

# **Calling for the Annual Shareholders' Meeting**

**1. Date:** March 28, 2014, beginning at 10:30am

**2. Location:** M-Conference Room #B, B2fl., KCCI #45, Namdaemunro 4-ga, Jung-gu, Seoul, KOREA

## **3. BOD Resolution for calling the Annual Shareholders' Meeting**

- Date : March 12, 2014
- The Outside Director & Auditor Attended.

## **4. Agenda**

### **① Reporting Agenda**

- A. Audit Result
- B. Operation Result

### **② Discussion Agenda**

- A. Consolidated Financial Statements for the Fiscal Year 2013
  - Please see the audited Financial Statements for the Fiscal Year 2013
- B. Amendment to the Memorandum & Article of Association (Appendix A)
- C. Directors' Remuneration (Appendix B)
- D. Auditor's Remuneration (Appendix C)
- E. Share Option ( Appendix D)

**Appendix A: Amendment to the Memorandum & Article of Association**

| Original Draft                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Revised Draft                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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| <p>1.1 In these Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p><i>&lt;The remaining part of this Article, other than stated here, not to be revised&gt;</i></p> <p>Special Resolution : a resolution passed at a General Meeting (or, if so specified, a meeting of Members holding a Class of shares) by affirmative votes representing not less than two-thirds of the votes cast in favour of the resolution at the General Meeting (or relevant Class meeting), provided that the quorum at the General Meeting (or Class meeting) where such resolution is voted upon shall be two or more Members entitled to vote on such resolution holding in aggregate not less than <u>50%</u> of the total issued shares (or relevant Class of shares) of the Company, present in person or by proxy, or (subject to Article 34) a written resolution passed by unanimous consent of all Members entitled to vote at a General Meeting (or relevant Class meeting);</p> <p><i>&lt;The remaining part of this Article, other than stated here, not to be revised&gt;</i></p> | <p>1.1 In these Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p><i>&lt;The remaining part of this Article, other than stated here, not to be revised&gt;</i></p> <p>Special Resolution : a resolution passed at a General Meeting (or, if so specified, a meeting of Members holding a Class of shares) by affirmative votes representing not less than two-thirds of the votes cast in favour of the resolution at the General Meeting (or relevant Class meeting), provided that the quorum at the General Meeting (or Class meeting) where such resolution is voted upon shall be two or more Members entitled to vote on such resolution holding in aggregate not less than <u>one third</u> of the total issued shares (or relevant Class of shares) of the Company, present in person or by proxy, or (subject to Article 34) a written resolution passed by unanimous consent of all Members entitled to vote at a General Meeting (or relevant Class meeting);</p> <p><i>&lt;The remaining part of this Article, other than stated here, not to be revised&gt;</i></p> |

| Original Draft                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Revised Draft                                                                                                                                                                                                           |
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| <p><b>21. Matters to be Resolved by Special Resolution</b></p> <p><i>&lt;The remaining part of this Article, other than stated here, not to be revised&gt;</i></p> <p><u>(i) establishment of another company, or acquisition of 50% or more of the shares of another company, for the purpose of acquiring a company to be the Company's subsidiary, except where the value of the transaction does not exceed 10% of the total sales of the Company (as determined by the consolidated financial statements or consolidated income statement of the Company as at the end of the relevant preceding fiscal year), in which case such transaction may be determined by resolution of the Board from time to time;</u></p> <p><u>or</u></p> <p><u>(j) in relation to the subsidiaries of the Company, any action of the Company or the Board which causes (i) a change of such subsidiary company's form; (ii) the liquidation or winding-up of such subsidiary; (iii) any merger of such subsidiary with another company or any split or spin-off (spin-up) of such subsidiary; (iv) purchase and/or cancellation of issued shares of such subsidiary; (v) the disposal or transfer of the whole or any material part of the business of such subsidiary to another person; (vi) the acquisition or transfer of the whole of a business from another person by of to such subsidiary; (vii) the acquisition or</u></p> | <p><b>21. Matters to be Resolved by Special Resolution</b></p> <p><i>&lt;The remaining part of this Article, other than stated here, not to be revised&gt;</i></p> <p><u>(Section (i) and (j) to be eliminated)</u></p> |

