended 31 December 2017. When the Company calculates the Company's connected transactions in the past 6 months before the Company entered into 2016 Receiving Financial Assistance Transaction, the total value of Connected Transaction is 3.41 percent of NTA which is more than THB 20 million or 3 percent of NTA of the Company pursuant to Notification on Connected Transactions. Therefore, the Company has obligations to disclose information to the SET and propose the meeting of shareholders to approve the transaction with the votes of not less than three-fourth of shareholders attending the meeting and entitled to vote, excluding the votes of interested shareholders.

The Board of Directors scheduled the date for the Extraordinary General Meeting of Shareholders on 29 May 2019 for providing opinion and ratification on the entering into the Connected Transaction.

7) Opinion of the Board of directors in relation to the Transaction

The Board of Directors considered the receiving financial assistance transactions from Mahachai group as mentioned above and opined that the receiving of financial assistance in 2014 and 2016 are good for the Company and shareholders rather than stopping production due to after the Company ceased the production in 2012 and 2013 because the Company was lacked of revolving capital for manufacturing from accumulated debt problems that have been in operation for a long until Mahachai Group, which at that time was a major customer of the company, offered financial assistance to the Company. The financial assistance and related expenses in 2014 and 2016 includes:

- To obtain loan with guaranteed assets of THB 400,000,000 for 5 years, having interest rates of 12 percent per year and borrower shall pay half of withholding tax for lender.
- To obtain the use of trade revolving credit line from Kasikorn Bank Public Company Limited, Krung Thai Bank Public Company Limited and Bangkok Bank Public Company Limited of the Mahachai Group, amounting to not exceeding THB 4,000,000,000 in total with assets guaranteed. In addition, other than the payment of expenses related to the use of the credit to the bank, the Company is obliged to be responsible for the full withholding tax instead of the Mahachai group.
- To obtain bank guarantee from Kasikorn Bank Public Company Limited of Mahachai Group, amounting to not exceeding THB 210,000,000 in total for a period of 5 years at an interest rate of 7 percent per year and having assets guaranteed. The company is obliged to pay full withholding taxes instead of Mahachai group.
- To appoint Mahachai Group as a distributor for products with an agent fee of 1.5 percent of total sales.
- To obtain loan with collateral assets of THB 30,000,000, having interest rate 12 percent per year, the Company is obliged to be responsible for the full withholding tax instead of the financial provider.

The Board of Directors has considered the relevant expenses as abovementioned and opined that even if the receiving loan with having interest at the rate of 12 percent per year including burden on the mentioned withholding tax expenses are higher than MLR, but the Company has too many

liabilities resulting high credit risk. Therefore, the Company is unable to borrow money from financial institutions. The Company is in a risk that all trade creditors will prosecute. Hence, the loan interest rate at the rate of 12 percent per year is acceptable when considering the financial situation of the Company.

As for the agent fee of 1.5 percent of total sale, the rate is not higher than the fee rate in the steel industry which is at approximately 2.00 - 3.00 percent. Besides, the appointment of Mahachai Group as distributor for products causing the company to not have to worry about selling because Mahachai Group can ensure that the production will be able to sell.

When considering advantage of receiving financial assistance from Mahachai Group at the period of time and situation that the Company faces with massive losses and unable to receive financial assistance from any financial institution comparing with the relevant expenses, the Audit Committee viewed that the receiving financial assistance will benefit the Company and shareholders and worth the expense that will occur. Receiving financial assistance will make the company can have working capital to start production again which has many good effects including:

- The Company has working capital for production and bank credit is sufficient for continuing production.
- Resume production even if it will be able to produce only off-peak time, it is to maintain the machine condition continuously. Because, if the machine has not been used for a long time, there may be rapid deterioration so that the Company may need to use more funds to repair and return to reproduce again.
- In 2014, the Company's employees, in particular, those in the factory do not have to be terminated. In 2014, the total number of employees of the Company was 432 persons, 378 employees were in the factory
- Resume production is still a treatment for only 3 hot rolled coil factories in Thailand. This can help Thailand reduce imports of hot rolled coils from foreign countries that currently need to import hot rolled steel sheets approximately 54.85 percent of the domestic demand.
- The Company has opportunity and time to seek for investors to restructure debt and raise production levels in the future. The Company now has the new group of investors which is SSG group that has a comprehensive debt restructuring agreement and can find experts which is Synergy Strategic Solutions Management DMCC to help improving the Company's production.
- The Company has the opportunity to maintain its status as a listed company on the Stock Exchange of Thailand, allowing ordinary shares and warrants to be traded on the SET continuously.

Moreover, the Board of Directors has additional opinion that If at that time, the company does not receive financial assistance from the Mahachai Group, the Company will not have the source of funds for the production and cannot maintain the situation.

8) Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors in Clause 7) above

The Audit Committee and the Board of Directors have the same opinion as mentioned in Clause 7.

The Board of Directors certifies that the information in this report is accurate and complete in all respects.

Please be informed and acknowledge.