

**ARTICLES OF INCORPORATION
OF
SAMSUNG ELECTRONICS CO., LTD.**

CHAPTER 1. GENERAL PROVISIONS

Article 1. (Corporate Name)

The name of the Company shall be "Samsung Chunja Chusik Hoesa", which shall be written in English as "Samsung Electronics Co., Ltd." (hereinafter referred to as the "Company").

Article 2. (Purpose)

The objective of the Company shall be to engage in the following businesses:

1. Manufacture, sale, collection service, lease and maintenance service of electronic and electrical machines and appliances, other related equipments and their components;
2. Manufacture, sale, collection service, lease and maintenance service of communication machines & appliances, other related equipments and their components;
3. Manufacture and sale of medical equipments;
4. Manufacture, sale and maintenance service of optical disk, optical source-applied machines and appliances and their components;
5. Manufacture, sale, lease and maintenance service of optical fiber, cable and other related equipments;
6. Manufacture, sale, collection service, lease and maintenance service of electronic computer system and other related products;
7. Manufacture, sale and lease of copyright materials and computer programs, etc.;
8. Sale and lease of know-how and technology;
9. Construction, operation and engineering service of information telecommunication systems;
10. Manufacture, sale, lease and maintenance service of automatic control systems and applied equipments;

11. Manufacture, sale, lease and maintenance service of machine tools and their components;
12. Manufacture, sale and test of gauge and measuring instruments, etc.;
13. Manufacture and sale of semiconductors and other related products;
14. Manufacture and sale of semiconductor fabrication equipments;
15. Manufacture and sale of raw and accompanying materials for semiconductor fabrication;
16. Technology service for the above items, construction of information telecommunication and electric connection systems;
17. Manufacturer and sale of other machines and appliances;
18. Manufacture, processing and sale of synthetic resins;
19. Refining, processing and sale of metals other than gold;
20. Export, import and its agency business;
21. Cultivation and sale of cash crop;
22. Real estate business;
23. Provision of offer sheet;
24. Lease and sale of residential lots;
25. Sports, games and other related businesses;
26. Manufacture of electric motor, power generator and electric converter apparatus;
27. Manufacture of electricity supply and control devices;
28. Educational service and other services related to business;
29. Business and investment incidental to any of the foregoing;

Article 3. (Location)

The Company shall have its head office in Suwon, Kyunggi-do and may establish factories, branches, representative offices or business offices at such places in and outside the country, by

a resolution of the Board of Directors or of a committee authorized by the Board of Directors.

Article 4. (Method of Public Notice)

The Company's public notices shall be published in "The Joong-Ang Daily News", a daily newspaper circulated in Seoul.

CHAPTER II. SHARES AND BONDS

Article 5. (Amount of Authorized Capital)

The total number of shares to be issued by the Company shall be 500,000,000 shares.

Article 6. (Face Value per Share)

The face value of shares to be issued by the Company shall be 5,000 Won per share.

Article 7. (Total Number of Shares at the time of Incorporation)

The total number of shares to be issued at the time of incorporation of the Company shall be 33,000 shares.

Article 8. (Types of Shares and Share Certificates)

1. The types of shares to be issued by the Company shall be common shares and preferred shares, both of which shall be in registered form.

2. Preferred shares to be issued by the Company shall be cumulative and non-voting shares, and the number thereof shall be 100,000,000 shares.

3. Dividend payout ratios on preferred shares shall be not less than 9% of face value, by a resolution adopted by the Board of Directors or by a committee authorized by the Board of Directors at the time of issuance of the shares.

4. In case the dividend payout ratio of the common shares exceeds that of the preferred shares, the excess shall be distributed to both common and preferred shareholders in proportion to their shareholding.

5. The existing period of the preferred shares shall be for ten (10) years from the date of issuance, then the preferred shares shall be converted into common shares upon the maturity thereof; provided that if the holders of the preferred shares do not receive the dividends entitled to them before the maturity date, then the existing period shall be extended until such holders receive the dividends entitled to them in full. In this case, Article 8-2 shall apply mutatis mutandis in respect of the dividends on the new shares issued upon conversion.

