

**NOTIFICATION ON BUSINESS COMBINATION  
REPORTING GUIDELINES**

Enacted by Economic Planning Board Notification No. 44  
May 13, 1981

Amended by Economic Planning Board Notification No. 61  
Jan. 6, 1983

Amended by Economic Planning Board Notification No.1987-9  
May 22, 1987

Amended by Fair Trade Commission Notification No. 1990-5  
May 26, 1987

Amended by Fair Trade Commission notification No. 1993-9  
April 10, 1993

Amended by Fair Trade Commission Notification No., 1997-20  
April 7, 1997

Amended by Fair Trade Commission Notification No. 1998-6  
June 15, 1998

Amended by Fair Trade Commission Notification No. 1999-3  
April 15, 1999

We hereby designate these Business Combination Reporting Guidelines in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act (hereinafter, the □Act,) and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree (hereinafter, the □Decree,).

April 15, 1999  
Fair Trade Commission

## **I. Purpose**

The purpose of this Notification is to determine the guidelines for reporting business combinations, such as reporting procedures, reporting document formats, documents to be submitted together with the report, etc. in accordance with Article 12 (Filing of Report on Business Combinations) of Act and Article 18 (Reporting, etc. of Business Combinations) of the Decree.

## **II. Categorization of Business Combinations Subject to Reporting**

1. Business combinations subject to Reporting shall be categorized into business combinations subject to ordinary reporting (hereinafter, "Subject of Ordinary Reporting") and business combinations subject to simplified reporting (hereinafter, "Subject of Simplified Reporting").

2. Business combinations falling into one of the following categories shall be Subjects of Simplified Reporting:

A. When the enterprise subject to reporting business combination and its counterpart in the business combination are Specially Related Persons (excluding parties to the business combination who participate with the common goal of gaining managerial control);

B. When an enterprise that is not a large-scale enterprise engages in business combination with an enterprise whose total amount of assets and turnover are ten (10) billion Won or less. (Provided, however, that participation in the establishment of a new enterprise is excluded);

C. Engaging in interlocking directorate with less than one-third (1/3) of the total number of directors in the counterpart enterprise of the business combination or replacing less than one-third (1/3) of the total number of directors in the counterpart enterprise; provided, however, that interlocking directorate with the representative director shall be excluded.

3. Subject of Simplified Reporting shall submit the reports for each type of business combination, as set forth in Article 3 (Business Combination Reporting Guidelines) of this Notification, together with Exhibit 6.

## **III. Business Combination Reporting Guidelines**

1. Report on the acquisition or ownership of shares by a corporation

A. When a corporation or its specially related person other than a corporation (meaning an individual, non-profit corporations, and associations. Hereinafter, the same.) "owns more than twenty percent (20%) [more than fifteen percent (15%) for listed corporations] of the total outstanding shares issued by another corporation" under Subparagraph 1 of Article 12 (Filing of Report on Business Combinations) Paragraph (1) of the Act, it shall submit a report as set forth in Exhibit 1 to the Fair Trade Commission together with the relevant documents.

B. "Owns more than twenty percent (20%) [more than fifteen percent (15%) for stock listed corporations] of the total outstanding shares issued by another corporation" under Subparagraph 1 of Article 12 (Filing of Report on Business Combinations) Paragraph (1) of the Act means an increase in the share-holding ratio due to a waiver of a preemptive right at the time of the capital increase with a right issue, due to a donation of shares without compensation, or for any other reasons.

C. The Initial Date for Reporting Obligation shall be the date on which the total share-holding ratio exceeds twenty percent (20%) [fifteen percent (15%) for stock listed corporations].

D. "Delivery" as set forth in Item (a) of Article 18 (Reporting etc. of Business Combinations) Paragraph (5) 1 of the Decree shall include easy delivery under Article 188 (Effect of Assignment of Real Rights over Movable, Easy Delivery) and change in possession under Article 189 (Change in Possession) of the Civil Code, and a transfer of the right for a claim to return the premises under Article 190 (Transfer of the Right for a Claim to Return the Premises) of the Civil Code as well as delivery.

## 2. Report on interlocking directorate of a large-scale corporation.

When "an officer of a corporation concurrently holds the position of officer of another corporation" as set forth in Subparagraph 2 of Article 12 (Filing of Report on Business Combinations) Paragraph (1) of the Act, the corporation which caused the relevant officer or employee to hold the position in another corporation shall submit a report, as set forth in Exhibit 2 to the Fair Trade Commission, together with relevant documents.

## 3. Report on the merger of corporations

When a corporation merges with another corporation as set forth in Subparagraph 3 of Article 7 (Restrictions on Business Combinations) Paragraph (1) of the Act, the concerned corporations shall jointly submit a report, as set forth in Exhibit 3 to the Fair Trade Commission together with relevant documents.

