
Enclosure 2**Rules for the Meeting of Convertible Debenture Holders****1. MEETING REQUEST**

The convertible bond issuer or convertible bond holder representative wish to call a meeting of the convertible bond holders or must call a meeting of the convertible bond holders as stipulated in the terms and conditions (as the case may be) must have the convertible bond registrar send the meeting invitation by postal mail, register or Air Mail (in case of sending to convertible bondholders abroad) to convertible bond issuer or convertible bond holder representative (who did not request the meeting) and convertible debenture holders not less than 7 (seven) days (excluding the date of sending the invitation letter and the meeting date) prior to the meeting date. The convertible debenture holders meeting notice must specify the date, time, and place for meetings, agenda, and the person who asked to call the meeting. In this regard, the convertible bond registrar will send an invitation letter to the convertible bond holders' meeting to all convertible bondholders according to the names and addresses appearing in the convertible bond holders register book at 12:00 noon of the day. Closing the relevant convertible bond holders register book (ie, 14 (fourteen) days prior to the date of the convertible bond holders' meeting).

2. PERSONS ENTITLED TO ATTEND THE MEETING

Those eligible to participate in each convertible bond holders' meeting will consist of the following persons:

- (A) convertible bondholders convertible bond issuer and the convertible debenture holder representative.
- (B) The convertible debenture holder may appoint any other convertible bondholder or any person ("**Proxy**") to attend the meeting and vote on his/her behalf. 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 advisor, legal advisor, or other person who is involved in the matter that the meeting will consider which was requested by the issuer of convertible debentures and/or the convertible debenture holder representative to attend the meeting to clarify and express opinions to the meeting.
- (D) Any person authorized by the chairman of the meeting to attend the meeting as an observer.

3. QUORUM

- 3.1 At a meeting of convertible bondholders to consider and vote on matters other than those specified in Clauses 6.3 and 6.4, there must be at least 2 (two) convertible bondholders, holding convertible debentures in the aggregate amount of not less than 25 (twenty-five) percent of all convertible debentures that have not been

redeemed or converted attend the meeting. Therefore, a quorum will be formed. In the event that the meeting of the convertible bond holders is a new meeting which is postponed from the previous meeting, which is unable to meet due to the lack of a quorum under Clause 3.1, the quorum for this postponed meeting must consist of the shareholders 2 (two) convertible bonds or more, regardless of the total number of convertible bonds held, attended the meeting.

3.2 At a meeting of convertible bondholders to consider and vote on matters other than those specified in Clauses 6.3, there must be at least 2 (two) convertible bondholders, holding convertible debentures in the aggregate amount of not less than 50 (fifty) percent of all convertible debentures that have not been redeemed or converted attend the meeting. Therefore, a quorum will be formed. In the event that the meeting of the convertible bond holders is a new meeting which is postponed from the previous meeting, which is unable to meet due to the lack of a quorum under Clause 3.2, the quorum for this new postponed meeting shall consist of at least 2 (two) convertible bondholders holding an aggregate amount of not less than 20 (twenty) percent of the convertible bonds that have not yet been rescheduled. Not all redemptions or convertibles attended the meeting.

3.3 At a meeting of convertible bondholders to consider and vote on matters other than those specified in Clauses 6.4, there must be at least 2 (two) convertible bondholders, holding convertible debentures in the aggregate amount of not less than 66 (sixty-six) percent of all convertible debentures that have not been redeemed or converted attend the meeting. Therefore, a quorum will be formed. In the event that the meeting of the convertible bond holders is a new meeting which is postponed from the previous meeting, which is unable to meet due to the lack of a quorum under Clause 3.3, the quorum for this new postponed meeting shall consist of at least 2 (two) convertible bondholders holding an aggregate amount of not less than 20 (twenty) percent of the convertible bonds that have not yet been rescheduled. Not all redemptions or convertibles attended the meeting.

4. CHAIRMAN OF THE MEETING

(A) In the event that the convertible bond issuer calls the meeting, the chairman of the convertible bond issuer or the person assigned by the chairman of the convertible bond issuer shall preside over the meeting.

(B) In the event that the convertible bond holder or the convertible bond holder representative calls the meeting or in the case where the convertible bond issuer calls the meeting but the chairman of the convertible bond issuer or an authorized person (as the case may be) absent or unable to preside over the meeting, the convertible bondholders representative or a person designated by the convertible bondholders representative will chair the meeting or in the case where the person who will serve as the chairman does not attend the meeting after 45 (forty-five) minutes from the appointed time, the meeting shall pass a resolution electing a convertible bondholder to preside over the meeting.