6. In the case of rights issues, bonus issues or stock dividends, common share holders shall be entitled to common shares, and preferred share holders shall be entitled to preferred shares, in proportion to their respective shareholdings; provided that in the case of rights issue and stock dividend the Company may, if necessary, issue only one kind of shares, where all the shareholders, regardless of the class of their shares, shall be entitled to the kind of shares to be issued.

7. Share certificates shall be issued by the Company in denominations of 1 share, 5 shares, 10 shares, 50 shares, 100 shares, 500 shares, 1,000 shares and 10,000 shares.

Article 8-2. (Base Date for Calculation of Dividends for New Shares)

When the Company issues new shares via rights issues, bonus issues or stock dividends, with respect to the distribution of dividends on the new shares, the new shares shall be deemed to have been issued at the end of the fiscal year immediately preceding the fiscal year in which the new shares are issued; provided, however, that with respect to the interim dividend on new shares via rights issues, bonus issues or stock dividends after the record date for interim dividend under Article 39, Paragraph (3), the new shares shall be deemed to be issued immediately after the record date for interim dividend.

Article 8-3. (Redemption of Shares)

The Company may redeem the shares of the Company by a resolution of the Board of Directors in accordance with the relevant laws and regulations; provided, however, that the amount of such redemption shall be within the limit of profit payable to its shareholders as dividends under Article 462, Paragraph (1) of the Commercial Code at the end of the relevant fiscal year.

[Newly added, Feb.28, 2002]

Article 9. (Transfer Agent)

1. The Company may appoint a transfer agent to make entries in the Register of Shareholders.

2. The transfer agent, the location of its services and the scope of its operation are to be determined by the Board of Directors or such committee as authorized by the Board of Directors and to be disclosed.

3. The Company shall keep the Register of Shareholders and a copy thereof at the office of the transfer agent and entrust the transfer agent to deal with any entry into the Register of Shareholders, registration or deregistration of pledges, notation of entrustments or cancellation thereof, issuance of share certificates, receipt of notices and other related matters.

4. The procedures for the activities referred to in Paragraph 3 above will comply with the Regulation on the Securities Transfer Agency Business of the Transfer Agent.

Article 9-2. (Report of Name, Address, Seal or Signature of Shareholders, etc.)

1. Shareholders and registered pledgees shall report their names, addresses, and seals or signatures to the transfer agent referred to in Article 9.

2. Shareholders and registered pledgees who reside in foreign countries shall appoint and report the place where, and an agent to whom, notices will be given in Korea.

3. The same shall apply when there are any changes in matters referred to in Paragraphs 1 and 2 above.

Article 10. Deleted

Article 11. (Preemptive Rights)

1. New shares to be issued by the Company shall be allocated to the shareholders in proportion to their respective shareholdings in accordance with Paragraph 6, Article 8. If shareholders waive or lose their preemptive right to new shares issues or if there are fractional shares at the time of allocation of new shares, such shares may be handled by a resolution of the Board of Directors.

2. Notwithstanding the above Paragraph 1, new shares may be allocated to persons other than shareholders in the following cases:

a. If the Company issues new shares or causes underwriters to underwrite new shares by a resolution of the Board of Directors in accordance with the applicable laws and regulations including the Securities and Exchange Act ("SEA");

b. If the Company allocates new shares preferentially to members of the Employee Stock Ownership Association by a resolution of

the Board of Directors in accordance with the applicable laws and regulations including SEA;

c. If the Company issues new shares for the issuance of depositary receipts (DR) by a resolution of the Board of Directors in accordance with the applicable laws and regulations including SEA;

d. If the Company issues new shares by public offering in accordance with Article 11-3;

e. If new shares are issued by the exercise of stock options in accordance with Article 11-4;

f. If the Company issues new shares to the extent of 30% of the total issued and outstanding shares, to domestic or foreign financial institutions to obtain financing urgently, or to partner companies to induce technology therefrom, etc., by a resolution of the Board of Directors; provided that the issue price of the new shares shall not be less than the price prescribed by Article 84-5 of the Enforcement Decree of SEA.

Article 11-2. Deleted

Article 11-3. (Public Offering)

1. The Company may issue new shares by public offering to the extent that the new shares do not exceed 30% of the total number of issued and outstanding shares by a resolution of the Board of Directors, pursuant to Article 189-3 of the SEA.

