



Quality Steel by Quality People

บริษัท จี เจ สตีล จำกัด (มหาชน)  
G J Steel Public Company Limited

ทะเบียนเลขที่ 0107538000401

No. GJS/ELCID-09/2566

30 June 2023

**Subject: Reports on Connected Transaction (receiving financial assistance)**

Dear: President  
The Stock Exchange of Thailand

G J Steel Public Company Limited (“**the Company**”) had entered into a Cash Management Service Agreement with Nippon Steel Southeast Asia Company Limited (“**NSSEA**”) (“**Cash Management Service Agreement**”), which was approved by the Management Committee No. 5/2022 held on 17 June 2022 as the transaction size is less than Baht 1 million or 0.03% of the Company’s Net Total Assets (NTA).

The Board of Directors' Meeting of the Company No. 5/2566 held on 30 June 2023, where the same had been reviewed and concurred by the Audit Committee’s Meeting No. 4/2023 held on 30 June 2023, has passed the resolution to approve a renewal of a Cash Management Service Agreement for the benefit to the Company in getting a cash loan in an emergency case when the net available balance in the Company’s account is less than zero. This financial support is deemed as a connected transaction according to the Notification of the Capital Market Supervisory Commission No. Tor Chor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand (SET) Re: Disclosure of Information of Listed Company Concerning the Connected Transactions B.E. 2546 (2003), the details of which are as follows:

**Date of Transaction**

30 June 2023

**Transaction Parties**

**Finance supporter:** Nippon Steel Southeast Asia Company Limited (“**NSSEA**”), a company having the same major shareholder with the Company which is Nippon Steel Corporation (“**NSC**”) where NSC directly holds 7.70 percent of the Company’s paid-up capital and indirectly, through Asia Credit Opportunities I (Mauritius) Limited, holds 40.45 percent of the Company’s paid-up capital.

**Finance receiver:** G J Steel Public Company Limited

**Description of the Transaction**

The Company will receive the financial assistance from NSSEA as per the Cash Management Service Agreement under which the Company can borrow the unsecured loan from NSSEA in an emergency case when the net available balance in the Company’s account is less than zero for the amount not over Baht 500 million.

### **Total Value and Criteria used in determining a transaction's total value**

The Company agreed to renew the Cash Management Service Agreement with NSSEA in the amount not exceeding Baht 500 million for a tenor of 1 year with interest rate at BOT policy interest rate + 0.4%. as of June 2023, this will be equal to 2.4% per annum.

#### **Total value of transaction:**

Total Value of the transaction comprises of interest on the loan, the amount of which is not fixed and will be utilized only if the net available balance in the Company's account is less than zero. It is therefore uncertain as to when and for how long the interest will be incurred. Hence, the transaction value shall be the total interest which is not exceeding Baht 12 million throughout the duration of the Agreement calculated at an interest rate of 2.4% per annum using current BOT policy rate.

#### **Transaction Size:**

The aforementioned transaction is considered as the receipt of financial assistance from connected person. The size of the transaction is approximately 0.095% of the Company's NTA (NTA of the Company as per the latest financial statement as of 31 March 2023 was Baht 12,665.74 million) which is higher than Baht 1 million or 0.03% of the Company's NTA, but less than Baht 20 million or 3% of the Company's NTA. In addition to that, if other connected transactions with related persons of NSC in the past 6 months are included in the transaction size, it will be approximately 0.099% of NTA. Accordingly, this transaction shall be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand.

**Criteria:** Net Total Asset

### **Financial Source for Loan Repayment**

The financial source of the Company to repay NSSEA's loan will be arranged from its working capital and/or Bank Working Capital Facility.

### **Related persons and conflict of interests**

Mr. Ichiro Sato, Mr. Nobuo Okochi, Mr. Yoshifumi Tokita, and Mr. Takashi Sekino 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.

### **Opinion of the Board of Directors**

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. Though, the interest rate is slightly higher than other Commercial Banks, the difference is immaterial (less than 0.5%), the Board of Directors viewed that the Cash Management Service Agreement is convenient and provides security where transactions automatically occur in an emergency case only when the company's account is negative at the end of a day. Thus, the Board of Directors has approved the renewal of the Cash Management Service Agreement which is receiving financial assistance from NSSEA for the maximum amount of Baht 500 million with a period of 1 year and interest rate of BOT policy interest rate + 0.4% which is equal to 2.4% per annum as of June 2023.



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**Opinion of the Audit Committee which is different from the Board of Directors' opinion**

- None -

Please be informed accordingly,

Yours Faithfully,

- Signature -

(Ms. Arttaya Sookto)  
Company Secretary