#### 4. Report on the transfer of business of a corporation

A. When a corporation intends to "take over or lease the whole or a substantial part of the business or undertake the management of another corporation, or take over the whole or a substantial part of the fixed operating assets of another corporation" as set forth in Subparagraph 4 of Article 7 (Restrictions on Business Combinations) Paragraph (1) of the Act, the corporation shall submit a report as set forth in Exhibit 4 to the Fair Trade Commission, together with relevant documents.

B. "Business" in Subparagraph 4 of Article 7 (Restrictions on Business Combinations) Paragraph (1) of the Act means combined property rights of the corporation which are organized for the business purpose and which function as an organic entity. This includes intangible property rights such as sales rights (including organizations, manpower, contractual relations involving agencies related to sales), patent rights and trademarks, as well as others which are associated with licenses and authorizations and have property values.

C. "Substantial part" in Subparagraph 4 of Article 7 (Restrictions on Business Combinations) Paragraph (1) of the Act means that the transferred or leased parts may be engaged as an independent business unit or a transfer or lease may result in a significant reduction in the turnover of the transferred enterprise, and that the amount of transfer is more than ten percent (10%) of the total amount of assets in the balance sheet of the transferred enterprise as of the last day of the immediately preceding business year, or more than five (5) billion Won.

D. "Undertaking of the management of another corporation" in Subparagraph 4 of Article 7 (Restrictions on Business Combinations) Paragraph (1) of the Act means the acting of undertaker as the person executing managerial rights through the signing of contracts which entrust management between the acquired corporation and transferred corporation, etc.

E. "Perform the business transfer agreement" as referred to in Paragraph (5) of Article 12 (Filing of Report on Business Combinations) means a delivery or transfer in the case of movable property, registration in the case of real estate, and registration, when registration is required for trademark, etc.

#### 5. Reporting on the acquisition of the shares of newly established corporation

A. When a corporation or a person other than a specially related person of the corporation "subscribes to twenty percent (20%) or more of the shares of a new corporation to be established", as mentioned in subparagraph 4 of Article 12 (Filing of Report on Business Combinations) Paragraph (1) of the Act, the corporation shall submit a report, as set forth in Exhibit 5, to the Fair Trade Commission together with related documents.

B. When the contents of the share-holding ratio or of interlocking directorate after the incorporation of a corporation are the same as the content of the report on the participation in the establishment of corporation filed pursuant to Subparagraph 4 of Article 12 (Filing of Report on Business Combinations) Paragraph (1) of the Act, a report on the acquisition of shares or on interlocking directorate after the incorporation under Subparagraph 1 and 2 of Article 12 (Filing of Report on Business Combinations) Paragraph (1) of the Act shall not be filed.

C. "Subscribe to shares" as mentioned in Paragraph (5) of Article 12 (Filing of Report on Business Combinations) of the Act means the payment of the price of the shares allotted.

#### **IV. Business Combinations by Foreigners**

A. "Affiliated company" in Paragraph 1 of Article 12 shall be deemed as, in the case there is no other documents, any company required to draw consolidated financial statements.

B. When converting financial statements of a foreign firm into the Won, the exchange rate as of the closing date of the immediately preceding business year when the concerned merger took place is applied to total assets, and the average exchange rate of the immediately preceding business year is applied to sales turnover.

#### **V. Filing Request for Arbitrary Pre-Merger Examination**

Request for a pre-merger examination pursuant to Article 12 (Filing of Report on Business Combinations) Paragraph (6) of the Act shall be filed submitting the related reporting form by the types of business combination set forth in this Notification (III. Business Combination Reporting Guidelines), together with relevant documents.

#### **VI. Filing Request for Designation and Change of the Representative for Reporting Business Combinations**

A person who has been designated as the Representative for Reporting Business Combinations pursuant to Article 12 (Filing of Report on Business Combination) Paragraph (8) of the Act or Article 19 (Designation of the Representative for the Reporting of Business Combinations, etc.) Paragraph (1) of the Decree, or who

wishes to change the designated Representative for Reporting Business Combinations shall submit the application set forth in Exhibit 7 to Fair Trade Commission; provided, however, that in the case of changing the already designated Representative for Reporting Business Combinations, the application shall be submitted together with a document stating the reason therefor.

### **ADDENDUM**

<Effective Date>

This Notification shall take effect on the date of notification.