2. If the Company issues new shares by public offering, the type, number and issue price of the new shares shall be determined by a resolution of the Board of Directors; provided that the issue price of such new shares shall not be less than the price prescribed by Article 84-5 of the Enforcement Decree of the SEA.

Article 11-4. (Stock Options)

1. The Company may grant stock options to its officers and employees (in this Article, "officers and employees" include officers and employees of the related companies as set forth in Article 189-4, Paragraph 1 of the SEA) by a special resolution of the general meeting of shareholders pursuant to Article 189-4 of the SEA, to the extent permitted by the SEA; provided, however, that the Company may grant the stock options to its officers and employees (except for the directors of the Company) by a resolution of the Board of Directors to the extent determined by the relevant laws and regulations. <Amended, Feb. 28, 2002>

2. The persons to whom stock options may be granted are the officers and employees who have contributed or have the capacity to contribute to the establishment, management, overseas business, technical innovation, etc. of the Company; provided, however, that the officers and employees who are not entitled to stock options under the relevant laws and regulations shall be excluded. <Amended, Feb.28, 2002>

3. The shares to be issued to the officers or employees by the exercise of their stock options (in case the Company pays, either in cash or treasury shares, the difference between the exercise price of stock options and the market price, they refer to the shares which are the basis for such calculation) shall be common shares in registered form or preferred shares in registered form.

4. Total number of shares to be delivered in accordance with the exercise of stock options shall be up to the extent permitted by the relevant laws and regulations.

5. The stock options may be exercised until an expiry date determined by a resolution of the general meeting of shareholders or the Board of Directors and the expiry date shall be in no more than eight (8) years from when two (2) years have elapsed from the date of the general meeting of shareholders or the Board of Directors' meeting at which a resolution to grant such stock options was; provided, however, that the person to whom a stock option is granted should serve the Company for at least two (2) years after the date of such resolution in order to exercise such stock option, unless otherwise set forth by relevant laws and regulations. <Amended, Feb.28, 2002>

6. The terms and conditions of stock options, such as the contents and exercise price thereof shall be determined by a special resolution of the general meeting of shareholders or by a resolution of the Board of Directors in accordance with the relevant laws and regulations and the Articles of Incorporation; provided, however, that such matters which are not provided for as matters reserved for resolutions of the general meeting of shareholders or the Board of Directors' meeting under the relevant laws and regulations or the Articles of Incorporation may be determined by the Board of Directors or a committee authorized by the Board of Directors. <Amended, Feb.28, 2002>

7. The Company may cancel the grant of stock options by a resolution of the Board of Directors in any of the following cases: <Amended, Feb.28, 2002>

a. In case the option grantees voluntarily retire from their office or leave the Company after the grant of stock options;

b. In case the option grantees cause substantial damage to the Company due to their willful misconduct or negligence;

c. In case any of the causes for cancellation set forth in the stock option agreement occur.

Article 12. Deleted

Article 12-2. Deleted

Article 13. Deleted

Article 14. Deleted

Article 15. (Book Closure and Record Date)

1. The Company shall suspend any entry into the Register of Shareholders of any alteration of a shareholder's name, registration or deregistration of pledge, or notation of entrustments or cancellation thereof for one (1) month from the day following the last day of each fiscal year; provided, however, that the Company may adjust such closing period to the extent it does not exceed three (3) months if there is unavoidable reason and in such case, the Company shall place a notice of the adjustment of book closure period in newspapers two (2) weeks in advance.

2. The Company shall let the shareholders who are entered into the Register of Shareholders on the last day of each fiscal year exercise their rights thereof at the ordinary general meeting of shareholders.

3. In case where the Company convenes an extraordinary general meeting of shareholders or where deemed otherwise necessary, the Company may, by a resolution of the Board of Directors or such committee as authorized by the Board of Directors, set the record date or close the Register of Shareholders for a certain period not exceeding three (3) months by giving at least two (2) weeks' prior public notice; provided that if the Board of Directors or such committee as authorized by the Board of Directors deems it necessary, the Company may close the Register of Shareholders and set the record date at the same time.

Article 15-2. (Protection of Minority Shareholders)

1. The shareholders shall have the rights as a single shareholder and minority shareholder pursuant to the Commercial Code and other relevant laws and regulations and the management of the Company shall respect such rights.

