

# Notice of the 73<sup>rd</sup> General Meeting of Shareholders

This is to notify you that in accordance with the Article 19 of the Articles of Incorporation, the 73<sup>rd</sup> General Meeting of Shareholders of Dong-A Socio Holdings Co., Ltd. will be held as follows and your attendance is requested.

1. Date and Time: Monday, March 29, 2021 at 9:00 a.m.

2. Place: 7<sup>th</sup> Floor Auditorium, Dong-A ST Co., Ltd.

18 Cheonho-daero 14-gil, Dongdaemun-gu, Seoul, the Republic of Korea

3. Agenda for the Meeting

a) Matters for Reporting : Audit Report, Report on the operational status of the Internal Accounting Management System, Sales Report

b) Matters for Resolution

※ See the Reference Documents on the Resolution

4. Electronic voting and electronic proxy

In accordance with the Article 368-4 of the Commercial Law and the Section 5 of the Article 160 of the Financial Investment Services and Capital Markets Acts, Dong-A Socio Holdings Co., Ltd. resolved to adopt electronic voting and electronic proxy system and entered into a contract with the Samsung Securities for its management. If you are unable to attend the meeting, you may exercise your voting right or you may submit the electronic proxy via Internet.

a) Website for electronic voting and proxy : <https://vote.samsungpop.com>

b) Timeline for exercising voting right or submitting electronic proxy : March 19, 2021 at 9AM ~ March 28, 2021 at 5PM

- Voting rights can be exercised 24 hours during the period.

(Please note that site can be accessed until 5pm on March 28, 2021)

c) After self-identification on the system, you can exercise your voting right or submit electronic proxy for each agenda.

5. Others

a) If you attend the meeting, please bring your identity card, driver license or passport. In case of agent, please bring a letter of attorney, attorney's certificate of seal impression and your identity card. You may be refused to attend the meeting without the related documents.

b) Please, use public transportation, as there are not enough parking spaces.

c) In order to prevent the infection and spread of COVID-19, we recommend the use of an electronic voting system that allows voting rights to be exercised without direct participation. For the safety of shareholders, a heat check will be conducted at the entrance of the general meeting hall, and if fever is detected, access to the general meeting hall may be restricted. Also, please be sure to wear a mask when attending the shareholders' meeting. If there is an unavoidable change in location due to the spread of COVID-19, we will notify you through the Financial Supervisory Service electronic disclosure system(<http://dart.fss.or.kr/>).

February 26, 2021

64 Cheonho-daero Dongdaemun-gu Seoul



Representative Director Jong-Hyeon Han

# [Reference Documents on the Resolution]

● Agenda 1 : Approval of the 73<sup>rd</sup> Fiscal Year's Financial Statements and Consolidated Financial Statements

A. Financial Position

[Unit : KRW mil.]

Division	Separate F/S		Consolidated F/S	
	FY 2020	FY 2019	FY 2020	FY 2019
Total Assets	908,666	836,373	1,516,693	1,358,577
Total Debt	290,418	277,684	624,594	611,673
Total Capital	618,248	558,689	892,099	746,904

B. Business Performance

[Unit : KRW mil.]

Division	Separate F/S		Consolidated F/S	
	FY 2020	FY 2019	FY 2020	FY 2019
Revenue	54,495	67,674	783,316	769,686
Operating Profit	17,405	23,955	50,915	52,823
Net Income	72,881	13,976	163,643	19,975

C. Dividend

- (1) Dividends : KRW 1,000 per a common share (20% of par value)
- (2) Total dividend : KRW 6,057 mil.