Exhibit 1

\* See reverse for information regarding method of entry and documents to be attached

Report on the Acquisition (or Ownership) of the Shares of a Corporation							Type of Reporting (Article 11)		
(2) Reporting Corporation	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment		<input type="checkbox"/> Ordinary reporting <input type="checkbox"/> Simplified reporting		
					Date of Listing				
	Address				Point of Contact	Tel. No. Fax. No.			
	(3) Financial Status (Unit : Million Won)	Paid-in Capital		Total Sum of Capital					
		Ordinary Profit		Current Net Profit					
Total Assets (entire business group)			Sales Turnover (entire business group)						
Major Business									
Corporation Selling its Shares	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment		<input type="checkbox"/> Ordinary reporting <input type="checkbox"/> Simplified reporting		
					Date of Listing				
	Address				Point of Contact	Tel. No. Fax. No.			
	(3) Financial Status (Unit : Million Won)	Paid-in Capital		Total Sum of Capital					
		Ordinary Profit		Current Net Profit					
Total Assets			Sales Turnover						
Major Business									
Details of the Acquisition of Shares	Shareholders			Shareholding ratio (%)		Total amount of acquisition	Date of (6) acquisition		
				Before acquisition	After acquisition				
	Reporting Corporation								

	Corporation	Specially Related Person	Affiliates(4)				
			Other than a corporation(5)				
Total							

To the Fair Trade Commission<sup>1</sup>

I hereby report on the above in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree.

Reporting Corporation(7):  
 Representative: (seal)

- For information regarding reporting of business combinations, call Merger division (Tel: 02-507-1934,5) at the antitrust Bureau of the Fair Trade Commission
- Those who fail to report or make false reports may be subject to a fine of no more than 100 million Won in accordance with Article 68 (Penal Provisions) of the Monopoly Regulation and Fair Trade Act.

Method of Entry

- (1) Type of reporting: Check ( ) the appropriate box.
- (2) Reporting corporation: If the number of reporting corporation(s) is more than one, each corporation shall enter separately. If the reporting corporation is other than a corporation, fill in only the relevant blanks.
- (3) Financial status: Enter according to the standard set forth in Article 12 of the Enforcement Decree. In the blank for (entire business group), enter the total amount of assets and the sales turnover of the entire business group to which the reporting corporation belongs.
- (4) Affiliates: The person who actually controls the business of a corporation under the standard set forth in Article 3 (Scope of Business Group) of the Enforcement Decree.
- (5) Other than a corporation: Individual, non-profit corporation, or organizations.
- (6) Date of acquisition: Enter according to the standards set forth in each category under Subparagraph 1 of Article 18 (Reporting etc. of Business Combinations), Paragraph (5) of the Enforcement Decree.
- (7) If a person is reporting for the reporting corporation by proxy, both the proxy and the representative should be entered respectively.

Documents to be Attached

: Those subject to simplified reporting are required to submit only document D.

A. Status of the shareholders in the corporations selling its shares

Shareholders			Number of shares	Shareholding ratio (%)	
Distinction		Name		Before acquisition	After acquisition
Reporting Corporation	Single Person				
	Specially Related Person	Affiliate			
		Other than a corporation			
	Total				
Others	Corporation				

	Individual				
	Total				
Total Sum					

Note: If there is more than one Affiliate, Other than a corporation, Corporation, or Individual, respectively, those owning more than 1% of the shares should be entered separately.

B. Status of the shareholders in the reporting corporation (the above format): When the reporting corporation runs its operation belonging to a business group, the details of primary businesses of the whole business group should be separately prepared.

C. Status of affiliate: Enter according to the below format for each reporting corporation and corporation selling its shares.

Name of corporation	Date of establishment	Date of listing	Major business	Paid-in capital	Total sum of capital	Total assets	Sales Turnover	Current net profit	Major shareholders (%)
Total sum									

Note 1: Include reporting corporation and corporation selling its shares respectively in the entry.

Note 2: Enter as of the end of the immediately preceding business year.

Note 3: The unit for entry of Paid-in-capital and etc. shall be in million won.

Note 4: For financial firms and insurance firms, the larger sum between the total sum of capital and the capital shall be entered as total assets, and operating profits should be entered as the Sales turnover.

D. One copy of papers providing proof of matters relating to acquisition of shares (a contract for trade of shares, stock certificate, a receipt for payment, etc.)

E. One copy of papers providing reason for acquisition of shares

F. One copy of audit reports prepared by certified public accountants for the reporting corporation and the corporation selling its shares respectively.

G. Market situation such as supply and demand of major items: Enter and attach according to the format in the exhibit.

\* See the reverse side for information regarding method of entry.

