



2024 Annual General Meeting of Shareholders

Reference Material

HANJINKAL Corp.

Note about forward-looking statements

Certain statements in this reference statement, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements.” Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in our financial reports available on our website at <http://www.hanjinkal.co.kr/en/communityid/103/list.do>

Letter to Shareholders

To Our Valued Shareholders,

We sincerely appreciate your generous encouragement and support to HANJIN KAL.

The Covid-19 pandemic over the past three years has brought many changes to our daily life. As the rapid change arrived in the business environment, HANJIN Group, whose business portfolio pivots on aviation, logistics, and travel services, had to go through a more difficult time than ever before. After the pandemic, however, HANJIN KAL and HANJIN Group quickly recovered its pre-Covid level of business performance, and most of its major affiliates also recently succeeded in turning a profit, allowing HANJIN Group to stand at the starting line for a leap forward again.

Last year, HANJIN KAL sold the Seosomun building to Korean Air with a view to the acquisition of Asiana Airlines, securing funds and accelerating the asset efficiency and reallocation for the group. In addition, the group continued to improve operating performance and financial stability. As a result, the credit ratings of HANJIN KAL and Korean Air were raised one notch higher. Moreover, HANJIN KAL worked to improve the sustainability of HANJIN Group and fulfill its social responsibilities. The publication of its first ESG report created an opportunity to communicate with shareholders about the major ESG related efforts of HANJIN KAL and HANJIN Group. Furthermore, we produced the 'HANJIN Group Ethical Management Guidebook' and distributed it to all group companies to ensure that compliance would take root in all workplaces.

We are deeply grateful once again for the infinite trust and generous encouragement that shareholders gave to HANJIN KAL and HANJIN Group last year in the face of the continued difficult business environment.

Dear Shareholders,

After the long and difficult time brought about by Covid-19, the post-pandemic era arrived. However, a thick fog of uncertainty still hangs over the path that HANJIN KAL and HANJIN Group must take. The group's journey in overcoming many uncertainties and variables to its growth and development, is expected to be challenging.

HANJIN KAL and HANJIN Group want to boldly navigate and get through this fog of unpredictability by going back to the 'basics' and using 'innovation' as its guiding light. In an ever-changing business environment, we will focus on the essence of our business and find a direction to move forward.

To this end, HANJIN Group has set its management policy for 2024 as "securing a foundation for the group's renewed leap forward by becoming globally competitive" and plans to increase its growth momentum by thoroughly preparing for the new market environment. As a holding company, HANJIN KAL will create a foundation for HANJIN Group to take a leap forward by stabilizing the group's governance and improving the business efficiency of its subsidiaries.

In 2024, we will successfully complete the Asiana Airlines acquisition process, which is taking longer than expected.

With the launch of a new airline through the merger, we will complete the major challenge of reorganizing the South Korean aviation industry. We will further strive to bring greater transparency into the company management, enhance shareholder value, and faithfully fulfill our social responsibilities. We promise to repay our shareholders who show trust and endearment to us, and provide safe travel and the best services to our customers. HANJIN KAL and HANJIN Group believe that the trust of our shareholders and customers make the most precious value and competitive edge that we must protect. All our staff will do their best at every moment to meet your expectations.

We will repay the precious trust that our shareholders have given us with greater value and responsibility.

Thank you.

Sincerely,

Won-Tae (Walter) Cho
CEO & Chairman
HANJINKAL Corp

Notice of Annual Meeting of Shareholders

Date/Time : March 21, 2024 at 09:00 Korea Standard Time (UTC+9)

Place : Main Meeting Room, 26F, Hanjin Bldg. 63 Namdaemun-ro, Jung-gu, Seoul, Korea

Record Date : December 31, 2023 (only common shareholders of record at the close of business on the record date are entitled to vote at the Annual General Meeting of Shareholders)

Agenda 1. Approval of Audited Financial Statements (FY2023)

- Audited financial statements with the independent auditor’s opinion are not available as of today but will be disclosed separately at the IR webpage of HANJINKAL.

Election of Directors

- Following the term expiration of three Outside Directors (Bhang-gil Choi, Jae-joon Han, Hyo-kwon Kim), we recommend electing three directors.

