

## Convocation Notice of the Ordinary General Meeting of Shareholders for the 76<sup>th</sup> Fiscal Year

Notice is hereby given, pursuant to Article 19 of the Articles of Incorporation, that the ordinary general meeting of shareholders of Dong-A Socio Holdings Co., Ltd. (hereinafter “Company”) for the 76<sup>th</sup> fiscal year will be held as indicated below. You are cordially invited to attend the aforementioned meeting.

1. Date and Time: Wednesday, March 28, 2024 | 9:00 a.m.
2. Place: Hall, Seventh Floor, New Building of Dong-A ST Co., Ltd., (Yongdu-dong) 18 Cheonho-daro 14-gil, Dongdaemun-gu, Seoul
3. Meeting Purposes
  - a) Reports: Auditor’s report, internal control and accounting system report, and annual report
  - b) Proposal for resolution
    - ※ For the meeting agenda, please refer to the reference materials attached hereto.
4. Advice on Electronic Voting and Electronic Proxy

The Company has adopted the electronic voting system pursuant to Article 368-4 of the “Commercial Act” and the electronic proxy solicitation system pursuant to paragraph 5 of Article 160 of the “Enforcement Decree of the Financial Investment Services and Capital Markets Act” and entrusted Samsung Securities Co., Ltd. with the management of the aforementioned two systems. Accordingly, shareholders may exercise their voting rights through electronic voting without attending this general meeting of shareholders or deliver proxy materials electronically in such a manner as described below.

  - a) Internet and mobile web address of the electronic voting and electronic proxy solicitation management system:  
<https://vote.samsungpop.com>
  - b) Electronic voting exercise and electronic proxy delivery period:  
March 18, 2024 | 9:00 a.m. – March 27, 2024 | 5:00 p.m.
    - During the aforementioned period, shareholders may exercise voting rights twenty-four (24) hours a day, provided that voting rights may be exercised by 5:00 p.m. on the last day of the period.
  - c) Shareholders can electronically exercise voting rights on each of the agenda items or deliver proxy materials after having identified themselves through common authentication or mobile or Kakaopay authentication within the system.
  - d) How to deal with a motion to amend: Where a motion is made to amend an agenda item already presented before the general meeting of shareholders, a shareholder who has electronically cast a vote on such agenda shall be deemed to have abstained from voting.
5. Protection of Physical Share Certificate Holders’ Rights in Relation to the Introduction of the Electronic Share Certificate System

The electronic share certificate system has come into effect as of September 16, 2019. Therefore, physical share certificates are no longer valid. As a result, shares represented by physical share certificates have been electronically registered in a special account (or shareholder register) of KEB Hana Bank, and shareholders holding such shares are restricted from exercising their rights, etc. For these reasons, shareholders holding any physical share certificates are recommended to visit the Transfer Agency Services Department of KEB Hana Bank and convert them into an electronic format.

  - Address of Transfer Agency Services Department, KEB Hana Bank:  
Third Floor (Yeouido-dong), 72 Gukjegeumyung-ro, Yeongdeungpo-gu, Seoul  
Contact no.: 02-368-5800 (Representative phone no.)
6. Guide to Attendance at the General Meeting of Shareholders
  - a) When attending the general meeting of shareholders, please carry your identification (resident registration card, driver’s license, or passport) in the case of personal attendance or a power of attorney (the principal’s seal impression must be affixed thereto), the principal’s seal impression certificate, and the proxy’s identification in the case of proxy attendance. In the absence of any of such documents, you (or your proxy) may be denied entry into the meeting.
  - b) Please use public transportation, if possible, because the parking area is insufficient.

7. Change in Notice of General Meetings of Shareholders and Notice of Dividends (effective from the notice of the General Meeting of Shareholders and the notice of the dividends at the end of the accounting period for the 76<sup>th</sup> fiscal year)

Items	Exiting	Proposed	Purpose of Amendment	Applicable Laws and Regulations
(1) Notice for convening General Meetings of Shareholders	<ul style="list-style-type: none"> <li>Personal mail notification to each shareholder</li> </ul>	<ul style="list-style-type: none"> <li>Announcement on DART (Data Analysis, Retrieval and Transfer System, an electronic disclosure system) and Company website</li> <li>Individual notification to shareholders holding more than 1% of the total issued shares.</li> </ul>	<ul style="list-style-type: none"> <li>ESG management</li> <li>Enhanced protection of personal information</li> <li>Enhanced accessibility of shareholders</li> </ul>	<ul style="list-style-type: none"> <li>Article 542 of the Commercial Act and Article 31 of the Enforcement Decree of the Commercial Act</li> <li>Article 19(2) of the Company's Articles of Incorporation</li> </ul>
(2) Notice for payment of dividends		<ul style="list-style-type: none"> <li>Company's online dividend inquiry service</li> </ul>		

**Please be advised that no gift will be given to shareholders for this Ordinary General Meeting.**

**Your understanding would be appreciated.**

March 6, 2024

64 Cheonho-daero, Dongdaemun-gu, Seoul

 **DONG-A SOCIO HOLDINGS** 

Jae-Hun Jung / Representative Director (Official seal omitted)

# [Agenda and Reference Materials]

● Agenda Item No. 1: Approval of Financial Statements and Consolidated Statements for the 76<sup>th</sup> Fiscal Year

A. Financial Position

[Unit : KRW mil.]

Division	Separate F/S		Consolidated F/S	
	FY2023	FY2022	FY2023	FY2022
Total Assets	997,088	966,662	1,980,978	1,731,395
Total Debt	325,084	341,990	937,113	732,791
Total Capital	672,004	651,671	1,043,865	998,603

B. Business Performance

[Unit : KRW mil.]