<b>Market Situation including supply and demand of Major Items</b>					
Name of Corporation					
Name of Item(1)		Sales turnover of product concerned	(local) (exports)	SIC code number (8 digit)	
Total Local Supply and demand(2)					
Total Local supply			Total Local Demand		
Distinction	Year	Year	Distinction	Year	Year
·Local supply ·Imports (Total)			·Local demand ·Exports (Total)		
Major local Importers(3)	Name of Corporation	Amount of Imports	Major local Purchasers(3)	Name of Corporation	Amount of Purchase
Major competing companies and market share %(4)					
Situation 2 years prior to business combination			Situation in the year immediately preceding business combination		
Name of company	Sales turnover	Marker share	Name of company	Sales turnover	Marker share
(1) (2) (3) (4) · ·			(1) (2) (3) (4) · ·		
Local or overseas marker barriers					
Local market barriers(5)			Import policy		
			<input type="checkbox"/> Import restrictions: <input type="checkbox"/> HSK number: <input type="checkbox"/> customs tariff in practice(6): (Type of tariff: )		
Source of relevant materials and statistics(7)					

Method of Entry

- (1) Name of Item: Enter the top three items for the reporting corporation and the corporation selling its shares respectively, based on sales turnover: Provided, however, that if the reporting corporation and the corporation selling its shares are producing the same items (including services), the item concerned shall be entered, regardless of the size of its turnover.
- (2) Total Local supply and demand: Enter the performances for the year immediately preceding the business combination and the years preceding the business combination, based on amount (if necessary, the entry can be based on quantity. Provided, however, that if it is difficult or inappropriate to base the entry on the entire local market, the entry may be based on regional markets (for example, the Kyonggi province and Inchon city region).
- (3) Major local importers/purchasers: Enter as of the year immediately preceding the business combination. Enter all companies whose total local supply and demand are 5% or more: Provided, however, that the rest of the companies shall be entered in the Others box, indicating the exact number of such companies.
- (4) Major competing companies and market share: All companies with local market shares exceeding 5% shall be entered. The rest of the companies shall be entered in the Others box, indicating the exact number of such companies. Market share shall be computed based on the following method.

$$\text{Market Share} = \frac{\text{The company's sales amount in the local market (including import amount)}}{\text{Gross domestic sales amount (including import amount)}}$$

- (5) Local market barriers: Enter all entry barriers, including the granting of licenses and authorizations under relevant laws, territorial restrictions, etc.
- (6) Customs tariff in practice: Enter the rates and the names of the tariffs actually being imposed, such as provisional tariffs, anti-dumping tariffs, allotted tariffs, etc.
- (7) Source of relevant materials and statistics: Enter the names of the materials and books referred to, their publishers and publishing dates: Provided, however, that if no materials in the country can be used as reference, internal materials of the corporation are available.
- (8) The following items shall be written on a separate sheet.
  - a. The reported country's sales turnover in the domestic and world markets, share, price and production capacity
  - b. Details of the international operations of the reported company group.
  - c. The expected ownership, governance and financial structure after the merging of the companies.
  - d. Explanation on the major steps of corporate merger, and details on securing finance necessary for business combination.

e. The extent of vertical combination such as raw material dependence relationship in the relevant market. (the party concerned, competitor)

f. Regarding the proxy of the report, the name of the proxy and his/her representative, position, address, phone number, and fax number.

\* If it is difficult or inappropriate to enter according to the above format, one may make appropriate modifications in entry.

Exhibit 2

* See the reverse for information regarding method of entry and documents to be attached <b>Report of Interlocking Directorate</b>						Type of Reporting (1)	
Reporting Corporation	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment	Date of Listing	
	Address			Point of Contact	Tel. No. Fax. No.		
	(2) Financial Status (Unit : Million Won)	Paid-in Capital		Total Sum of Capital			
		Ordinary Profit		Current Net Profit			
		Total Assets (entire business group)		Sales Turnover (entire business group)			
Major Businesses							
Corporation in which there is interlocking directorate	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment	Date of Listing	
	Address			Point of Contact	Tel. No. Fax. No.		
	(2) Financial Status (Unit : Million Won)	Paid-in Capital		Total Sum of Capital			
		Ordinary Profit		Current Net Profit			
		Total Assets (entire business group)		Sales Turnover (entire business group)			
Major Businesses							
Details of interlocking directorate	Name of relevant officer	Position in the reporting corporation	Position in the other corporation	Date of interlocking directorate			

**To the Fair Trade Commission**

I hereby report on the above in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree.

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 Reporting Corporation(3)(  
 Representative: (seal)

- For information regarding reporting of business combinations, call Merger Division (Tel: 02-507-1934,5) at the Antitrust Bureau of the Fair Trade Commission.
- Those who fail to report or make false reports may be subject to a fine of no more than 100 million Won in accordance with Article 68 (Penal Provisions) of the Monopoly Regulation and Fair Trade Act.