2. A shareholder set forth in the provisions of Article 466, Paragraph (1) of the Commercial Code or the Article 191-13, Paragraph (3) of the SEA may demand in writing, specifying the cause, for the Company to explain the execution of duties by the directors, financial condition and other material matters concerning the management of the Company, and the Company shall reply in writing and provide the relevant information to the shareholder within fifteen (15) days thereof unless there is a concern that the explanation by the Company may materially impair the interests of the Company or the common interests of the shareholders or that confidential information of the Company could be disclosed thereby.

Article 16. (Issuance of Convertible Bonds)

1. The convertible bonds to be issued by the Company shall be allotted to the shareholders in proportion to their respective shareholding in accordance with the provisions of Article 8, Paragraph (6), and in case a shareholder waives or loses the right to subscribe for such convertible bonds and/or if any fraction of such convertible bonds occurs, the disposition or allotment thereof shall be made in accordance with a resolution of the Board of Directors; provided, however, that if the Company has the need for urgent funding, overseas issuance of convertible bonds or strategic alliance etc. which justifies restriction on the said pre-emptive rights of the shareholders, the Company may issue convertible bonds to persons other than the shareholders of the Company by a resolution of the Board of Directors in accordance with the relevant regulations such as the SEA to the extent that the total face amount of such convertible bonds does not exceed four (4) trillion Won.

2. The Board of Directors may determine that the convertible bonds referred to in Paragraph 1 may be issued on the condition that only a portion of the convertible bonds shall have conversion rights.

3. If the Company issues convertible bonds to persons other than shareholders of the Company under the proviso of Paragraph (1), the shares to be issued upon conversion shall be either common shares to the extent that the total face value of the convertible bonds does not exceed three (3) trillion Won or preferred shares

to the extent that the total face value of the convertible bonds does not exceed one (1) trillion Won. The conversion price shall be not less than the face value of the shares as determined by the Board of Directors at the time of the issuance of the relevant convertible bonds.

4. The period during which shareholders can exchange their convertible bonds for stock shall commence on the day after the issuance of the convertible bonds and end on the day before the redemption thereof. However, the Board of Directors may adjust the conversion period within the above period by its resolution.

5. In the case of any distribution of dividends or interest on the shares issued upon conversion, the convertible bonds shall be deemed to be converted into shares at the end of the fiscal year immediately preceding the fiscal year during which the relevant conversion rights are exercised; provided that, with respect to the interim dividend on new shares issued upon conversion after the record date for interim dividend under Article 39, Paragraph (3), the new shares shall be deemed to be issued immediately after the record date for interim dividend.

Article 16-2. (Issuance of Bonds with Warrants)

1. The bonds with warrants to be issued by the Company shall be allotted to the shareholders in proportion to their respective shareholding in accordance with the provisions of Article 8, Paragraph (6), and in case a shareholder waives or loses the right to subscribe for such bonds with warrants and/or if any fraction of such bonds with warrants occurs, the disposition or allotment thereof shall be made by a resolution of the Board of Directors; provided that, if the Company has the need for urgent funding, overseas issuance of bonds with warrant or strategic alliance etc. which justifies restriction on the said pre-emptive rights of the shareholders, the Company may issue bonds with warrants to persons other than the shareholders of the Company by resolution of the Board of Directors in accordance with the relevant regulations such as the SEA to the extent that the total face amount of such convertible bonds does not exceed two (2) trillion Won.

2. The amount of new shares which can be subscribed for by the holders of the bonds with warrants shall be determined by the Board of Directors; provided that the maximum amount of such new shares shall not exceed the aggregate face value of the bonds with warrants.

3. If the Company issues bonds with warrant to persons other than shareholders of the Company under the proviso of Paragraph 1, the shares to be issued upon exercise of warrants shall be either common shares to the extent that the total face value of the bonds with warrants does not exceed 1.5 trillion Won or preferred shares to

the extent that the total face value of the bonds with warrants does not exceed 500 billion Won. The issue price shall be not less than the face value of the shares as determined by the Board of Directors at the time of the issuance of the bonds with warrants.

4. The period during which the warrant holder may exercise his/her right to subscribe for new shares shall commence on the day after the issuance of the bonds and end on the day before the redemption thereof. However, the Board of Directors may adjust the exercise period of warrants within the above period by its resolution.