5. ADJOURNMENT

5.1 At any meeting of the convertible debenture holders, if it appears that after 45 (forty-five) minutes from the appointed time, the convertible bondholders are still unable to attend the meeting to constitute a quorum. The chairman of the meeting must cancel the meeting by:

- (A) In the event that the convertible bond issuer or the convertible bond holder representative calls for a meeting, the chairman of the meeting shall postpone the meeting of the convertible debenture holders to the meeting on the date, time and place prescribed 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 date of the original meeting. However, unless the convertible bond issuer and the convertible bond holders' representative agree to not call a new meeting. In addition, the matters considered and voted on at the new meeting must be the same issues that could be legally considered in the previous meeting only.
- (B) In the event that the convertible debenture holder requests a meeting, no new meetings will be called as set forth in (A) above.
- (C) In the case where a quorum is not constituted, this is a meeting called because the previous meeting did not constitute a quorum, no new meetings will be called as set forth in (A) above.

5.2 The convertible bond registrar must deliver the invitation letter for the new meeting to be held because the previous meeting did not constitute a quorum to the convertible bond issuer, the convertible bond holders' representative, and the convertible bond holders, condition according to the name list, and the address which had sent the invitation letter to the meeting of the convertible bond holders when the quorum was not formed, every item within a period of not less than 3 (three) days before the date of the new meeting (not counting the date of sending the invitation letter and the meeting date). The invitation letter for the meeting of the convertible bond holders must specify the date, time, place for the meeting, agenda, and the quorum required for the new meeting.

6. RESOLUTION OF THE MEETING

6.1 Resolutions on various matters at the meeting of the convertible debenture holders to decide by raising hands or casting votes in accordance with the method prescribed by the chairman of the meeting, which the convertible debenture holder. Each shareholder (or proxy) will have votes equal to the number of convertible bonds held by the convertible bond holder. It shall be deemed that one unit of convertible debenture has one vote. In the case of equal votes, the chairman of the meeting shall have a casting vote (whether in the case of a resolution by raising hands or casting votes in accordance with the method specified by the chairman of the meeting) in addition to the votes the chairman of the meeting may have in his capacity as a convertible debenture holder or proxy.

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- Excepting in the case where the chairman of the convertible bond issuer or the person assigned by the chairman of the convertible bond issuer presides over the meeting, the chairman of the meeting will not have a casting vote.
- 6.2 Resolutions of the convertible bond holders' meeting on various matters except as provided for in Clauses 6.3 and 6.4 (including but not limited to determine the date for the exercise of additional convertible bonds) must be passed by a majority vote of not less than 50 (fifty) percent of the total number of votes of the convertible bondholders attending the meeting and casting their votes.
- 6.3 Resolutions of the convertible bond holders' meeting on various matter. The following must be a resolution by a majority of votes of not less than 66 (sixty-six) percent of the total votes of the convertible bondholders who attended the meeting and voted:
- (A) Amendments to the Terms of Rights which are not related to the matters set out in Clauses 6.4
 - (B) Changing the representative of the convertible debenture holder and appointing any person to be a representative of the new convertible bondholders
- 6.4 The resolution of the meeting of the convertible bond holders in the following matters must be passed by a majority of votes of not less than 75 percent (seventy-five) of the total votes of the convertible bondholders attending the meeting and casting their votes.
- (A) Payment of debt under convertible bonds by converting convertible bonds to shares, other convertible bonds, or other assets of the convertible bond issuer or any person
 - (B) Amendments to the maturity date of the convertible bonds or the maturity date of any amount in accordance with the convertible bonds
 - (C) Reduction, cancellation, or amendment of the principal amount, interest, and/or any other amount owed or payable under the convertible bonds
 - (D) Changes in the currency of any amount of money to be paid in accordance with the convertible debentures
 - (E) Amendments to the rules for the meeting of convertible debenture holders in respect of the quorum (Clauses 3) and the resolution of the meeting (Clauses 6)
 - (F) Amendments to the Terms of Rights to enable the execution of any of the matters under (A) to (E) above.
- 6.5 Any convertible bondholder who has a special interest in any matter will not have the right to vote on that matter.

7. MINUTES OF THE MEETING OF THE CONVERTIBLE DEBENTUREHOLDERS

The convertible bond holders representative must prepare the minutes of the meeting of the convertible bond holders for the chairman of that meeting to certify within 14 (fourteen) days from the date of the meeting and keep the original and the original resolutions of the convertible bondholders that have been voted on by means of a written resolution shall be preserved in representative of holding a meeting of the convertible bondholders as well as provide a copy for the convertible bondholders to inspect at the head office of the convertible bondholders' representative on the days and business hours of the convertible bondholders' representative.