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Securities identification code: 6339

June 6, 2016

To our shareholders:

Atsushi Nagai

President

SINTOKOGIO, LTD.

3-28-12 Meieki, Nakamura-ku, Nagoya City

NOTICE OF THE 119TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 119th Ordinary General Meeting of Shareholders of SINTOKOGIO, 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 any of the following methods. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders.

[To exercise your voting right by Paper Voting Form]

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 5:15 p.m., Thursday, June 23, 2016 (Japan Standard Time).

[To exercise your voting right by Online Voting]

Please enter your vote by following “Exercising Voting Rights via the Internet” (shareholders or proxies with registered addresses in Japan only), no later than 5:15 p.m., Thursday, June 23, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Friday, June 24, 2016 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Midland Hall (5th floor of Midland Square Office Tower)
4-7-1 Meieki, Nakamura-ku, Nagoya City
- 3. Purposes:**
Items to be reported:
 1. Business Report and Consolidated Financial Statements for the 119th 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 Auditors.
 2. Non-Consolidated Financial Statements for the 119th Term (from April 1, 2015 to March 31, 2016)

Items to be resolved:

<Company's Proposal (Proposals 1, 2 and 3)>

Proposal 1: Election of eleven (11) Directors

Proposal 2: Election of one (1) Auditor

Proposal 3: Payment of bonuses to Directors

<Shareholder's Proposal (Proposal 4)>

Proposal 4: Election of one (1) Director

Details of Shareholder's Proposal (Proposal 4) are stated as in Reference Documents for the General Meeting of Shareholders (page 8)

4. To Exercise Voting Rights:

Where multiple voting by Paper Voting Form and Online Voting is detected, the vote exercised by Online Voting will be considered as valid.

Where the vote by Online Voting is exercised more than once, the latest vote will be considered as valid. Where multiple voting by using PC, Smartphone and mobile phone is exercised, the latest vote will be considered as valid.

Reference Documents for the General Meeting of Shareholders

Items of Proposals and Related Matters

<Company's Proposal (Proposals 1, 2 and 3)>

Proposal 1: Election of eleven (11) Directors

At the end of this Ordinary General Meeting of Shareholders, the term of office of all ten (10) Directors will expire. In order to strengthen management system, the Company wishes to increase the number of Directors by one (1) person. Therefore, the Company proposes that eleven (11) 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	Masayuki Hirayama (October 21, 1940)	June 2000 Director of the Company June 2002 President of the Company June 2008 Chairman of the Company (present position) (Significant concurrent positions outside the Company) Director of MEIKIKOU CORPORATION Director of Sinto America, Inc.	138,238
	[The reason for nominating as a candidate for Director] As Masayuki Hirayama, after took responsibility as a President of the Company for six years, has served as a Chairman since year 2008, he showed his ability as Top Manager. And as Chairman of the Board of Directors, Hirayama has strived to establish a corporate culture which sets a high value on constructive discussion and exchange of opinion to strengthen the decision making function of the Board of Directors. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement in corporate values, and asks shareholders to elect him continuously as a Director.		
2	Atsushi Nagai (September 30, 1960)	April 1984 Joined the Company. June 1996 Director of the Company June 2002 Senior Managing Director of the Company June 2006 President of the Company (present position) (Significant concurrent positions outside the Company) Representative Director of Heinrich Wagner Sinto Maschinenfabrik GmbH Director of Sinto America, Inc. Chairman of the Board of The NAGAI Foundation for Science & Technology	436,304
	[The reason for nominating as a candidate for Director] Atsushi Nagai has been taking responsibility as a President since 2006. Nagai has extensive knowledge of global business as well as being able to apply his knowledge of the whole business of the Company, and he has directed and supervised the management properly as a President. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement in corporate values, and asks shareholders to elect him continuously as a Director.		