5. In the case of distribution of dividends or interest on the shares issued upon exercise of warrants, such shares shall be deemed to be issued at the end of the fiscal year immediately preceding the fiscal year during which the relevant subscription money is fully paid; provided that, with respect to the interim dividend on new shares issued upon exercise of the pre-emptive right after the record date for interim dividend under Article 39, Paragraph (3), the new shares shall be deemed to be issued immediately after the record date for interim dividend.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 17. (Convening of Meeting)

1. General meetings of the shareholders of the Company shall be either ordinary or extraordinary meetings.

2. Ordinary general meetings of shareholders shall be convened within three (3) months after the close of each fiscal year and extraordinary general meeting of shareholders shall be convened when necessary.

Article 17-2. (Procedures for Convening of General Meeting)

1. Unless otherwise provided for in the relevant laws and regulations, the general meeting of shareholders shall be convened by the representative director of the Company by a resolution of the Board of Directors or such committee as authorized by the Board of Directors.

2. If there is only one representative director and he/she is unable to perform his/her duty, the provision of Article 27, Paragraph 2 shall apply mutatis mutandis.

Article 17-3. (Notice and Public Notice of Convening of General Meeting)

1. When convening a general meeting of shareholders, a written or electronic notice thereof setting forth the time, date, place and agenda of the meeting shall be sent to the shareholders at least two (2) weeks in advance.<Deleted, Feb.28, 2002>

2. In the case of shareholders with less than a certain percentage specified by the SEA, the written notice of convening of a general meeting of shareholders may be replaced by public notices given at least twice in "Joong-Ang Daily News" and "Naewae Economic Daily", two (2) weeks prior to the meeting. The public notice of meeting shall set forth the convening of a general meeting and the agenda of the meeting.

3. Deleted <Feb.28, 2002>

Article 18. (Place of Meeting)

The general meeting of shareholders may be convened in Seoul as well as at the head office or a place nearby.

Article 19. (Chairman)

1. Representative Director shall serve as Chairman of the general meeting of shareholders; provided, however, if there is more than one (1) representative director, the Board of Directors shall elect the chairman of the general meeting of shareholders.

2. If there is only one Representative Director and he/she is unable to perform his/her duties, the provision of Article 27, Paragraph 2 shall apply mutatis mutandis.

Article 19-2. (Chairman's Authority to Maintain Order)

1. Chairman of the general meeting of shareholders may order persons, who intentionally speak or behave obstructively or who disturb the proceedings of the meeting, to stop a speech or leave the place of the meeting.

2. Chairman of the general meeting of shareholders may restrict the time and number of speeches of a shareholder as deemed necessary for the purpose of smooth proceeding of the meeting.

Article 20. (Voting Right)

Except as otherwise provided by the relevant laws and regulations, each shareholder shall have one vote per share.

Article 21. (Method of Resolution)

Except as otherwise provided by the relevant laws and regulations, any resolution of general meetings of shareholders shall be adopted if approved by a majority of shares with voting rights of the shareholders present at the general meeting of shareholders and by one fourth (1/4) or more of the outstanding shares.

Article 22. (Voting by Proxy)

1. A shareholder may exercise his/her vote by proxy. The proxy shall present a power of attorney before the opening of the general meeting.

2. In case the legal representative of a shareholder grants a power of attorney to another shareholder under Paragraph 1 above, a document evidencing the power of legal representation shall be attached.

3. A shareholder may grant a general power of representation at the general meetings of shareholders, by a single power of attorney.

Article 23. (Minutes)

The substance of proceedings and the results of general meetings of shareholders shall be recorded in the minutes on which the names and seals of Chairman and Directors present at the meetings shall be affixed and which shall be signed by such persons.

CHAPTER IV. DIRECTORS, THE BOARD OF DIRECTORS AND COMMITTEES

Article 24. (Election of Directors)

1. The Company shall have at least three (3) but not more than fourteen (14) directors and such directors shall be appointed at the general meeting of shareholders; provided, however, that outside directors shall be elected from the persons recommended by the Outside Director Candidate Recommendation Committee.

2. Representative Director shall be elected by the Board of Directors. Representative Director shall represent the Company

and in case there are several Representative Directors, each shall represent the Company respectively.

3. Chairmen, Vice Chairmen, Presidents, Vice Presidents, Senior Managing Directors and Managing Directors shall be elected by a resolution of the Board of Directors or such committee as authorized by the Board of Directors.