Board Composition (2023)

Director	Tenure (years)	Expertise	Gender
Won-Tae Cho	10	Industry	M
Eun-Yong Ha	4	Industry	M
Kyeong-Pyo Ryu	2	Industry	M
Seok-dong Kim	4	Economics	M
Young-seok Park	4	Finance (Co. Finance)	M
Yun-hee Choi	4	Legal	F
In-ki Joo	5	Accounting	M
Soon-sik Joo	5	Fair Trade	M
Bhang-gil Choi*	3	Finance	M
Jae-joon Han*	3	Economics	M
Hyo-kwon Kim*	3	Legal	M

Proposed (2024)

Director	Tenure (years)	Expertise	Gender
Won-Tae Cho	11	Industry	M
Eun-Yong Ha	5	Industry	M
Kyeong-Pyo Ryu	3	Industry	M
Seok-dong Kim	5	Economics	M
Yun-hee Choi	5	Legal	F
In-ki Joo	6	Accounting	M
Soon-sik Joo	6	Fair Trade	M
Seong-rye Bae	New	Public relations	M
Baek-hoon Song*	New	Global Economics	M
Dong-pyo Hong*	New	Fair Trade	M
Young-seok Park*	5	Finance (Co. Finance)	M

* Audit Committee member

Agenda 2. Appointment of Outside Directors (2)

- We recommend electing Mr. Seong-rye Bae and Dr. Dong-pyo Hong for Outside Directors to enhance the fair trade and Public relations expertise of the Committee

Seong-rye Bae (Public relations expert)

- MA from Sogang University Communications
- Ph.D from Sogang University Korean language and literature (ABD)
- Former Senior Secretary to the president for Public Relations
- Audit of SH Plus Communications ;former Spokesperson of National Assembly Secretariat; former president of SBS Inter-Korean Exchange Cooperation Group; former manager of public relations team in SBS.

Dong-pyo Hong (Fair trade expert)

- BA from Seoul National University International Economics
- Ph.D from University of Texas at Austin; holds economics
- Expert Advisor of Lee & Ko
- Audit of Korean Law and Economics Association; director of Korea Academic Society of Industrial Organization; former member of Evaluation Commission of Government-Invested Institutions; former Expert Advisor of Kim & Chang

Agenda 3. Appointment of Audit Committee members who are Outside Directors (2)

- We recommend electing Dr. Young-seok Park and Dr. Dong-pyo Hong for Audit Committee members who are Outside Directors to enhance the finance and fair trade expertise of the Committee.

Young-seok Park (Finance expert)

- Ph.D. and M.B.A from University of Pennsylvania Wharton; holds expertise in corporate finance with relevant experiences in the fields of government committees; has served on Korea Financial Services Commission for 5 years
- Professor at Sogang University Business School; Former President of Korean Securities Association; Former Commissioner of Public Fund Oversight Committee

Dong-pyo Hong (Fair trade expert)

- BA from Seoul National University International Economics
- Ph.D from University of Texas at Austin; holds economics
- Expert Advisor of Lee & Ko
- Audit of Korean Law and Economics Association; director of Korea Academic Society of Industrial Organization; former member of Evaluation Commission of Government-Invested Institutions; former Expert Advisor of Kim & Chang

Agenda 4. Appointment of Outside Director who becomes an Audit Committee member (1)

- We recommend electing Baek-hoon Song for Outside Director who becomes an Audit Committee member to enhance the expertise in global economics of the Committee.

Baek-hoon Song (Global Economics expert)

- MA from Yonsei University Economics
- PH.D. from Pennsylvania State University Economics
- Professor of Dongguk University in Global trade.
- Former head of Korean Association of Trade and industry studies; former Audit of HD Hyundai electric; former professor of Sungshin women's University Economics; former manager of FTA team in Korea Institute for International economic Policy.

Agenda 5. Approval of Director Remuneration Limit (FY2024)

- The Board of Directors recommends a remuneration limit of KRW 9 billion for FY2024.

