

Securities identification code: 8141

June 2, 2016

To our shareholders:

Akio Kitai

Chairman and Representative Director

**Shinko Shoji Co., Ltd**

1-2-2 Osaki, Shinagawa-ku, Tokyo

## **NOTICE OF THE 63RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of Shinko Shoji Co., Ltd (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or electromagnetic means (via the Internet, etc.). Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it to reach us no later than 5:20 p.m., Thursday, June 23, 2016 (Japan Standard Time).

### **Meeting Details**

- 1. Date and time:** Friday, June 24, 2016 at 10:00 a.m. (Opening at 9:00 a.m.)  
(Japan Standard Time)
- 2. Venue:** MEGURO GAJOEN  
Hana Shizuka on the 2nd floor  
1-8-1 Shimomeguro, Meguro-ku, Tokyo
- 3. Purposes:**  
**Items to be reported:**
  1. Business Report and Consolidated Financial Statements for the 63rd Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditor
  2. Non-Consolidated Financial Statements for the 63rd Term (from April 1, 2015 to March 31, 2016)**Items to be resolved:**
  - Proposal 1:** Election of nine (9) Directors (including two (2) Outside Directors)
  - Proposal 2:** Election of two (2) Corporate Auditors
- 4. Exercise of your voting rights**
  - (1) Vote by postal mail**

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it by postal mail to reach us no later than 5:20 p.m., Thursday, June 23, 2016 (Japan Standard Time).
  - (2) Vote via the Internet, etc.**

Please access the indicated website for exercising voting rights from a personal computer, a smartphone or a mobile phone, and register your approval or disapproval of the proposals no later than 5:20 p.m., Thursday, June 23, 2016 (Japan Standard Time).

For details on how to cast votes, please refer to “Procedures for Exercising Voting Rights via the Internet.” (Japanese only)

The Company uses the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of nine (9) Directors (including two (2) Outside Directors)

The term will expire for all nine (9) Directors at the conclusion of this meeting, and thus the Company proposes that nine (9) Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Akio Kitai (April 3, 1948)	September 1981    Joined the Company January 1986      Director of the Company January 1992      Managing Director of the Company June 1993        President and Representative Director of the Company April 2013        Chairman and Representative Director of the Company (present position)	651,000
		[Reasons for nomination as candidate for Director] With experience working at a general trading company and working overseas, from having had a wide range of responsibilities within the Company, and with 20 years' experience as President and Representative Director, Akio Kitai is knowledgeable in the industry and in management and has suitable experience and ability to be a candidate for Director of the Company.	
2	Tatsuya Ogawa (December 17, 1963)	April 1986        Joined the Company June 2008        Director of the Company April 2013        President and Representative Director of the Company April 2015        President and Representative Director of the Company (responsible for Audit Office, Overseas Sales Promotion Department, and Overseas Affiliated Companies) (present position)	4,500
		[Reasons for nomination as candidate for Director] With lengthy overseas business experience putting to use semiconductor design technologies, especially including his time residing in Hong Kong for 15 years, Tatsuya Ogawa produced a track record of rapidly developing overseas businesses. He is knowledgeable in the electronic components industry, is a capable manager with a high degree of insight, and has suitable experience and ability to be a candidate for Director of the Company.	

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Junichi Inaba (September 2, 1959)	January 2011	Joined the Company	4,400
		June 2011	Director of the Company	
		April 2016	Managing Director of the Company (Overall Control of Sales Division and Development Technology Division, responsible for Sales Support Office, Sales First Department, Sales Second Department, Koshinetsu Block, Vehicle Solution Technical Department, and Device Solution Technical Department) (present position)	
[Reasons for nomination as candidate for Director] Junichi Inaba has been engaged for many years in the semiconductor industry at NEC and Renesas Electronics. He also has knowledge of management from his experience as a business operator and as the operator of a company overseas and has suitable experience and ability to be a candidate for Director of the Company.				
4	Teru Masaki (January 15, 1956)	April 2005	Joined the Company	15,100
		June 2006	Director of the Company	
		April 2016	Director of the Company (Overall Control of Administrative Division, responsible for Planning Office, Personnel System Department, General Affairs Department, Accounting Department, Logistics Department, and Domestic Affiliated Companies) (present position)	
[Reasons for nomination as candidate for Director] Teru Masaki's track record includes 25 years working at financial institutions and experience working as a branch office manager, and since joining the Company he has also overseen management sections involved in accounting, personnel affairs, general affairs, etc. He has a high level of knowledge in accounting, risk management, and corporate management, and has suitable experience and ability to be a candidate for Director of the Company.				
5	Fumitaka Yuge (August 1, 1960)	April 1984	Joined the Company	1,900
		April 2008	President of NT Sales Co., LTD. (secondment)	
		June 2013	Director of the Company	
		April 2015	Director of the Company (responsible for West Japan Block and Electronic Component Sales Promotion Department) (present position)	
[Reasons for nomination as candidate for Director] During his many years of experience as the operator of a company overseas, Fumitaka Yuge has learned a more global style of business. With five years company management experience when on secondment as President to the affiliated company, he has suitable experience and ability to be a candidate for Director of the Company.				