4. Except as otherwise provided by the relevant laws and regulations, Directors shall be elected at a general meeting of shareholders if approved by a majority of shares with voting rights of the shareholders present at the general meeting of shareholders and by at least one fourth (1/4) of the outstanding shares.

5. Independent Directors shall have ample expert knowledge of, or experience in, management, economics, accounting, laws or relevant technology; provided that any person who is, or was in the past two (2) years, an officer or employee of the Company or the affiliated company (an affiliated company means any affiliated company under the Monopoly Regulation and Fair Trade Act), or the major shareholder of the Company or a person related to them by blood may not be Independent Directors of the Company.

6. In case two (2) or more directors are appointed, the cumulative voting system provided for in Article 382-2 of Commercial Code shall not be applicable.

Article 24-2. Deleted

Article 25. (Term of Office)

The term of office of Executive Directors and Independent Directors shall be three (3) years; provided that the term of office of Directors shall be extended up to the close of the ordinary general meeting of shareholders convened in respect of the last fiscal year of such term of office, in case his/her term of office expires on a date prior to such ordinary general meeting of shareholders.

Article 26. (Election of Directors in case of Vacancy)

1. Any vacancy in the office of BOD members shall be filled by a resolution of a general meeting of shareholders. However, if the number of Directors does not fall below the number prescribed

by Article 24 and there is no difficulty in the administration of business, the foregoing shall not be applicable.

2. In case two (2) or more BOD members are appointed, the cumulative voting system provided for in Article 382-2 of Commercial Code shall not be applicable.

Article 27. (Duties of Directors)

1. Representative Director shall execute matters decided by the Board of Directors and shall control all affairs of the Company.

2. Presidents, Vice Presidents, Senior Managing Directors, Managing Directors and Directors shall assist Representative Director and perform their respective duties as determined by the Board of Director or such committee as authorized by the Board of Directors. In the event that there is only one Representative Director and he/she is unable to perform his/her duties, the next person in the order of priority as determined by the Board of Directors shall act as Representative Director.

Article 27-2. (Director's Fiduciary Duty)

Directors shall have the fiduciary duty in performing their duties.

Article 27-3. (Director's Duty of Faithfulness)

Directors shall perform their duties faithfully in accordance with the laws and regulations and the Articles of Incorporation for the Company.

Article 28. (Board of Directors)

The Board of Directors shall consist of Directors and resolve all important matters relating to the Company.

Article 28-2. (Committees)

1. The Company may establish the following committees under the Board of Directors, by a resolution of the Board of Directors:

- a. Management Committee;
- b. Audit Committee;
- c. Independent Director Recommendation Committee;
- d. Other committees as deemed necessary by the Board of Directors.

2. The authority and operation of each committee shall be determined by a resolution of the Board of Directors, except as otherwise provided for in the relevant laws and regulations.

3. Articles 30, 31 and 31-2 shall apply mutatis mutandis in respect of the committees.

Article 28-3. (Management Committee)

1. The Company may establish the Management Committee as set forth in Article 28-2 by a resolution of the Board of Directors.

2. The Management Committee shall perform its duties in accordance with the resolutions and Regulation of the Board of Directors and shall deliberate and resolve any matters delegated by the Board of Directors.

3. Details concerning composition and operation of the Management Committee shall be determined by the Board of Directors.

4. The Board of Directors shall supervise the conduct of business of the Management Committee and the liabilities of the Board of Directors shall not be mitigated by virtue of the delegation of its duties to the Management Committee.

Article 28-4. (Audit Committee)

1. The Company may establish the Audit Committee as set forth in Article 28-2 by a resolution of the Board of Directors.

2. Details concerning composition and operation of the Audit Committee shall be determined by the Board of Directors.

Article 28-5. (Independent Director Recommendation Committee)

1. The Company may establish the Independent Director Recommendation Committee as set forth in Article 28-2 by a resolution of the Board of Directors.

2. Details concerning composition and operation of the Independent Director Recommendation Committee shall be determined by the Board of Directors.

Article 29. (Chairman of the Board Directors)

Representative Director shall preside over Board meetings. In the event that there is more than one (1) Representative Director or when there is only one Representative Director and he/she is unable to perform his/her duties, the person as determined by the Board of Directors shall perform the duties of Chairman.