HANJIN KAL's stance toward Agenda

- **We would like to ask you to vote in favor of the company's proposal agenda (1 / 2-1~2 / 3-1~2 / 4 / 5).**
As for the election of directors, we propose 4 candidates with a wide and in-depth experience in each specialty. Together with these 4 professionals, we will strengthen global management, improve financial structure, and as a result, increase shareholder value.

Agenda 1. Approval of Audited Financial Statements and Annual Dividends (FY2023)

Audited financial statements Overview

From a consolidated perspective, the business sectors included on this report are as follows:

- Hotel Business: Kal Hotel Network, Waikiki Resort Hotel Inc.
- Database and IT Service: Topas
- Travel Business: Hanjin Travel
- Lease, etc.: HANJINKAL, Jungseok

The equity method is applied to major subsidiary Korean Air and Hanjin Transportation.

Information on segmental Financial Statements are as follows: (based on annual provisional basis FY2023)

(KRW million)

	Hotel	IT Service	Travel	Lease	Consolidation	Total
Sales	122,332	27,855	41,924	164,466	-80,849	275,727
Operating Income	4,533	8,128	1,272	107,698	-78,787	42,843
Asset	583,852	14,585	32,911	3,364,887	-211,312	3,784,922
Liabilities	326,850	8,622	32,252	602,065	-38,744	931,046

Notes)

* The above is an audited Financial Statement, but may be changed according to the resolution from the Annual General Meeting.

Annual Dividends

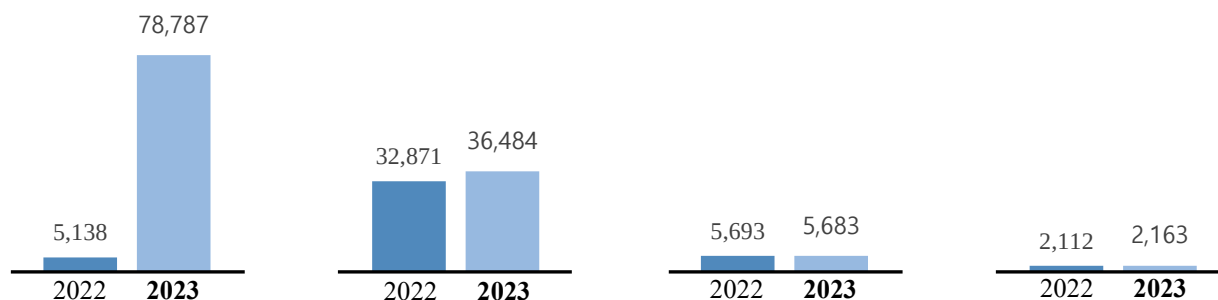
- We will pay dividends of KRW 300 per share and KRW 325 per preferred shares, total dividends of KRW 20.1 billion, in which dividend payout ratio is about 50 percent. We will maintain a stable level of dividends and increase shareholder value through efficient management and profit-oriented business operations.

Business Performance

The company's main revenue sources consist of dividend income from stock holdings, brand royalty, rental income for properties, and other service income from the subsidiaries.

(KRW million)

Dividend	Brand Royalty	Property Rental	Service Income
78,787	36,484	5,683	2,163



(KRW million)

Income Statement	FY2023	FY2022	FY2021
	(IFRS, Separate)	(IFRS, Separate)	(IFRS, Separate)
Revenue	117,434	40,122	27,912
Expense	20,131	18,043	13,724
Operating Income	97,303	22,079	14,188
Non-operating Profit	-3,711	492,642	-114,936
Earnings Before Tax (Loss)	93,592	514,721	-100,748
Tax Expense (Gain)	14,314	137,662	-17,519
Net Income	216,982	379,175	-81,136

Balance Sheet	FY2023	FY2022	FY2021
	(IFRS, Separate)	(IFRS, Separate)	(IFRS, Separate)
Asset			
Current Asset	299,418	440,234	102,901
Non-current Asset	2,790,524	2,874,092	3,010,987
Total Asset	3,089,942	3,314,326	3,113,888
Liabilities			
Current Liabilities	505,437	906,752	840,211
Non-current Liabilities	54,467	73,626	316,491
Total Liabilities	559,904	980,378	1,156,702
Equity			
Contributed capital	168,247	168,246	168,189
Other paid-in capital	1,618,205	1,628,080	1,634,502
Retained Earning	667,560	459,208	81,745
Other stockholder's equity	76,026	78,413	72,750
Total Equity	2,530,038	2,333,948	1,957,186
Total Liabilities and Equity	3,089,942	3,314,326	3,113,888

Election of Directors

Overview

The Board is elected by shareholders to oversee the financial soundness and long-term success of the Company's business. The Board serves as the Company's ultimate decision-making body except in matters reserved to or shared with our shareholders. We continue our efforts to improve the Board's operational efficiency as well as its independence.