**Method of Entry**

- (1) Type of reporting: Check ( ) the appropriate box.
- (2) Financial status: Enter according to the standards set forth in Article 12 (Criteria for Total Asset or Turnover) of the Decree. In the (Entire Business Group) box, enter the total assets and the sales turnover of the entire business group to which the reporting firm belongs.
- (3) If a person is reporting for the reporting corporation by proxy, both the proxy and the representative should be entered respectively.

**Documents to be Attached**

: Those subject to simplified reporting are required only to attach document D.

A. Status of shareholders: Enter according to the following format on a separate sheet for the reporting corporation and the corporation in which there is interlocking directorate respectively.

Shareholder		Number of shares owned	Shareholding ratio (%)
Distinction	Name		
Relating to the corporation concerned	Single Person Affiliate Other than a corporation		
	Total		
Others	Corporation		
	Individual		
	Total		

Total Sum		
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Note: If there is more than one Affiliate, Other than a corporation, Corporation, and Individual, those owning !% of shares or more shall be entered respectively.

B. Status of Officers: Enter according to the following format, on a separate sheet, for each company.

Name of officer	Position	Details of holding concurrent position as officer or employee in the corporation in which there is interlocking directorate			Relation between the Person and the corporation in which there is interlocking directorate
		Name of corporation	Position	Date of interlocking directorate	

C. Status of Affiliate: Enter according to the following format for the reporting corporation and the corporation in which there is interlocking directorate, respectively.

Name of corporation	Date of establishment	Date of Listing	Major businesses	Paid-in capital	Total sum of capital	Total assets	Sales turnover	Current net profit	Major shareholders (%)
Total									

Note 1: Enter both the reporting corporation and the corporation selling its shares respectively.

Note 2: Enter as of the end of the immediately preceding business year.

Note 3: The unit for entry of Paid-in-capital and etc. shall be in million won.

Note 4: For financial firms and insurance firms, the larger sum between the total sum of capital and the capital shall be entered as total assets, and operating profits should be entered as the Sales turnover.

D. One copy of minutes stating the appointment of directors

E. Certificated copies of registrations of the reporting corporation and the corporation in which there is interlocking directorate, respectively

F. One copy of papers providing reason for interlocking directorate.

G. One copy each of audit reports prepared by certified public accountants for the reporting corporation and the corporation selling its shares respectively.

H. Market situation such as supply and demand of major items: Enter and attach according to the format in the exhibit for the Report on the Acquisition (or Ownership) of the Shares of a Corporation.

Exhibit 3

<b>* See reverse for information regarding method of entry and documents to be attached</b>							<b>Report</b>	Type of Reporting(1)	<input type="checkbox"/> Ordinary reporting <input type="checkbox"/> Simplified reporting	
(2) Mer- ging com- pany	Com- pany A	Name of corporation		Name of Representative	(In Korean) (In Chinese)	Date of Establishment				
						Date of Listing				
		Address					P o i n t o f c o n t a c t	Tel: Fax:		
		Financial Status (Unit: Million Won)	Paid-in capital		Total sum of capital					
			Ordinary Profit		Current Net Profit					
	Total assets (entire business group)		(     )	Sales turnover (entire business group)	(     )					
	Major businesses									
	Com- pany B	Name of corporation		Name of representative	(in Korean) (in Chinese)	Date of Establishment				
						Date of Listing				
		Address					P o i n t o f c o n t a c t	Tel: Fax:		
Financial status (Unit: Million Won)		Paid-in capital		Total sum of assets						
		Ordinary Profit		Current Net Profit						
	Total assets		Sales turnover							
Major businesses										

Company being maintained or newly established through merger	Name of corporation		Name of representative	(in Korean) (in Chinese)	Date of Establishment	
	Address				P o i n t o f f i c e l e c t r o n i c	Tel: Fax:
	Financial status	Paid-in capital		Total assets		
	Major businesses					
Date for Concluding Contract of Business Combination				Date for registration of Business Combination		

To the Fair Trade Commission

I hereby report on the above in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree.

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Reporting Corporation(3)(  
Representative: (seal)

- For information regarding reporting of business combinations, call Merger Division (Tel: 02-507-1934,5) at the Antitrust Bureau of the Fair Trade Commission.
- Those who fail to report or make false reports may be subject to a fine of no more than 100 million Won in accordance with Article 68 (Penal Provisions) of the Monopoly Regulation and Fair Trade Act.