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company’s shares owned
3	Tsuneyasu Kuno (February 3, 1957)	April 1980	Joined the Company.	23,660
		July 2006	Executive Officer of the Company	
		June 2014	Director of the Company	
		April 2016	Managing Director, Representative of Sales Headquarters of the Company (present position)	
[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2014, Tsuneyasu Kuno has performed his role and responsibility as a Director effectively. Kuno also is able to apply his knowledge of production and sales as he has experience as General Manager of Toyokawa Works which is the key part of manufacturing for the Company and a Deputy General Manager of the Sales Headquarters. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement in corporate values, and asks shareholders to elect him continuously as a Director.				
4	Moriyasu Izawa (July 29, 1951)	April 1977	Joined SINTOBRATOR, LTD.	27,052
		April 2004	Director of SINTOBRATOR, LTD.	
		April 2009	Senior Executive Officer of the Company	
		June 2012	Director of the Company	
		April 2016	Director, Supervisor of Development, Representative of Casting Business Division of the Company (present position)	
[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2012, Moriyasu Izawa has performed his role and responsibility as a Director effectively. Izawa also is able to apply his knowledge of development and technology as he has extensive knowledge and experience gained while working in Development. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement in corporate values, and asks shareholders to elect him continuously as a Director.				
5	Yatsuka Taniguchi (December 10, 1956)	July 2007	Joined SINTOBRATOR, LTD.	8,687
		April 2009	Executive Officer of the Company	
		June 2014	Director, Supervisor of General Administration, General Manager of Human Resources Department of the Company (present position)	
[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2014, Yatsuka Taniguchi has performed his role and responsibility as a Director effectively. Taniguchi also is able to apply his knowledge of overall General Administration as he is currently a General Manager of Human Resources Department and a Supervisor of General Administration. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him continuously as a Director.				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
6	* Toshikazu Morishita (June 22, 1958)	April 1982 July 2006 April 2016	Joined the Company. Executive Officer of the Company Senior Executive Officer, General Manager of Sales Headquarters of the Company (present position)	34,091
	[The reason for nominating as a candidate for Director] Toshikazu Morishita has extensive experience gained while he was working in Sales, and he has served as a General Manager of the Foundry Business Division, and is currently a General Manager of Sales Headquarters. Morishita is able to apply his extensive knowledge and experience of business in general. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him as a new Director this time.			
7	* Masaharu Hashizume (October 26, 1952)	April 1985 July 2006 June 2012	Joined the Company. Executive Officer of the Company Officer of the Company, President of Fujiwa Denki Co, Ltd. (present position)	19,043
	[The reason for nominating as a candidate for Director] Masaharu Hashizume has extensive experience gained while he was working in Engineering, and he is showing his ability as a President of the Company's subsidiary currently. Hashizume is able to apply his extensive knowledge of the whole foundry business and his experience as a manager of the subsidiary. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement in corporate values, and asks shareholders to elect him as a new Director this time.			
8	* Tsuyoshi Goto (February 25, 1957)	April 1980 July 2014 July 2015	Joined the Company. General Manager of Production Center of the Company Executive Officer, General Manager of Production Center of the Company (present position)	3,414
	[The reason for nominating as a candidate for Director] Tsuyoshi Goto has extensive experience and knowledge gained while he was working in Production to generalize new production systems, etc., and he is currently serving as a General Manager of Production Center. Goto is able to apply his knowledge of overall manufacturing. Therefore the Company is convinced that he is an appropriate person to realize sustainable improvement of corporate value, and asks shareholders to elect him as a new Director this time.			
9	Masatoshi Ozawa (February 23, 1943)	April 1966 June 2004 June 2010 June 2014 June 2015	Joined Daido Steel Co., Ltd. Representative Director and President of Daido Steel Co., Ltd. Representative Director and Chairman of Daido Steel Co., Ltd. Director of the Company (present position) Consultant of Daido Steel Co., Ltd. (present position)	-
	[The reason for nominating as a candidate for External Director] As Masatoshi Ozawa has extensive knowledge and experience as a corporate manager, the Company is convinced that he is capable of properly performing his duties as an External Director to contribute to the business of the Company and asks shareholders to elect him continuously as an External Director. Ozawa has been in the position of External Director of the Company for two years.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
10	Yasuhito Yamauchi (January 2, 1942)	<p>April 1968 Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation)</p> <p>June 1995 Director of Toyota Motor Co., Ltd.</p> <p>June 2001 Senior Managing Director of Toyota Motor Co., Ltd.</p> <p>June 2005 President of Aisin Seiki Co., Ltd.</p> <p>June 2015 Advisor of Aisin Seiki Co., Ltd. (present position)</p> <p>June 2015 Director of the Company (present position)</p>	-
	<p>[The reason for nominating as a candidate for External Director]</p> <p>As Yasuhito Yamauchi has extensive business experience and knowledge of manufacturing as a manager of manufacturing automobiles and automobile parts, the Company is convinced that he is capable of properly performing his duties as an External Director to contribute to the business of the Company and asks shareholders to elect him continuously as an External Director.</p> <p>Yamauchi has been in the position of External Director of the Company for one year.</p>		
11	* Yoshiki Ueda (March 10, 1953)	<p>April 1976 Joined Mitsubishi Corporation</p> <p>April 2008 Board member of Mitsubishi Corporation</p> <p>June 2010 President and CEO of Mitsubishi Corporation Technos</p> <p>June 2015 Advisor of Mitsubishi Corporation Technos (present position)</p>	-
	<p>[The reason for nominating as a candidate for External Director]</p> <p>As Yoshiki Ueda has extensive business experience and knowledge as a senior executive of a general trading company and a manager of a specialized trading company, the Company considers that he can supervise the management properly. Therefore, the Company is convinced that he is capable of properly performing his duties as an External Director to contribute to the business of the Company and asks shareholders to elect him as a new External Director this time.</p>		