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
6	Katsuhiro Hosono (August 23, 1966)	April 1989	Joined the Company	800
		April 2007	General Manger of Nagoya Office, Chubu Tokai Block	
		June 2014	Director of the Company	
		April 2016	Director of the Company (responsible for Amusement Sales Department, EMS Promotion Office, and Embedded System Development Office) (present position)	
[Reasons for nomination as candidate for Director] During his involvement in the amusement industry, which is the Company's core business, Katsuhiro Hosono has demonstrated results in promoting large business developments, and using the knowledge and personal connections he developed during that work he has produced further results developing contract design and manufacturing (ODM). He has suitable experience and ability to be a candidate for Director of the Company.				
7	Kiyotaka Miyazawa (August 5, 1956)	April 1981	Joined the Company	2,800
		April 2005	Manager of Planning Office	
		April 2012	President of NOVALUX JAPAN CO., LTD. (secondment)	
		June 2015	Director of the Company	
		April 2016	Director of the Company (responsible for East Japan Block, Chubu Tokai Block, and AI System Sales Department) (present position)	
[Reasons for nomination as candidate for Director] Kiyotaka Miyazawa has extensive experience in sales, planning, general affairs, personnel affairs, and legal affairs, and has experience being seconded to two of affiliated companies in the position of Director and President. He has suitable experience and ability to be a candidate for Director of the Company.				
8	Toshio Oura (December 20, 1948)	April 1971	Joined MITSUI-SOKO Co., Ltd.	-
		June 2003	Director of MITSUI-SOKO Co., Ltd.	
		April 2006	Managing Director of MITSUI-SOKO Co., Ltd.	
		June 2008	Director of MITSUI-SOKO Co., Ltd. and President of MITSUI WAREHOUSE TERMINAL SERVICE CO., LTD.	
		July 2011	Adviser of MITSUI-SOKO Co., Ltd.	
		July 2013	Retired Adviser of MITSUI-SOKO Co., Ltd.	
		June 2015	Director of the Company (present position)	
[Reasons for nomination as candidate for Outside Director] Toshio Oura has extensive experience in company management both as an Officer and President, has a wide range of insights, and is a person we can recommend to contribute to expanding shareholder value and maximizing enterprise value. He has suitable experience and ability to be a candidate for Outside Director of the Company.				

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
* 9	Tatsuyoshi Yoshiike (May 9, 1952)	<p>April 1975      Joined HIOKI E.E. CORPORATION</p> <p>March 1995      Director, Director of Sales &amp; Marketing of HIOKI E.E. CORPORATION</p> <p>March 1997      Director and Managing Executive Officer, Director of Sales &amp; Marketing of HIOKI E.E. CORPORATION</p> <p>March 2003      Director and Managing Executive Officer, Director of Administration of HIOKI E.E. CORPORATION</p> <p>March 2005      President &amp; CEO of HIOKI E.E. CORPORATION</p> <p>February 2013   Chairman and Director of HIOKI E.E. CORPORATION</p> <p>February 2015   Retired from Director of HIOKI E.E. CORPORATION.</p> <p>June 2015      Assumed office as Outside Director of CHINO CORPORATION (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of CHINO CORPORATION</p>	-
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Tatsuyoshi Yoshiike has experience and track record as President of the listed company, and is knowledgeable in the electronics industry. He is a person who is able to contribute to expanding shareholder value and provide advice based on his ample knowledge and experience, and has suitable experience and ability to be a candidate for Outside Director of the Company.</p>			

Notes:

1. The candidate with an asterisk (\*) is a new candidate for Director.
2. There is no special interest between the candidates and the Company.
3. Toshio Oura and Tatsuyoshi Yoshiike are candidates for Outside Directors.
4. The Company has registered Toshio Oura to the Tokyo Stock Exchange as an Independent officer based as prescribed by the Tokyo Stock Exchange.
5. The term of office for Toshio Oura as the Company's Outside Director will be one year at the conclusion of this General Meeting.
6. Neither Toshio Oura nor Tatsuyoshi Yoshiike has acted as an operating executive officer or officer of the Company or its subsidiaries.
7. Neither Toshio Oura nor Tatsuyoshi Yoshiike is an officer of the Company's parent company, etc. or has been an officer of the Company's parent company, etc. in the last five years.
8. Neither Toshio Oura nor Tatsuyoshi Yoshiike is an operating executive officer or officer of any special related business of the Company or has been an operating executive officer or officer of a special related business of the Company in the last five years.
9. Neither Toshio Oura nor Tatsuyoshi Yoshiike is expected to receive any large payment in money or other assets from the Company or any special related business of the Company or has received such payment in the last two years.
10. Neither Toshio Oura nor Tatsuyoshi Yoshiike is a dependent or family member within three degrees, or equivalent person, of an operating executive officer or an officer of the Company's parent company, etc., the Company, or a special related business of the Company.
11. Neither Toshio Oura nor Tatsuyoshi Yoshiike has been an operating executive officer of a corporation limited by shares with which the Company has merged, was the subject of an absorption-type split or a demerger or a company from which the Company acquired rights and obligations as a result of the transfer of a business in the last two years, immediately prior to such a merger, etc.

**Proposal 2: Election of two (2) Corporate Auditors**

The term will expire for Corporate Auditors (Toshihiko Sato and Kunio Sakamaki) at the conclusion of this General Meeting, and thus the Company proposes that two (2) Corporate Auditors be elected.

The Board of Corporate Auditor has given its consent to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshihiko Sato (January 2, 1955)	<p>April 1978      Joined the Company</p> <p>April 1999      General Manager of Sales First Department</p> <p>June 2001      Director of the Company</p> <p>June 2012      Standing Corporate Auditor of the Company (present position)</p>	9,100
	<p>[Reasons for nomination as candidate for Corporate Auditor]</p> <p>With wide-ranging experience in sales promotion, sales, and technical divisions, Toshihiko Sato is knowledgeable in all facets of sales. He also has experience as President of affiliate company and is knowledgeable in areas such as company management, risk management, and legal compliance. He has suitable experience and ability to be a candidate for Corporate Auditor of the Company.</p>		
2	Kunio Sakamaki (January 22, 1944)	<p>April 1972      Registered as lawyer (present position)</p> <p>September 2009      Outside Corporate Auditor of the Company (present position)</p>	-
	<p>[Reasons for nomination as candidate for Outside Corporate Auditor]</p> <p>With many years of experience as a lawyer and his service in key bar association positions, Kunio Sakamaki has positively reflected the wide scope of his areas of expertise and his legal perspective on his operation of audit for the Company. He has suitable experience and ability to be a candidate for Outside Corporate Auditor of the Company.</p>		

Notes:

1. There is no special interest between the candidates and the Company.
2. Kunio Sakamaki is a candidate for Outside Corporate Auditor.
3. The reasons for nominating Kunio Sakamaki as a candidate for Outside Corporate Auditor and for believing that he will be able to fulfill his responsibilities as Outside Corporate Auditor are that we anticipate that the wide scope of his areas of expertise and his legal perspective based on his many years of experience as a lawyer and his service in key bar association positions will reflect positively on his operation of audit for the Company.
4. Kunio Sakamaki is currently the Company's Outside Corporate Auditor, and he will have served six years and eight months as Corporate Auditor at the conclusion of this General Meeting.
5. Kunio Sakamaki has not acted as an operating executive officer or officer of the Company or its subsidiaries.
6. Kunio Sakamaki is not an officer of the Company's parent company, etc. and has not been an officer of the Company's parent company, etc. in the last five years.
7. Kunio Sakamaki is not an operating executive officer or officer of any special related business of the Company and has not been an operating executive officer or officer of a special related business of the Company in the last five years.
8. Kunio Sakamaki is not expected to receive any large payment in money or other assets from the Company or any special related business of the Company and has not received such payment in the last two years.
9. Kunio Sakamaki is not a dependent or family member within three degrees, or equivalent person, of an operating executive officer or an officer of the Company's parent company, etc., the Company, or a special related business of the Company.
10. Kunio Sakamaki has not been an operating executive officer of a corporation limited by shares with which the Company has merged, was the subject of an absorption-type split or a demerger or a company from which the Company acquired rights and obligations as a result of the transfer of a business in the last two years, immediately prior to such a merger, etc.