**Method of Entry**

- (1) Type of reporting: Check ( ) the appropriate box.
- (2) Merging corporation: If it is a merger by absorption, enter the corporation that is leading the merger under Company A, and the corporation that is being merged under Company B. If a new corporation is established as a result of a merger, enter the names of the merging companies under Company A and Company B: Provided, however, that if many companies are reporting, each company shall be entered on a separate sheet.
- (3) Financial status: Enter according to the standards set forth in Article 12 (Criteria for Total Asset or Turnover) of the Decree. In the (Entire Business Group) box, enter the total

assets and the sales turnover of the entire business group to which the reporting firm belongs.

(4) If a person is reporting for the reporting corporation by proxy, both the proxy and the representative should be entered respectively.

Documents to be Attached

: Those subject to simplified reporting are required to attach only document D.

A. Status of shareholders: Enter according to the following format on a separate sheet for Company A, Company B and the company remaining or newly established as a result of merger

Shareholder		Number of shares owned	Shareholding ratio (%)
Distinction	Name		
Relating to the corporation concerned	The person Affiliate Other than a corporation		
	Total		
Others	Corporation		
	Individual		
	Total		
Total Sum			

Note: If there is more than one Affiliate, Other than a corporation, Corporation, and Individual, those owning 1% of shares or more shall be entered respectively.

B. Status of Officers: Enter according to the following format, on a separate sheet, for each company.

Name of officer	Position	Details of holding concurrent position as officer or employee in the corporation in which there is interlocking directorate			Relation between the Person and the merging corporation.
		Name of corporation	Position	Date of interlocking directorate	

C. Status of Affiliate: Enter according to the following format for the reporting corporation and the other

corporation subject to the merger.

Name of corporation	Date of establishment	Date of listing	Major businesses	Paid-in capital	Total sum of capital	Total assets	Sales turnover	Current net profit	Major shareholders (%)
Total									

Note 1: Enter both the reporting corporation and the corporation selling its shares respectively.

Note 2: Enter as of the end of the immediately preceding business year.

Note 3: The unit for entry of Paid-in-capital and etc. shall be in million won.

Note 4: For financial firms and insurance firms, the larger sum between the total sum of capital and the capital shall be entered as total assets, and operating profits should be entered as the Sales turnover.

D. One copy of the contract document of business combination and a transcript of register of the remaining firm after the merger

E. One copy of papers providing reasons for business combination.

F. Audit reports of the reporting corporation and the other corporation subject to merger, prepared by certified public accountants.

H. Market situation such as supply and demand of major items: Should be entered and attached according to the format in the exhibit for the Report on the Acquisition (or Ownership) of the Shares of a Corporation.

Exhibit 4

\* See reverse for information regarding method of entry and documents to be attached.

<b>Report of Business Transfer</b>							Type of Reporting (1)	<input type="checkbox"/> Ordinary reporting <input type="checkbox"/> Simple reporting
Transferee Corporation	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment			
					Date of Listing			
	Address				Point of Contact	Tel. No. Fax. No.		
	(2) Financial Status (Unit : Million Won)	Paid-in Capital		Total Sum of Capital				
		Ordinary Profit		Current Net Profit				
Total Assets (entire business group)			Sales Turnover (entire business group)					
Major Business								
Transferor Corporation	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment			
					Date of Listing			
	Address				Point of Contact	Tel. No. Fax. No.		
	(2) Financial Status (Unit : Million Won)	Paid-in Capital		Total Sum of Capital				
		Ordinary Profit		Current Net Profit				
Total Assets			Sales Turnover					
Major Business								
Details of Business Transfer	Type(3)		Object of Transfer	Amount of Transfer	Date of Business Transfer Contract	Date of Final Payment		
	Transfer and Lease of Business							
	Transfer of Operating Fixed Assets							

	Delegation of Management					
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To the Fair Trade Commission

I hereby report on the above in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree.

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Reporting Corporation(4)(  
Representative: (seal)

- For information regarding reporting of business combinations, call Merger Division (Tel: 02-507-1934,5) at the Antitrust Bureau of the Fair Trade Commission.
- Those who fail to report or make false reports may be subject to a fine of no more than 100 million Won in accordance with Article 68 (Penal Provisions) of the Monopoly Regulation and Fair Trade Act.

**Method of Entry**

- (1) Type of reporting: Check ( ) the appropriate box.
- (2) Financial status: Enter according to the standards set forth in Article 12 (Criteria for Total Asset or Turnover) of the Decree. In the (Entire Business Group) box, enter the total assets and the sales turnover of the entire business group to which the reporting firm belongs.
- (3) Type: Draw a circle (○) inside the appropriate box.
- (4) If a Representative is filing the report according to Article 12(6) of the Act, both the Representative and the representative of the reporting corporation shall be entered respectively.

**Documents to be Attached**

: Those subject to simplified reporting are not required to attach documents.

A. Status of shareholders: Enter according to the following format on a separate sheet for the reporting company and the company subject to the business transfer.