● Agenda 2 : Partial Amendments to the Articles of Incorporation

A. Reasons for amendment : Adjustment of provisions in accordance with the amendment of the Commercial Act and the enforcement of the electronic securities system

B. Amendments to the Articles of Incorporation

The Existing Provisions	The Proposed Amendments	Reasons for amendment
<p><b>Article 7-2 (No. and Nature of Preferred Shares)</b>                      ①-⑥ (Omitted)                      ⑦ The duration of preferred shares shall be determined by the resolution of the Board of Directors at the time of issuance thereof, to the extent that it is not less than 3 years but does not exceed 10 years from the issue date. Preferred shares shall be converted to common shares upon the expiration of the aforesaid duration, provided, however, that if the Company fails to have paid any of the prescribed dividends on the preferred stock, the expiration date shall be extended until full payment. <u>In such a case, the provisions of Article 10 hereof shall apply mutatis mutandis to the payment of dividends on new shares to be issued as a result of such conversion.</u></p>	<p><b>Article 7-2 (No. and Nature of Preferred Shares)</b>                      ①-⑥ (Remain unchanged)                      ⑦ The duration of preferred shares shall be determined by the resolution of the Board of Directors at the time of issuance thereof, to the extent that it is not less than 3 years but does not exceed 10 years from the issue date. Preferred shares shall be converted to common shares upon the expiration of the aforesaid duration, provided, however, that if the Company fails to have paid any of the prescribed dividends on the preferred stock, the expiration date of the duration shall be extended until full payment.</p>	<p>Changes resulting from the enforcement of the revised Commercial Act are reflected.</p>

The Existing Provisions	The Proposed Amendments	Reasons for amendment
<p><b>Article 7-4 (Convertible Preferred Shares)</b>            ①-④ (Omitted)            ⑤ <u>The provisions of Article 10 hereof shall apply mutatis mutandis to the payment of dividends on new shares to be issued as a result of such conversion.</u></p>	<p><b>Article 7-4 (Convertible Preferred Shares)</b>            ①-④ (Remain unchanged)            ⑤ (Deleted)</p>	
<p><b>Article 7-5 (Convertible Redeemable Preferred Shares)</b>            ① (Omitted)            ② The provisions of Articles 7-3.2 through 7-3.5 hereof and Articles 7-4.2 through 7-4.5 hereof shall apply mutatis mutandis to the conversion and redemption of convertible and redeemable preferred shares.</p>	<p><b>Article 7-5 (Convertible Redeemable Preferred Shares)</b>            ① (Remains unchanged)            ② The provisions of Articles 7-3.2 through 7-3.5 hereof and Articles 7-4.2 through 7-4.4 hereof shall apply mutatis mutandis to the conversion and redemption of convertible and redeemable preferred shares.</p>	Changes resulting from the enforcement of the revised Commercial Act are reflected.
<p><b>Article 9-2 (Stock Option)</b>            ①-⑦ (Omitted)            ⑧ <u>The provisions of Article 10 hereof shall apply mutatis mutandis to the payment of dividends on new shares to be issued as a result of the exercise of stock option.</u>            ⑨ (Omitted)</p>	<p><b>Article 9-2 (Stock Option)</b>            ①-⑦ (Remain unchanged)            ⑧ (Deleted)            ⑨ (Remains unchanged)</p>	
<p><b>Article 10 (Record Date for Dividend Payments on New Shares)</b>  <u>Concerning the payment of dividends on new shares issued by the Company as a result of the capital increase with or without consideration or stock dividend, the new shares in question shall be deemed to have been issued at the end of the fiscal year immediately preceding the fiscal year to which the issue date thereof belongs.</u></p>	<p><b>Article 10 (Dividend Payments at an Equal Dividend Rate)</b>  <u>The Company shall pay dividends at an equal dividend rate on all shares of the same class issued and outstanding, as of the record date for such dividend payment, irrespective of the issue date thereof (including shares issued as a result of the conversion).</u></p>	
<p><b>Article 11 (Transfer Agent)</b>            ①-③ (Omitted)            ④ Procedures for the Transfer Agent's handling of affairs set forth in Subsection 3 above shall be subject to <u>the Regulations concerning the Transfer Agent's agency services, etc. for the Transfer of Title to Securities.</u></p>	<p><b>Article 11 (Transfer Agent)</b>            ①-③ (Remain unchanged)            ④ Procedures for the Transfer Agent's handling of affairs set forth in Subsection 3 above shall be subject to <u>the applicable service regulations established by the Transfer Agent.</u></p>	
<p><b>Article 12 (Deleted)</b></p>	<p><b>Article 12 (Preparation and Maintenance of Shareholders' Register)</b>            ① <u>Upon notification of an owner list from the electronic registration agency, the Company shall prepare and maintain the register of its shareholder by recording the content notified and date of notification.</u>            ② <u>The Company may request the electronic registration agency to prepare an owner list if necessary, including when changes occur in the status of its shareholders (such as their related persons, etc.) owning 5% or more shares in the Company.</u>            ③ <u>The Company shall prepare the shareholders' register in an electronic document.</u></p>	Changes resulting from the implementation of the electronic securities system are reflected.