Last year, the Board underwent the appointment of three Outside Directors strengthening our expertise in finance and law. We formed the Outside Director Recommendation Committee exclusively of Independents, where all Board committees now consist entirely of Outside Directors.

In the 2024 AGM, the Company will decide to make the following changes to the Board to enhance expertise in finance and global economics of the board and further increase public relations capacity;

- We recommend Mr. Seong-rye Bae, Dr. Dong-pyo Hong, and Dr. Baek-hoon Song for Outside Directors to enhance the financial and global expertise of the Company and further increase Public relations capacity of our Outside Directors.
 - Seong-rye Bae (Public relations expert)
: Former Senior Secretary to the president for Public Relations; Audit of SH Plus Communications; former Spokesperson of National Assembly Secretariat; former Spokesperson of National Assembly Secretariat; former manager of public relations team in SBS.
 - Dong-pyo Hong (Fair trade expert)
: Expert Advisor of Lee & Ko; Audit of Korean Law and Economics Association; former Expert Advisor of Kim & Chang; former member of Evaluation Commission of Government-Invested Institutions
 - Baek-hoon Song (Global Economics expert)
: Professor of Dongguk University in Global trade. Former head of Korean Association of Trade and industry studies; former Audit of HD Hyundai electric; former professor of Sungshin women's University Economics

HANJINKAL will strive to enhance long-term shareholder value. To this end, we are changing the Board's composition, which will improve the expertise and diversity of the Board. We ask for your support and interest in this move.

Agenda 2. Appointment of Outside Directors

Outside Director Nominees

2-1

Seong-rye Bae
(Newly-nominated)



2-2

Dong-pyo Hong
(Newly-nominated)



We nominated two candidates through our Outside Director Recommendation Committee in meetings held on February 20th, 2024.

Seong-rye Bae

Date of birth: July 29th, 1958

Mr. Bae was a Senior secretary to the president for Public Relations from 2016 to 2017.

The candidate had been spokesperson of National Assembly Secretariat from 2012 to 2014. He was a president of Inter-Korean Exchange Cooperation Group in 2007 and a manager of public relations team from 2005 to 2007, when he worked at Seoul Broadcasting System. The candidate's long experience in the public relations and communications may contribute to align the decision-making between the company and stakeholders.

Dong-pyo Hong, PhD

Date of birth: October 31st, 1963

Mr. Hong has been an expert advisor of Lee & Ko and a director of Korean Law and Economics Association from 2014.

He completed his PH.D at the University of Texas in Austin.

Mr. Hong has been a director of Korea Academic Society of Industrial Organization from 2007. He was a member of Evaluation Commission of Government-Invested Institutions from 2018 to 2019. Also, he was an expert Advisor of Kim & Chang from 2005 to 2014.

The candidate expected to contribute to managing the various risks available for HANJIN group and making reasonable decisions, with long experience and expertise in fair trade and economic policy as an expert advisor and of various companies.

Agenda 3. Appointment of Audit Committee members who are Outside Directors

Audit Committee members who are Outside Directors Nominee

3-1

Young-seok Park, PhD
(Newly-nominated)



3-2

Dong-pyo Hong, PhD
(Newly-nominated)



We nominated two candidates through our Board meetings held on February 21st, 2024.

Young-seok Park, PhD

Date of birth: October 31st, 1960

Mr. Park has been a professor at Sogang University's Business School since 2000, and he served as Dean from 2013-2015. He completed his PhD and MBA from University of Pennsylvania Wharton School (1987-1990). Mr. Park is financial expert who served as President of Korean Securities Association from 2016 to 2017, and Commissioner of Public Fund Oversight Committee in 2018. Additionally, Mr. Park has made great efforts to strengthen the transparency and objectivity of HANJIN Group's governance structure as chairman of the Compensation Committee. Based on this expertise and experience, Mr. Park is expected to contribute to the development of the company and the improvement of shareholder value.