Shareholder			Number of shares owned	Shareholding ratio (%)
Distinction		Name		
Relating to the corporation concerned	Single person			
	Affiliate Other than a corporation			
Total				
Others	Corporation			
	Individual			
	Total			

Total Sum		
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Note: If there is more than one Affiliate, Other than a corporation, Corporation, and Individual, those owning !% of shares or more shall be entered respectively.

B. Status of Affiliate: Enter according to the following format for the reporting corporation and the other corporation subject to the business transfer respectively.

Name of corporation	Date of establishment	Date of listing	Major businesses	Paid-in capital	Total sum of capital	Total assets	Sales turnover	Current net profit	Major shareholders (%)
Total									

Note 1: Enter both the reporting corporation and the corporation subject to the business transfer respectively.

Note 2: Enter as of the end of the immediately preceding business year.

Note 3: The unit for entry of Paid-in-capital and etc. shall be in million won.

Note 4: For financial firms and insurance firms, the larger sum between the total sum of capital and the capital shall be entered as total assets, and operating profits should be entered as the Sales turnover.

C. If the reporting corporation belongs to a business group and runs its operation, details of primary business of the whole business group should be entered in a separate sheet.

D. One copy of papers (contract, certificate of payment for business transfer, etc.) providing proofs for Business Transfer.

E. One copy of document stating reasons for the business transfer (including particulars of business transfer).

F. One copy of audit reports of the reporting corporation and the other corporation subject to business transfer, respectively, prepared by certified public accountants.

G. Market situation such as supply and demand of major items: Enter and attach according to the format in the exhibit for the Report on the Acquisition of the Shares of a Corporation.

Exhibit 5

\* See reverse for information regarding method of entry and documents to be attached.

## Report on Subscription of the Shares of a Newly Established Corporation

Type of Reporting (1)

Ordinary reporting

Simple reporting

<b>Report on Subscription of the Shares of a Newly Established Corporation</b>							Type of Reporting (1) <input type="checkbox"/> Ordinary reporting <input type="checkbox"/> Simple reporting			
(2) Reporting Corporation	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment					
					Date of Listing					
	Address				Point of Contact	Tel. No. Fax. No.				
	(3) Financial Status (Unit : Million Won)	Paid-in Capital			Total Sum of Capital					
		Ordinary Profits			Current Net Profits					
		Total Assets (entire business group)		( )	Sales Turnover (entire business group)		( )			
Major Business										
Corporation Subject to Subscription of Shares	Name of Corporation		Name of Representative	(in Korean) (in Chinese)	Date of Establishment					
					Date of Listing					
	Address				Point of Contact	Tel. No. Fax. No.				
	Paid-in Capital (Unit : Million Won)									
Major Business										
Details of the Subscription of Shares	Shareholders			Planned shareholding ratio (%)	Total amount of acquisition	Date of resolution to participate in the incorporation of a corporation	Date of payment			
	Relating to the reporting corporation	Reporting corporation concerned								
		Specially Related Person	Affiliate(4)							
			Other than a Corporation (5)							
	Total									

To the Fair Trade Commission

I hereby report on the above in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree.

Reporting Corporation(4)(  
Representative: (seal)

- For information regarding reporting of business combinations, call Merger Division (Tel: 02-507-1934,5) at the Antitrust Bureau of the Fair Trade Commission.
- Those who fail to report or make false reports may be subject to a fine of no more than 100 million Won in accordance with Article 68 (Penal Provisions) of the Monopoly Regulation and Fair Trade Act.

**Method of Entry**

- (1) Type of reporting: Check ( ) the appropriate box.
- (2) Reporting corporation: If the number of reporting corporation(s) is more than one, each corporation shall enter separately. If the reporting corporation is other than a corporation, fill in only the relevant boxes.
- (3) Financial status: Enter according to the standard set forth in Article 12 of the Decree. In the blank for (entire business group), enter the total amount of assets and the sales turnover of the entire business group to which the reporting corporation belongs.
- (4) Affiliate: The person who actually controls the business of a corporation under the standard set forth in Article 3 (Scope of Business Group) of the Decree.
- (5) Other than a corporation: Individuals, non-profit corporations, or organizations.
- (6) If a person is reporting for the reporting corporation by proxy, both the proxy and the representative should be entered respectively.

**Documents to be Attached**

**A. Status of shareholders in the newly established corporation.**

Shareholder		Number of shares owned	Shareholding ratio (%)
Distinction	Name		
Relating to the corporation concerned	Single person		
	Affiliate		
	Other than a corporation		
Total			
Others	Corporation		
	Individual		
	Total		

Total Sum		
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Note: If there is more than one Affiliate, Other than a corporation, Corporation, and Individual, those owning !% of shares or more shall be entered respectively.