Article 30. (Convening of the Meeting of the Board of Directors)

1. The meeting of the Board of Directors shall be convened by Chairman, and the Chairman shall give notice to each director of the date, time and place at least twenty-four (24) hours prior thereto in writing, electronic document or verbally; provided that such notice may be omitted with the consent of all Directors.

2. Each Director may convene a meeting of the Board of Directors with the consent of Chairman when deemed necessary for the performance of his/her duties. The preceding provision shall apply mutatis mutandis.

Article 31. (Resolution of the Board of Directors)

Any resolution of the Board of Directors shall be adopted by the presence of a majority of Directors and a majority of votes of the Directors present; provided that a Director having a special interest with respect to the resolution shall not exercise his/her voting right.

Article 31-2. (Minutes of the Meeting of the Board of Directors)

The substance of the proceedings of the Board of Directors shall be recorded in the minutes which shall include agenda, proceedings, results, opponents and his/her cause of opposition and on which the names and seals of the chairman and all directors present shall be affixed or which shall be signed by such persons.

Article 32. (Prohibition on Competition by Directors)

No Director shall effect any transaction which falls within the same class of business as that of the Company without consent of the Board of Directors or such committee as authorized by the Board of Directors, except when the Company elects a Director, with the knowledge that he/she is in a business in competition with the Company.

Article 33. Deleted

Article 33-2. Deleted

Article 34. (Remuneration of Directors)

The ceiling on remuneration for Directors shall be determined by a resolution of a general meeting of shareholders.

Article 35. (Severance Allowance for Directors)

Severance allowances for Directors shall be governed by "Officer's Severance Pay Regulations."

Article 36. Deleted

CHAPTER V. ACCOUNTING

Article 37. (Fiscal Year)

The fiscal year of the Company shall be from January 1 to December 31 of each year, and the account shall be made at the end of each fiscal year.

Article 38. (Disposition of Profits)

The unappropriated retained earnings for each fiscal year of the Company shall be disposed of as follows:

1. Legal Reserves (stipulated in the Commercial Code);
2. Other statutory reserves;
3. Dividends;
4. Voluntary reserve;
5. Other retained earnings to be appropriated.

Article 39. (Dividends)

1. Dividends shall be paid out in either cash or stock.
2. In the case of stock dividends, if the Company has issued several classes of shares, a different class of shares from the class the shareholders currently hold may be allotted by a resolution of the general meetings of shareholders.
3. Dividends shall be paid out in cash on June 30 of each fiscal year (the "record date for interim dividend") by a resolution of Board of Directors.
4. Dividends mentioned in Paragraphs (1) and (3) shall be paid to the shareholders entered in and the pledgees registered with the Register of Shareholders of the Company as of the last day of each fiscal year or the record date for interim dividend.

Article 39-2. (Elimination of Dividend Rights)

1. Dividend rights shall be extinguished, if the rights are not exercised for five (5) consecutive years.
2. Upon the expiry of the prescription of dividends in Paragraph 1, such dividends shall be returned to the Company.

CHAPTER VI. TRANSACTION WITH SPECIALLY RELATED PARTIES
SUCH AS AFFILIATES

Article 40. (Approval of Transaction with Specially Related Parties, etc.)

1. The Company shall obtain the approval from the Board of Directors in order to enter into the following transaction:
 - a. Large scale internal transactions as prescribed in Article 11-2 of Monopoly Regulation and Fair Trade Law ("FTL") with or for the Specially Related Party under FTL; or
 - b. Transactions as prescribed in Article 191-19, Paragraph 1 of SEA with the Company's Largest Shareholder (including his/her Specially Related Person as under SEA, "Specially Related Person") or his/her Specially Related Person; provided, however, that if the Board of Directors approves the aggregate amount of the series of transactions pursuant to Article 191-19, Paragraph 2, Item 2, no approval of the Board of Directors is required for the individual transactions within the limit of such aggregate amount.

2. The Board of Directors shall exercise its reasonable management judgment in approving transactions as set forth in the above Paragraph 1, considering the spirit of the relevant laws and regulations.

