



Guidelines for the meeting of Convertible Bondholders

1. MEETING REQUEST

The Convertible Bond Issuer or the Convertible Bondholders' Representative who intends to call a meeting of Convertible Bondholders or is required to call a meeting of Convertible Bondholders as specified in the Terms and Conditions (as applicable) must have the Convertible Bond Registrar deliver a meeting invitation letter by registered mail or airmail (in the case of sending to Convertible Bondholders abroad) to the Convertible Bond Issuer or the Convertible Bondholders' Representative (who did not request the meeting) and the Convertible Bondholders at least 7 (seven) days in advance (excluding the date on which the meeting invitation letter and the meeting date) before the meeting date. The meeting invitation letter of Convertible Bondholders must specify the date, time, place of the meeting, agenda, and the person requesting the meeting. The Convertible Bond Registrar will deliver the meeting invitation letter of Convertible Bondholders to all Convertible Bondholders whose names and addresses appear in the Convertible Bondholder Register at 12.00 noon of the closing date of the relevant Convertible Bondholder Register (i.e. 14 (fourteen) days before the date of the Convertible Bondholder meeting).

2. ORGANIZATION OF THE MEETING

The Convertible Bond Issuer or the Convertible Bondholders' Representative who convenes the meeting of the Convertible Bondholders may organize the meeting of the Convertible Bondholders in the form of (a) an ON-SITE MEETING or (b) a hybrid meeting that combines both an ON-SITE MEETING and a meeting via electronic media (E-MEETING).

3. PERSONS ENTITLED TO ATTEND THE MEETING

Persons entitled to attend each meeting of Convertible Bondholders shall consist of the following persons:

- (a) Convertible Bondholders, the Convertible Bond Issuer and the Convertible Bondholders' Representative
- (b) Convertible Bondholders may appoint other Convertible Bondholders or any person to attend the meeting and vote on their behalf (a "**proxy**") by preparing a proxy form in the form prescribed by the Convertible Bond Registrar, which can be obtained at the head office of the Convertible Bond Registrar
- (c) Financial advisors, legal advisors or persons involved in the matters to be considered at the meeting who have been requested by the Convertible Bond Issuer and/or the Convertible Bondholders' Representative to attend the meeting to provide clarification and express opinions to the meeting
- (d) Any person permitted by the chairman of the meeting to attend the meeting as an observer

4. QUORUM

- 4.1 In a meeting of Convertible Bondholders to consider and vote on matters other than those specified in Clauses 7.3 and 7.4, at least 2 (two) Convertible Bondholders, holding a combined amount of not less than 25 (twenty-five) percent of all unredeemed or converted Convertible Bonds, must attend the meeting to constitute a quorum. In the event that a meeting of Convertible Bondholders is a new meeting postponed from a previous meeting that could not be convened due to a lack of a quorum under Clause 4.1, the quorum for the new meeting postponed must consist of at least 2 (two) Convertible Bondholders, regardless of the total number of Convertible Bonds held, attending the meeting.



- 4.2 A meeting of Convertible Bondholders to consider and vote on matters specified in Clause 7.3 must involve at least 2 (two) Convertible Bondholders, holding a combined amount of not less than 50 (fifty) percent of all unredeemed or converted Convertible Bonds, to constitute a quorum. In the event that a meeting of Convertible Bondholders is a new meeting postponed from the previous meeting which could not be convened due to a lack of a quorum under this Section 4.2, the quorum for the new meeting postponed must consist of at least 2 (two) Convertible Bondholders who hold a combined number of not less than 20 (twenty) percent of all Convertible Bonds that have not been redeemed or converted.
- 4.3 A meeting of Convertible Bondholders to consider and vote on various matters as specified in Section 7.4 must have at least 2 (two) Convertible Bondholders who hold a combined number of not less than 66 (sixty-six) percent of all Convertible Bonds that have not been redeemed or converted to attend the meeting in order to constitute a quorum. In the event that a meeting of Convertible Bondholders is a new meeting postponed from a previous meeting which could not be convened due to a lack of a quorum under this Section 4.3, the quorum for the new postponed meeting must consist of at least 2 (two) Convertible Bondholders, holding a combined number of not less than 20 (twenty) percent of all Convertible Bonds that have not been redeemed or converted, attending the meeting.

5. CHAIRMAN OF THE MEETING

- (a) In the case where the Convertible Bond Issuer is the one who calls the meeting, the chairman of the board of directors of the Convertible Bond Issuer or the person assigned by the chairman of the board of directors of the Convertible Bond Issuer shall be the chairman of the meeting.
- (b) In the case where the Convertible Bondholders or the Convertible Bondholders' Representative is the one who calls the meeting, or in the case where the Convertible Bond Issuer is the one who calls the meeting but the chairman of the board of directors of the Convertible Bond Issuer or the person assigned by the Convertible Bondholders' Representative (as the case may be) is not present or cannot be the chairman of the meeting, the Convertible Bondholders' Representative or the person assigned by the Convertible Bondholders' Representative shall act as the chairman of the meeting, or in the case where the person who would act as the chairman does not attend the meeting 45 (forty-five) minutes after the appointed time, the meeting shall vote to select one of the Convertible Bondholders to be the chairman of the meeting.