The Existing Provisions	The Proposed Amendments	Reasons for amendment
<p><b>Article 13 (Suspension of Entry of Alterations in the Register of Shareholders and Record Date)</b></p> <p>① The Company shall suspend the entry of alterations in the register of shareholders from January 1 to 31 of each year.</p> <p>② The Company shall determine its shareholders whose names appear in the final register of shareholders, as of December 31 of each year, as those entitled to exercise their rights as shareholders at the ordinary general meeting of shareholders convened for the accounting period.</p> <p>③ The Company may suspend the entry of alterations relating to rights in the register of shareholders by designating a period not exceeding three months upon the resolution of the Board of Directors or determine its shareholders whose names appear in the register of shareholders on the date designated by the resolution of the Board of Directors as those entitled to exercise their rights as shareholders, if necessary, to convene an extraordinary general meeting of shareholders or otherwise. The Company may also suspend the entry of alterations in the register of shareholders and designate the record date at the same time if the Board of Directors deems it necessary. In such a case, the Company shall give public notice thereof two weeks in advance.</p>	<p><b>Article 13 (Record date)</b></p> <p>① (Deleted)</p> <p>② (Remains unchanged)</p> <p>③ The Company may determine its shareholders whose names appear in the register of shareholders on the date designated upon the resolution of the Board of Directors as those entitled to exercise their rights as shareholders, if necessary, to convene an extraordinary general meeting of shareholders or otherwise. In such a case, the Company shall give public notice thereof two weeks in advance.</p>	<p>Changes resulting from the implementation of the electronic securities system are reflected.</p>
<p><b>Article 14-1 (Issuance of Convertible Bonds)</b></p> <p>①-④ (Omitted)</p> <p>⑤ The provisions of Article 10 hereof shall apply mutatis mutandis to the payment of dividends on new shares to be issued as a result of such conversion and the payment of interests on convertible bonds.</p>	<p><b>Article 14-2 (Issuance of Convertible Bonds)</b></p> <p>①-④ (Remain unchanged)</p> <p>⑤ Interests on the convertible bonds converted into shares shall be paid by the Company only if such interests have been due and payable before the conversion thereof.</p>	<p>Changes resulting from the enforcement of the revised Commercial Act are reflected.</p>
<p><b>Article 15 (Issuance of Bonds with Warrants)</b></p> <p>①-④ (Omitted)</p> <p>⑤ The provisions of Article 10 hereof shall apply mutatis mutandis to the payment of dividends on new shares to be issued as a result of the exercise of warrants.</p>	<p><b>Article 15 (Issuance of Bonds with Warrants)</b></p> <p>①-④ (Remain unchanged)</p> <p>⑤ (Deleted)</p>	<p>Changes resulting from the implementation of the electronic securities system are reflected.</p>
<p><b>Article 15-2 (Electronic Registration of Rights to be Indicated on Bonds and the Certificates of Bonds with Warrants)</b></p> <p>The Company shall electronically register in the electronic registration account book of the electronic registration agency the rights that must be indicated on <u>bonds</u> and the certificates of bonds with warrants, in lieu of issuing the certificates of bonds and bonds with warrants.</p>	<p><b>Article 15-2 (Electronic Registration of Rights to be Indicated on the Certificates of Bonds and Bonds with Warrants)</b></p> <p>The Company shall electronically register in the electronic registration account book of the electronic registration agency the rights required that must be indicated on <u>the certificates of bonds</u> and bonds with warrants in lieu of issuing such certificates. <u>However, bonds may not be electronically registered, except listed bonds, etc., as required by law.</u></p>	<p>Changes resulting from the implementation of the electronic securities system are reflected.</p>

The Existing Provisions	The Proposed Amendments	Reasons for amendment
(Newly added)	<b>Addendum</b> Article 1 (Effectivity Date) These Articles of Incorporation shall come into effect on March 29, 2021.	An addendum was newly added, as the Articles of Incorporation are revised.