| Original Draft                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Revised Draft |
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| <p> <u>transfer of any material part of the</u><br/> <u>business from another person by or to</u><br/> <u>such subsidiary which significantly affect</u><br/> <u>such subsidiary's business, (viii)</u><br/> <u>amendment of the memorandum of</u><br/> <u>association, article of association and/or</u><br/> <u>any similar documents of such subsidiary,</u><br/> <u>(ix) all-inclusive share swap or all-inclusive</u><br/> <u>share transfer of such subsidiary pursuant</u><br/> <u>to the relevant laws, (x) the issuance of</u><br/> <u>new shares or share related securities</u><br/> <u>(including, but not limited to, convertible</u><br/> <u>bonds, bond with warrants, or warrants) by</u><br/> <u>such subsidiary to a third person, (xi) the</u><br/> <u>sale, disposal or transfer of any shares</u><br/> <u>issued by such subsidiary, or (xii) the</u><br/> <u>establishment of another company, or the</u><br/> <u>acquisition of 50% or more of the shares</u><br/> <u>of another company, for the purpose of</u><br/> <u>acquiring a company to be the Company's</u><br/> <u>subsidiary except where the value of the</u><br/> <u>transaction does not exceed 10% of the</u><br/> <u>total sales of such existing subsidiary (as</u><br/> <u>determined by the financial statements or</u><br/> <u>income statement of the Company as at</u><br/> <u>the end of the relevant preceding fiscal</u><br/> <u>year).</u> </p> |               |

**Appendix B: Directors' Remuneration**

|                     | FY 2013                                   | FY 2014                                   |
|---------------------|-------------------------------------------|-------------------------------------------|
| Number of Directors | Four Directors<br>(One Outside Director ) | Four Directors<br>(One Outside Director ) |
| Remuneration Limit  | USD 200,000                               | USD 200,000                               |

**Appendix C : Auditor's Remuneration**

|                    | FY 2013     | FY 2014     |
|--------------------|-------------|-------------|
| Number of Auditor  | One Auditor | One Auditor |
| Remuneration Limit | USD 100,000 | USD 100,000 |

## **Appendix D : Share Option**

### **1. Intent**

To reward and retain the executives and employees, who have contributed or are expected to contribute to the past and future firm's growth.

### **2. Vested Personnel**

| Name            | Position               | Number of Shares to be Vested |
|-----------------|------------------------|-------------------------------|
| Nam Kwang Ho    | Vice-Chairman          | 10,000 common shares          |
| Sim Chang Sup   | President              | 5,000 common shares           |
| Chung Ke Hyun   | President              | 5,000 common shares           |
| Lee Jin Won     | President              | 5,000 common shares           |
| Kwak Hyou Gun   | President              | 5,000 common shares           |
| Lee Chun Seung  | President              | 10,000 common shares          |
| Sung Sang Yong  | Vice-President         | 30,000 common shares          |
| Lee Seung Ki    | Vice-President         | 6,000 common shares           |
| Chung Wang Chan | Vice-President         | 5,000 common shares           |
| Ko Un Ha        | Vice-President         | 10,000 common shares          |
| Baek Young Chul | Excutive Director      | 5,000 common shares           |
| Kim Boo Sik     | Excutive Director      | 3,000 common shares           |
| Park Jong Ryul  | Excutive Director      | 3,000 common shares           |
| Shin Dan Sik    | Excutive Director      | 5,000 common shares           |
| Hong Kyung Sik  | Managing Director      | 6,000 common shares           |
| Han Soo Jung    | Managing Director      | 2,000 common shares           |
| Bae Deuk Hwan   | Director               | 5,000 common shares           |
| Kim Kwang Jin   | Director               | 3,000 common shares           |
| Jun Chang Wook  | Director               | 3,000 common shares           |
| Saleumxay       | Director               | 5,000 common shares           |
| Sackphaserth    | Director               | 5,000 common shares           |
| Ekaxay          | Director               | 5,000 common shares           |
| Siriphon        | Director               | 5,000 common shares           |
| Cho Heejin      | Deputy General Manager | 4,000 common shares           |
|                 |                        | Total 150,000 common shares   |

### **3. Detail on the share option**

- Vest Method: Issuance of new shares
- Exercise Price: KRW 30,782
- Exercise Period: May 27, 2016 ~ May 26, 2018
- Vesting Period: May 27, 2013 ~ May 26, 2016

- This share option, which was granted at the Board Meeting dated May 27, has to be indemnified by the shareholders' resolution at this shareholders' meeting.
- The grantees have to serve for the company at least 3 years from the grant date to exercise their share option. If a grantee is no longer to serve for Company without any liable cause from his side, however, the grantee shall be able to exercise his option right during the exercise period.

d. Other terms and conditions

- In the case of change in total outstanding shares such as capital increase, share dividend, and share split or reverse-split, the exercise price and number of vesting shares shall be refixed by the Board resolution.