Dong-pyo Hong, PhD

Date of birth: October 31st, 1963

Mr. Hong has been an expert advisor of Lee & Ko and a director of Korean Law and Economics Association from 2014

He completed his PH.D at the University of Texas in Austin.

Mr. Hong has been a director of Korea Academic Society of Industrial Organization from 2007. He was a member of Evaluation Commission of Government-Invested Institutions from 2018 to 2019. Also, he was an expert Advisor of Kim & Chang from 2005 to 2014.

The candidate is expected to contribute to managing the various risks available for HANJIN group and making reasonable decisions, with long experience and expertise in fair trade and economic policy as an expert advisor and of various companies.

Agenda 4. Appointment of Outside Director who becomes an Audit Committee member

Outside Director who becomes an Audit Committee member Nominee

4

Baek-hoon Song
(Newly-nominated)



We nominated one candidate through our Board meetings held on February 21st, 2024.

Baek-hoon Song, PhD

Date of birth: Oct 11th, 1969

Mr. Song is an expert in economics and global trade, and has served as a professor of Dongguk university in Global trade since 2017.

He completed his PH.D. from Pennsylvania State University Economics

The candidate was a head of Korean Association of Trade and industry studies in 2023. He was a director of HD Hyundai electric from 2017 to 2023. Also, he worked as a professor Sungshin women's University Economics from 2009 to 2017. And he was a manager of FTA team in Korea Institute for International economic Policy from 2005 to 2009.

The candidate is expected to contribute to risk-management and business environment analysis of HANJIN Group with his expertise in global business and economics. Moreover, as an audit committee member, he is expected to strengthen the monitoring financial statement and ensure proper management of the business based on his relevant knowledge and experience.

Agenda 5. Approval of Remuneration Limits for Directors (2024)

Remuneration Structure

(Unit: KRW billion)

Director	FY2024	FY2023	
	Proposed	Approved	Actual
General compensation	9	9	5.8
Number of Directors (Outside Directors)	14 (11)	13 (10)	

The Board of Directors recommends a remuneration limit of KRW 9 billion for FY2023.

Efforts to Enhance Shareholder Value

Efforts to Enhance ESG Management

HANJINKAL is strengthening ESG management for HANJIN Group's sustainable management.

- On August 31st 2023, HANJINKAL published its first ESG report including the orientation, strategy, activities, and performance for ESG Management of HANJIN Group.
- On October 27th 2023, HANJINKAL obtained ESG Evaluation A grade from KCGS

HANJIN KAL executives and employees will continue to practice ESG management for sustainable growth

Financial Stability Improvement

In response to certain criticisms regarding a high debt to equity ratio maintained on the company's balance sheet, we have announced a plan to improve the financial structure of the company:

- On August 4th 2023, HANJINKAL and Korean Air redeployed its resources to optimize the business and improve financial structure of company.
- On October 26th 2023, KIS Ratings increased credit outlook of HANJIN KAL from BBB positive to BBB+ stable.
- HANJIN KAL continues to reduce its debt-to-equity ratio by paying off its debts.

Performance Our Airliner

On January 30th 2024, Korean Air has announced the standalone financial performance for FY2023.

Driven by strong travel demand, Korea's No.1 FSC has achieved KRW 1,587bn in operating profit outperforming all Korean domestic FSC & LCCs.

Compliance Management

Ethics Management Committee of HANJIN KAL was established as an independent committee to strengthen the compliance management of HANJIN KAL And HANJIN Group. With its specialists, the committee supervises HANJINKAL and its major affiliates to operate in an ethical, transparent manner. The Ethics Management Committee collects reports of misconduct and other compliance violations by HANJINKAL and its major affiliates, and receives compliance and ethics matters that require review from HANJINKAL and its major affiliates, even if there are no requests or reports. HANJINKAL will continue to enhance Ethics management