6. POSTPONEMENT OF THE MEETING

- 6.1 In any meeting of Convertible Bondholders, if it appears that after 45 (forty-five) minutes from the appointed time, there is still not enough Convertible Bondholders to form a quorum, the chairman of the meeting must adjourn the meeting by:
- (a) In the event that the Convertible Bond Issuer or the Convertible Bondholders' Representative calls a meeting, the chairman of the meeting must postpone the Convertible Bondholders' meeting to a date, time and place specified by the chairman. The new meeting date must be within a period of not less than 7 (seven) days but not more than 14 (fourteen) days from the original meeting date, unless the Convertible Bond Issuer and the Convertible Bondholders' Representative agree not to call a new meeting. In addition, the matters to be considered and voted on at the new meeting must be the same matters that could have been considered properly at the previous meeting.
- (b) In the event that the Convertible Bondholders request to call a meeting, there will be no new meeting called as specified in (a) above.
- (c) In the event that the meeting that does not form a quorum is a meeting that was called because the previous meeting did not form a quorum. No new meeting shall be called as specified in (a) above.



- 6.2 The Convertible Bond Registrar shall deliver a notice of meeting for a new meeting to be held due to the lack of a quorum at the previous meeting to the Convertible Bond Issuer, the Convertible Bondholders' Representative and all Convertible Bondholders whose names and addresses have been sent a notice of meeting for the lack of a quorum at the previous meeting within no less than 3 (three) days prior to the date of the new meeting (excluding the date on which the notice of meeting is sent and the date of the meeting). The notice of the meeting for Convertible Bondholders shall specify the date, time, place of the meeting, agenda and quorum required for the new meeting.

7. RESOLUTION OF THE MEETING

- 7.1 Voting on various matters at the meeting of Convertible Bondholders shall be decided by a show of hands or by voting in accordance with the method specified by the chairman of the meeting. Each Convertible Bondholder (or proxy) shall have votes equal to the number of Convertible Bonds held by the Convertible Bondholder. Each unit of Convertible Bond shall be deemed to have one vote. In the event of an equality of votes, the chairman of the meeting shall have the casting vote (regardless of whether the vote is by a show of hands or by voting in accordance with the method specified by the chairman of the meeting) in addition to the votes that the chairman of the meeting may have in his capacity as a Convertible Bondholder or proxy, except in the case where the chairman of the board of directors of the Convertible Bond Issuer or a person assigned by the chairman of the board of directors of the Convertible Bond Issuer is the chairman of the meeting, in which case the chairman of the meeting shall not have the casting vote.
- 7.2 Resolution of the meeting of Convertible Bondholders on various matters other than those specified in clauses 7.3 and 7.4 (including but not limited to the determination of the date of exercise of the additional Convertible Bonds) must be a resolution by a majority vote of not less than 50 (fifty) percent of the total number of votes of Convertible Bondholders attending the meeting and voting.
- 7.3 The resolution of the Convertible Bondholders' meeting on the following matters must be a resolution by a majority vote of not less than 66 (sixty-six) percent of the total number of votes of Convertible Bondholders attending the meeting and voting.
- (a) Amendment of the Terms and Conditions not related to matters specified in Section 7.4
 - (b) Change of the representative of Convertible Bondholders and appointment of a person as a new representative of Convertible Bondholders
 - (c) Change the purpose of the use of funds in a material manner as specified in Section 6.3 (a) (2) of the Terms and Conditions
- 7.4 The resolution of the Convertible Bondholders' meeting on the following matters must be a resolution by a majority vote of not less than 75 (seventy-five) percent of the total number of votes of Convertible Bondholders attending the meeting and voting.
- (a) Repayment of debt under Convertible Bonds by converting Convertible Bonds into shares, other Convertible Bonds or other assets of the Convertible Bond Issuer or any person
 - (b) Amending the maturity date of the Convertible Bond or the maturity date of any payment under the Convertible Bond
 - (c) Reducing, canceling or changing the amount of principal, interest and/or any other amount outstanding or to be paid under the Convertible Bond
 - (d) Changing the currency of any amount to be paid under the Convertible Bond
 - (e) Amending or changing the criteria for the meeting of Convertible Bondholders in relation to the quorum (Section 4.) and the resolution of the meeting (Section 7.)



- (f) Amending or changing the Terms and Conditions to enable the implementation of any matter under (a) to (e) above

7.5 Any Convertible Bondholder who has a special interest in any matter shall not have the right to vote on that matter.

8. MINUTES OF THE CONVERTIBLE BONDHOLDERS' MEETING

The Convertible Bondholders' Representative shall prepare the Minutes of the Convertible Bondholders' Meeting for the Chairman of the Meeting to sign and certify within 14 (fourteen) days from the date of the meeting and shall keep the original copy. The original resolution of the Convertible Bondholders' Resolutions that were voted by a written resolution instead of holding a Convertible Bondholders' Meeting shall be kept, and copies shall be made available for inspection by the Convertible Bondholders at the head office during the Convertible Bondholders' business hours.