Notes:

1. New Candidates for Directors are marked with (*).
2. There is no special interest between the candidates and the Company.
3. Masatoshi Ozawa, Yasuhito Yamauchi and Yoshiki Ueda are candidates for External Directors.
4. The Company has entered into limited liability agreements pursuant to Article 427, Paragraph 1 of the Companies Act with both Masatoshi Ozawa and Yasuhito Yamauchi. Under the terms of the limited liability agreement, their liability will be limited to a minimum amount stipulated by applicable laws and regulations. If the reelections of both Masatoshi Ozawa and Yasuhito Yamauchi are approved, the Company intends to continue the aforesaid agreements with them. If the election of Yoshiki Ueda is approved, the Company intends to enter into the same limited liability agreement with him.
5. The Company has registered both Masatoshi Ozawa and Yasuhito Yamauchi as Independent Officers qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange. As Yoshiki Ueda satisfies the requirements for Independent Officer qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange, the Company intends to register him as Independent Officer at those Stock Exchanges.

Proposal 2: Election of one (1) Auditor

As the current External Auditor, Toshihisa Shibata will resign at the end of this Ordinary General Meeting of Shareholders, the Company proposes that one (1) Auditor be elected as the substitute of him.

The term of office of an Auditor elected as the replacement of a former Auditor shall expire at the time the term of office of the Auditor who retired from office expires, in accordance with provisions specified in the Articles of Incorporation of the Company.

The Board of Auditors has given its consent to this proposal.

The candidate for Auditor is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)		Number of the Company's shares owned
* Toshiro Kojima (April 5, 1953)	April 1977 July 2000 July 2015	Joined Hitachi, Ltd. Head of the Risk Management Department of Hitachi, Ltd. Executive Officer of Kyodo News Digital Co., Ltd., Director of Risk Control Research Institute (present position)	-
[The reason for nominating as a candidate for External Auditor] As the Company is convinced that Toshiro Kojima is capable of contributing his extensive knowledge in risk control to strengthen the Company's corporate governance, and objectively supervising the execution of duties by directors, the Company asks shareholders to elect him as a new External Auditor this time.			

Notes:

1. New Candidate for Auditor is marked with (*).
2. There is no special interest between the candidate and the Company.
3. Toshiro Kojima is a candidate for External Auditor.
4. If the election of Toshiro Kojima is approved, the Company intends to enter into a limited liability agreement pursuant to Article 427, Paragraph 1 of the Companies Act with him. Under the terms of the limited liability agreement, his liability will be limited to a minimum amount stipulated by applicable laws and regulations.
5. As Toshiro Kojima satisfies the requirements for an Independent Officer qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange, the Company intends to register him as Independent Officer at those Stock Exchanges.

Proposal 3: Payment of bonuses to Directors

With consideration to the profit level of FY2016, the bonuses paid to Directors in the past, and other various reasons, a total of 70 million JPY will be paid to eight (8) Directors (excludes the two (2) External Directors) who are in office at the end of FY2016.

The amount paid to each Director will be determined by the resolutions of a meeting of the Board of Directors.

<Shareholder's Proposal (Proposal 4)>

Proposal 4 is submitted by one (1) shareholder.

The shareholder who submitted this proposal holds 320 voting rights.

Proposal 4: Election of one (1) Director

The shareholder seeks the election of the following person as a Director (1).

Name of Candidate: Hatsuhiko Ishida (proposing shareholder)

Professional profile of the candidate is not contained in this Notice as it was not submitted by the proposing shareholder by eight weeks prior to this Ordinary General Meeting of Shareholders.

(Reason for this proposal)

SINTOKOGIO, LTD. needs to appoint a Director who can execute the business appropriately, and enhance and strengthen the corporate governance function to restructure the existing operation system which is operating fraudulently. Hatsuhiko Ishida (proposing shareholder) considers that reviewing the risk management for natural disasters, etc. is necessary and he is also intending to increase sales for the current term by approximately 1.2 billion JPY. If he cannot achieve this sales increase, he will return his director's compensation. Therefore, a shareholder proposes to elect Hatsuhiko Ishida as a Director.

■ Opinion of the Board of Directors on Proposal 4

The Board of Directors opposes this proposal.

The Company is taking responsibility for the monitoring function of business management, implementing the audit by External Auditors and having established the Nomination and Compensation Committee consisting of External Directors and External Auditors. The Company intends to maintain the organization and system to improve the transparency of the business operation, to respond flexibly and promptly to changes in the business operating environment, as well as to construct a compliance system for the whole company group in order to operate corporate governance effectively in future. The Company also recognizes that strengthening risk management, including for natural disasters, is one of the important tasks for management of the Company group, and the Company is working to enhance and strengthen the risk management already. Therefore, the Board of Directors considers that the election of the Candidate as a Director, proposed by a shareholder, is not necessary and opposes this proposal.