IV. Related Provisions from “Enforcement Decree of the Monopoly Regulation and Fair Trade Act(Presidential Decree)”

Article 11 Scope of Specially Related Persons

"Specially Related Person, as defined by the Presidential Decree" under Article 7 (Restrictions on Business Combinations), Paragraph (1) of the Act means a Person other than a corporation who -

1. in fact controls the concerned company;

2. is a Related Person: Provided, however, that Persons who are distinguished from Related Persons under Article 3-2 (Exemption from Business Groups), Paragraph (1) are excluded; and

3. engages in the Business Combination with the joint purpose of controlling management.

Article 12 Criteria for Total Assets or Turnover

(1) "Total assets" under Article 7 (Restrictions on Business Combinations), Paragraph (1) and Article 12 (Reporting of Business Combinations), Paragraph 1 of the Act means the total assets in the balance sheet as of the final day of the year immediately prior to the year of the Business Combination: Provided, however, that as for financial or insurance companies, between the capital sum and capital entered in the balance sheet as of the last day of the previous business year, the larger of the two shall be used.

(2) In the case of Paragraph (1), if the issuance of new shares or bonds during the business year of the Business Combination results in the increase in total assets, Total Assets mean the sum of the total assets entered in the balance sheet as of the last day of the previous year and the increased amount.

(3) "Turnover" under Article 7 (Restrictions on Business Combinations), Paragraph (1) and Article 12 (Reporting of Business Combinations), Paragraph (1) of the Act
means the turnover entered in the income statement of the year immediately prior to
the year of the Business Combination: Provided, however, that as for financial or
insurance companies, "Turnover" means operating revenues entered in the income
statement of the previous business year.

Article 12-2 Criteria for Large-Scale Corporations

"Enterprise whose total assets or turnover meets the criteria provided for by the Presidential
Decree" under Article 7 (Restrictions on Business Combinations), Paragraph 1 of the Act
means a corporation whose total assets or sales exceed two trillion Won.

Article 12-3 Exemptions from the Scope of Specially Related Persons

"Those set forth under the Presidential Decree" under Article 7 (Restrictions on
Business Combinations), Paragraph (1), Subparagraph 5, Item a of the Act means the
Person defined by Article 11 (Scope of Specially Related persons), Paragraph (3) of this
Decree.

Article 12-4 Business Combinations with a Company with No Possibility of
Revitalization

"Conditions set forth under the Presidential Decree" under Article 7 (Restrictions on
Business Combinations), Paragraph (2), Subparagraph 2 means cases where -

1. the continued use of the company's production facilities in the relevant
market is difficult without a Business Combination; and

2. the formation of a Business Combination that is less restrictive of competition
than the proposed Business Combination is difficult to achieve.

Article 18 Reporting, etc. of Business Combinations

(1) "Corporations whose total assets or turnovers (meaning the sum of total assets or
turnovers of affiliates) meets the criteria set forth in the Presidential Decree" under
Article 12 (Reporting of Business Combinations) of the Act means a corporation
whose total assets or turnover is at least 10 billion Won.
(2) A Person who desires to file a report under Article 12 (Reporting of Business Combinations), Paragraph (1) of the Act shall, following the procedures set forth by the Fair Trade Commission, submit to the Fair Trade Commission a report stating the names, turnovers, total assets, business contents of both the corporation subject to reporting and its counterpart corporation, the nature of the said business combination, and the status of the relevant market along with documents necessary to substantiate the report.

(3) If the report or certification documents submitted under Paragraph (2) is insufficient, the Fair Trade Commission may order the revision thereof within a set period. In such event, the time spent revising the documents (including the day on which the revision order is sent and the day the revised documents arrive at the Fair Trade Commission) shall not be included in the period set forth in Article 12 (Reporting of Business Combinations), Paragraphs (6) and (8) of the Act.

(4) "Where a corporation owns more than twenty percent (20%) (fifteen percent (15%) for the corporations listed on the stock market exchange or registered in the Korea Securities Dealer Automated Quotation <KOSDAQ>) under Article 12 (Reporting of Business Combinations), Paragraph (1), Subparagraph 1 of the Act means cases where share ownership increased from below twenty percent (20%) (fifteen percent (15%) for the corporations listed on the stock market exchange or registered in the Korea Securities Dealer Automated Quotation <KOSDAQ>; the same applies hereinafter in this Paragraph) to above twenty percent (20%).

(5) "The date of execution of a Business Combination" under Article 12 (Reporting of Business Combinations), Paragraph (5) of the Act means the following days:

1. When acquiring another firm's stocks, any of the following days:
   a. When transferring the stocks of a joint-stock corporation, the date on which the share certificate is delivered: Provided, however, that if the share certificate has not been issued, the day on which the purchased shares are paid for, and if, through an agreement, contract, etc., voting and other rights associated with the shares are in actuality transferred before receiving the share certificate or making a full payment for the shares, then the day such rights are transferred;
b. When paying for the purchase of a joint-stock company's newly-issued shares, the day immediately following the day on which the payment is made; or

c. When transferring the shares of non joint-stock company, the day on which the equity transfer becomes effective.

2. When there is an interlocking directorate, the day on which the officers are elected at shareholders' or general member meetings;

3. In the case of business transfers, the day on which the payment for the business transfer is completed: Provided, however, that if the payment is completed after ninety days from the contracting date, then the 90th day from the contract;

4. In the case of a merger with another corporation, the day of merger registration; and

5. When participating in the establishment of a new company, the day immediately following the day on which the payment for the allocated shares is made.

(6) A large-scale corporation which has filed a report under Article 12 (Reporting of business Combinations), Paragraph (5) of the Act shall report any significant changes in the content of the report either by the date of the merger registration/ the date of business transfer or by the date of the establishment of corporation.

Article 19 Appointment of a Representative for the Reporting of Business Combinations

(1) A person who desires to be appointed as a Representative under Article 12 (Reporting of Business Combinations), Paragraph (9) of the Act shall submit to the Fair Trade Commission an application stating the name, total assets, turnover, etc. of the corporation.

(2) In cases where the Fair Trade Commission has, upon application under Paragraph (1), designated a Representative, the Commission shall notify the concerned Representative.