B. Status of shareholders of the reporting corporation (above format): If the reporting corporation belongs to a business group and runs its operation, the particulars of primary business of the business group shall be entered in a separate sheet.

C. Status of Affiliate of the reporting corporation: Enter according to the following format.

Name of corporation	Date of establishment	Date of listing	Major businesses	Paid-in capital	Total sum of capital	Total assets	Sales turnover	Current net profit	Major shareholders (%)
Total									

Note 1: Include the reporting corporation in the entry.

Note 2: Enter as of the end of the immediately preceding business year.

Note 3: The unit for entry of paid-in-capital and etc. shall be in million won.

Note 4: For financial firms and insurance firms, the larger sum between the total sum of capital and the capital shall be entered as total assets, and operating profits should be entered as the Sales turnover.

D. One copy of documents proving the establishment of corporation (minutes, receipt of payment for shares)

E. One copy of document explaining reasons

F. Plan for interlocking directorate: If the reporting corporation and its Specially Related Person are planning interlocking directorate in the newly established corporation, enter the name of the officer, his/her position in the affiliate(s) of the reporting corporation, his/her position in the newly established corporation, and matters pertaining to the Related Person and the reporting corporation.

G. Audit report of the reporting corporation prepared by its certified public accountant.

H. Business plan of the newly established corporation.

I. Market situation such as supply and demand of major items: Enter and attach according to the format in the exhibit for the Report on the Acquisition of the Shares of a Corporation.



Source of relevant materials and statistics(9)	
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Method of Entry
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- (1) Reason for simplified reporting: Describe the reasons referring to this notification II. (Categorization of business combinations subject to reporting)
- (2) Reason for business combinations: Enter on a separate sheet, if necessary.
- (3) Status of Shareholders of the Reporting Corporation and the Corporation Subject to Simplified Reporting: If the number of those belonging to Affiliate(s), Other than a corporation, and Others are many, those owning more than 1% of the shares shall be entered respectively (on separate sheets, if necessary).
- "Affiliate" refers to a corporation in which the Person is in actual control of the business under the standards set forth in Article 3 (Scope of Business Group) of the Decree.
  - "Other than a Corporation" refers to individuals, non-profit corporations, and organizations.
- (4) Status of Affiliate: A corporation in which the Person is in actual control of the business under the standards set forth in Article 3 (Scope of Business Group) of the Decree. (Use separate sheets if there are many affiliates).
- Include the reporting corporation in the entry.
  - Enter as of the end of the immediately preceding business year.
  - The unit for amount of money shall be million won.
  - For financial or insurance corporations, the larger sum between the total amount of capital and capital shall be entered as total assets, and operating profits shall be entered as sales turnover.
- (5) Major Items: The top three items based on the sales turnover of the immediately preceding business year shall be entered: Provided, however, that if the reporting corporation produces products (including services) that are the same as, or similar to, those of the corporation subject to simplified reporting, those items shall be entered, regardless of their turnover.
- (6) Amount of Supply: Enter as of the end of the immediately preceding business year. (If necessary, entry may be based on quantity).
- (7) Market Share: Calculations are as follows. If it is difficult or inappropriate to make the calculation based on amount or the entire local market, entry may be based on quantity or regional markets (for instance, the Kyonggi and Incheon markets).

Market share= 
$$\frac{\text{Sales amount of the corporation concerned in the local market (including import sales amount)}}{\text{Total sales turnover in the local market (including import sales amount)}}$$

(8) Major Competing Businesses: Enter the top five corporations in terms of market share among the major competitors (including importers) of the item concerned, and indicate separately the number of competitors ranking sixth and below together with their market shares.

(9) Source of the relevant materials and statistics: Enter the names of the materials and books referred to, together with their publishing company and publication dates.

Exhibit 7

<b>Application for Business Combination Reporting by Proxy</b>						
Reporting proxy	Name of Corporation			Name of Representative	(In Korean) (In Chinese)	
	Address			Point of Contact	(Tel.) (Fax)	
	Financial Status	Paid-in Capital		Total Sum of Capital		
		Total Assets		Sales Turnover		
Corporation subject to Reporting by Proxy	Name of Corporation	Representative	Address	Telephone	Seal of Representative	
<p>To the Fair Trade Commission</p> <p>I hereby report on the above in accordance with Article 12 (Filing of Report on Business Combinations) of the Monopoly Regulation and Fair Trade Act and Article 18 (Reporting, etc. of Business Combinations) of its Enforcement Decree.</p> <p style="text-align: center;">-----, -----</p> <p style="text-align: center;">Reporting Corporation Representative: (seal)</p>						