Division	Separate F/S		Consolidated F/S	
	FY2023	FY2022	FY2023	FY2022
Revenue	65,157	60,251	1,131,863	1,014,861
Operating Profit	40,771	35,324	76,945	37,855
Net Income	32,783	8,888	69,514	7,778

C. Dividend

- (1) Dividends : KRW 1,200 per a common share (24% of par value)
- (2) Total dividend : KRW 7,501 mil.

● Agenda Item No. 2: Partial Amendments to the Articles of Incorporation

The Existing Provisions	The Proposed Amendments	Reasons for amendment
<p><b>Article 9 Pre-Emptive Rights</b></p> <p>(1) (omitted.)</p> <p>(2) 1. ~ 6. (omitted.)</p> <p>7. &lt;newly added&gt;</p>	<p><b>Article 9 Pre-Emptive Rights</b></p> <p>(1) (omitted.)</p> <p>(2) 1. ~ 6. (omitted.)</p> <p>7. <u>In case the Board of Directors deems it necessary to achieve business goals for other reasons similar to those set forth in items 1 through 6 above, including, without limitation, improvement of financial structure.</u></p>	<p>Customary phrase was added to third party assignment exceptions.</p>
<p><b>Article 14-1 Issuance of Convertible Bonds</b></p> <p>(1) 1. ~ 3. (omitted.)</p> <p>4. &lt;newly added.&gt;</p>	<p><b>Article 14-1 Issuance of Convertible Bonds</b></p> <p>(1) 1. ~ 3. (omitted.)</p> <p>4. <u>In case the Board of Directors deems it necessary to achieve business goals for other reasons similar to those set forth in items 1 through 6 above, including, without limitation, improvement of financial structure.</u></p>	

The Existing Provisions	The Proposed Amendments	Reasons for amendment
<b>Article 15 Issuance of Bonds with Warrants</b> (1) 1. ~ 3. (omitted.) 4. <newly added.>	<b>Article 15 Issuance of Bonds with Warrants</b> (1) 1. ~ 3. (omitted.) 4. <u>In case the Board of Directors deems it necessary to achieve business goals for other reasons similar to those set forth in items 1 through 6 above, including, without limitation, improvement of financial structure.</u>	
<b>Article 45 Dividends</b> (1) ~ (3) (omitted.) (4) Dividends under Sections (1) and (3) above shall be paid to shareholders or pledge registrants whose names appear on the Register of Shareholders, as of the end of the accounting period in question or as of the record date for the payment of the quarterly dividend in question <revised March 27, 2018>. (5) <newly added.>	<b>Article 45 Dividends</b> (1) ~ (3) (omitted.) (4) <u>Dividends under Section (3) above shall be paid to shareholders or pledge registrants whose names appear on the Register of Shareholders as of the record date for the payment of the quarterly dividend in question &lt;revised March 6, 2024&gt;.</u> (5) <u>The Company may designate a record date to confirm shareholders who will be paid dividends at the end of the year by a resolution of the Board of Directors. If a record date is designated, the Company shall give a public notice two (2) weeks prior to the record date &lt;newly added March 6, 2024&gt;.</u>	(4) Revised to delete the clause regarding the payment at the end of the accounting period. (5) Added to enhance dividend predictability.

● Agenda Item No. 3: Election of Directors

- No. of directors to be elected: Two internal director, One outside director
- List of director candidates

Name	Birth date	Main job and specific experience	Any transactions with the Company within the last three years?	Any tax delinquency within the last five years?	Any reasons for disqualification pursuant to applicable law?
	Recommender		Any relationship with the largest shareholder?	Any experience as an officer in any insolvent company within the last five years?	
Jae-Hun Jung (Inside Director)	Nov 3, 1971	(Current) President of Dong-A Socio Holdings	None	Not applicable	None
	Board of Directors		None	Not applicable	
Seung-Hyun Ko (Inside Director)	Jun 7, 1975	(Current) Chief Financial Officer of Dong-A Socio Holdings	None	Not applicable	None
	Board of Directors		None	Not applicable	
Young-Jin Jung (Outside Director)	Dec 3, 1973	(Current) Partner of Hyun Law	None	Not applicable	None
	Outside Director Recommendation Committee		None	Not applicable	

● Agenda Item No. 4: The Appointment of Outside Director to become a member of the Audit Committee

Name	Birth date	Main job and specific experience	Any transactions with the Company within the last three years?	Any tax delinquency within the last five years?	Any reasons for disqualification pursuant to applicable law?
	Recommender		Any relationship with the largest shareholder?	Any experience as an officer in any insolvent company within the last five years?	
Kyoung-Bae Kwon (Inside Director)	Jun 1, 1970	(Current) Executive Director of Sejin Accounting Corp.	None	Not applicable	None
	Outside Director Recommendation Committee		None	Not applicable	

● Agenda Item No. 5: The Appointment of the Audit Committee Members

Name	Birth date	Main job and specific experience	Any transactions with the Company within the last three years?	Any tax delinquency within the last five years?	Any reasons for disqualification pursuant to applicable law?
	Recommender		Any relationship with the largest shareholder?	Any experience as an officer in any insolvent company within the last five years?	
Young-Jin Jung (Outside Director)	Dec 3, 1973	(Current) Partner of Hyun Law	None	Not applicable	None
	Outside Director Recommendation Committee		None	Not applicable	

● Agenda Item No. 6: Approval of Maximum Ceiling for Directors' Remuneration

- The requested maximum ceiling for directors' remuneration for the 77th fiscal year: KRW 2,000,000,000
- The approved maximum ceiling for directors' remuneration for the 76th fiscal year: KRW 2,000,000,000