● Agenda 3 : The Appointment of Directors

Division	Candidates	Main Position
Internal Director	Jung Jae-Hun	(Current) Vice President of Dong-A Socio Holdings
Internal Director	Baek Sang-Hwan	(Current) Head of Management planning division of Dong-A Socio Holdings
Internal Director	Ko Seung-Hyun	(Current) Chief Financial Officer of Dong-A Socio Holdings
Outside Director	Moon Chang-Jin	(Former) Chairman of Research Investment for Global Health Technology Fund(RIGHT Fund)
Outside Director	Kim Dong-Chul	(Current) Managing Partner of Hyun Law

● Agenda 4 : The Appointment of Outside Director to become a member of the Audit Committee

Division	Candidates	Main Position
Outside Director & Audit Committee member	Kwon Kyoung-Bae	(Current) Executive Director of Sejin Accounting Corp.

● Agenda 5 : The Appointment of the Audit Committee Members

Division	Candidates	Main Position
Audit Committee member	Kim Dong-Chul	(Current) Managing Partner of Hyun Law

● Agenda 6 : Approval of the Remuneration Limit for the Directors

[Unit : person, KRW mil.]

Division	FY 2021	Remarks
Number of Directors	7	
Remuneration Limit	2,000	

※ FY 2020 Actual remuneration of Directors

[Unit : person, KRW mil.]

Division	FY 2020	Remarks
Number of Directors	7	
Remuneration Limit	2,000	
Actual Payment	1,160	

● Agenda 7 : Partial Amendments to the Retirement Benefits Regulations for Officers

A. Reasons for amendment : Change of the definition of the "Officer" and addition of a provision for the Retirement Consolation Payment

B. Amendments to the Retirement Benefits Regulations for Officers

The Existing Provisions	The Proposed Amendments	Reasons for amendment
<p><b>Article 2 (Definition of Officer)</b></p> <p>① "Officer" means a director, auditor or officer elected as such at a shareholders' meeting.</p> <p>② "Other Officer" means a vice president, senior executive director or executive director who performs the duties similar to those of an Officer.</p>	<p><b>Article 2 (Definition of Officer)</b> As used herein, the term "Officer" means a person falling within one of the following categories.</p> <p>1. A director elected as such at a shareholders' meeting and engaged in the company's business affairs.</p> <p>2. A non-registered officer who has the authority to make decisions on and execute the Company's business, to the extent similar to the authority of a registered director, and has entered into an annual salary agreement with the Company.</p>	<p>The definition of "officer" to be revised properly, as proposed.</p>
<p><b>Article 7 (Special Compensation Payment)</b></p> <p>① A special compensation payment may be made to an Officer having performed outstanding meritorious services while in office, in addition to the retirement benefits under Article 5 hereof, by a resolution of a shareholders' meeting.</p> <p>② In such a case, the amount of the special compensation payment shall not exceed 50/100 of the retirement benefits payable hereunder to the Officer in question.</p>	<p><b>Article 7 (Retirement Consolation Payment)</b></p> <p>① To an Officer retiring from the Company, a retirement consolation payment may be made in addition to the retirement benefits under Article 5 hereof, as decided by Representative Director at his/her sole discretion, to the extent not exceeding the amount equal to 200% of the annual basic salaries (excluding bonuses) paid to the retiring Officer during the immediately preceding twelve months.</p> <p>② If the retirement consolation payment is to be made beyond the limit set forth in subsection 1 above, it shall be subject to the approval of a shareholders' meeting.</p>	<p>A provision for the Retirement Consolation Payment is newly added.</p>
<p><b>(Newly added)</b></p>	<p><b>Addendum</b></p> <p>Article 1 (Effective Date) This Regulations shall come into effect on March 29, 2021.</p>	<p>An addendum to be newly added, as proposed.</p>