[Entire article amended, Feb.28, 2002]

CHAPTER VII. ADDENDA

Article 1. (Adoption of Administrative Regulations)

The Company may adopt administrative regulations necessary for the administration of the business and management of the Company by the resolution of the Board of Directors or such committee as authorized by the Board of Directors when necessary.

Article 2. (Scope of Application)

Matters not specifically provided for herein shall be governed in conformity with the relevant provisions of the Commercial Code and other laws.

Article 3. (Educational and Social Welfare Services)

The Company may conduct educational and social welfare services when deemed necessary.

Article 4. (Names and Addresses of Promoters)

The full names and addresses of the promoters for the establishment of the Company are set forth at the end hereof:

For the establishment of Samsung Electronics Co., Ltd., the Articles of Incorporation shall be prepared, and all the promoters shall affix their names and seals herein below.

Article 5. (Date of Enforcement)

1. The amended Paragraph 4 of Article 9, Paragraph 1 of Article 9-2, Article 21, Article 23, Paragraph 4 of Article 24, Article 27-2, Article 31-2, Article 32, Paragraphs 1, 3 and 4 of Article 33, Article 33-2 and Paragraph 3 of Article 39 of these Articles of Incorporation shall take effect as of October 1, 1996. However,

the amended Article 8-2 shall take effect from the fiscal year immediately following the fiscal year in which the Articles of Incorporation are amended. (New provision adopted on February 29, 1996)

2. With respect to the non-cumulative preferred shares without voting rights issued before the amendment of the Articles of Incorporation and the Effective Date thereof (February 28, 1997), the dividend thereon shall be an amount equivalent to the dividend on each common share plus one (1) percent per annum of the face value of each share and shall be paid in cash. Dividend on preferred shares may not be paid out in case no dividend is paid out on common shares. In case the preferred shares are issued via bonus issue or otherwise with respect to the above preferred shares, the new preferred shares as described in Article 8 shall be allotted. (New provision adopted on February 28, 1997).

3. The provisions of Article 24, Paragraph (6), Article 24-2 and Article 26, Paragraph (2) shall take effect as from June 29, 1999. (New provision adopted on March 20, 1999)

4. These Articles of Incorporation shall take effect as of March 16, 2000. (New provision adopted on March 16, 2000.)

Article 6. (Transition Rules on Independent Directors)

1. Independent Directors elected at a general meeting of shareholders, convened at the date of the amendment of these Articles of Incorporation, shall be deemed to have been recommended by the Independent Director Recommendation Committee. (New provision adopted on March 16, 2000)

2. The amended Article 25 shall apply to Independent Directors who are elected after the amendment to the Articles of Incorporation becomes effective. (New provision adopted on March 16, 2000)

Full Names

Address

Dongbang Life Insurance
Co., Ltd.
CEO and President
Woo Dong Cho
Ankuk Fire and Marine
Insurance Co., Ltd.
CEO and President
Yong Ki Sohn
Byung Chull Lee

52-5, Chungmoo-Ro, 1-Ka
Choong-Ku, Seoul

70-5, Taepyong-Ro, 2-Ka
Choong-Ku, Seoul

110 Changchung-Dong, 1-Ka
Choong-Ku, Seoul

Sang Hee Chung

39-6, Pil-Dong, 3-Ka
Choong-Ku, Seoul

Maeng Hee Lee

100-1, Pil-Dong, 2-Ka
Choong-Ku, Seoul

Jae Myung Kim

82, Changchung-Dong, 1-Ka
Choong-Ku, Seoul

Soo Chang Chung

319-17, Dongsung-Dong, 4-Ka
Sungbook-Ku, Seoul

Adopted on December 30, 1968

Amended on	July	1,	1971	February	28,	1986
	March	10,	1972	February	28,	1987
	June	23,	1972	February	27,	1988
	December	18,	1972	November	2,	1988
	March	20,	1973	February	28,	1989
	October	31,	1973	February	28,	1990
	November	21,	1973	February	28,	1991
	December	5,	1974	February	29,	1992
	June	7,	1975	February	26,	1993
	February	26,	1976	February	25,	1995
	February	24,	1977	February	29,	1996
	February	14,	1978	February	28,	1997
		30,	1979	March	27,	1998
	February	26,	1980	March	20,	1999
	February	18,	1981	March	16,	2000
	February	24,	1983	March	9,	2001
	February	28,	1984	February	28,	2002
	February	28,	1985			