

Securities Code: 8141

June 5, 2017

To our shareholders:

Akio Kitai  
Chairman and Representative Director  
**Shinko Shoji Co., Ltd.**  
1-2-2 Osaki, Shinagawa-ku, Tokyo

## NOTICE OF THE 64TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 64th 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 review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights according to “4. Exercise of your voting rights” (Japanese only) no later than 5:20 p.m., Thursday, June 22, 2017 (JST).

- 1. Date and Time:** Friday, June 23, 2017 at 10:00 a.m. (Opening at 9:00 a.m.) (JST)  
**2. Venue:** HOTEL GAJOEN TOKYO (formerly 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 64th Term (from April 1, 2016 to March 31, 2017), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-Consolidated Financial Statements for the 64th Term (from April 1, 2016 to March 31, 2017)

**Items to be resolved:**

**<Company Proposal (Proposal 1)>**

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

**<Shareholder Proposal (Proposal 2)>**

**Proposal 2:** Partial Amendments to the Articles of Incorporation

A summary of the shareholder proposal (Proposal 2) can be found in the attached Reference Documents for the General Meeting of Shareholders on page 6.

**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 22, 2017 (JST).

- (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 22, 2017 (JST).

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

<Company Proposal (Proposal 1)>

Proposal 1 is a proposal made by the Company.

**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 General 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)	Sept. 1981	Joined the Company	651,000
		Jan. 1986	Director of the Company	
		Jan. 1992	Managing Director of the Company	
		June 1993	President and Representative Director of the Company	
		Apr. 2013	Chairman and Representative Director of the Company (present position)	
	[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)	Apr. 1986	Joined the Company	5,500
		June 2008	Director of the Company	
		Apr. 2013	President and Representative Director of the Company	
		Apr. 2015	President and Representative Director of the Company (responsible for Audit Office, Overseas Sales Promotion Department, and Overseas Affiliated Companies) (present position)	
	[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.			
3	Junichi Inaba (September 2, 1959)	Jan. 2011	Joined the Company	5,200
		June 2011	Director of the Company	
		Apr. 2017	Managing Director of the Company (Overall Control of Sales Division and Development & Engineering Department, responsible for Sales Support Office, Sales Department 1, Sales Department 2, Sales Department 3, Koshinetsu Block Department, Automotive Solutions Engineering Department, and Devices & Solutions Engineering 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.			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Teru Masaki (January 15, 1956)	Apr. 2005	Joined the Company	16,200
		June 2006	Director of the Company	
		Apr. 2016	Director of the Company (Overall Control of Administrative Division, responsible for Planning Office, Personnel Affairs & Information 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 administrative sections involved in accounting and finance, 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)	Apr. 1984	Joined the Company	2,200
		Apr. 2008	President of NT Sales Co., LTD. (secondment)	
		June 2013	Director of the Company	
		Apr. 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.				
6	Katsuhiro Hosono (August 23, 1966)	Apr. 1989	Joined the Company	1,300
		Apr. 2007	General Manager of Nagoya Office, Chubu Tokai Block	
		June 2014	Director of the Company	
		Apr. 2017	Director of the Company (responsible for Amusement Systems Sales Department, EMS Sales Promotion Department, and Embedded Systems Development Department) (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 original 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)	Apr. 1981	Joined the Company	3,000
		Apr. 2005	Manager of Planning Office of the Company	
		Apr. 2012	President of NOVALUX JAPAN CO., LTD. (secondment)	
		June 2015	Director of the Company	
		Apr. 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, corporate 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.				

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Toshio Oura (December 20, 1948)	Apr. 1971      Joined MITSUI-SOKO Co., Ltd. June 2003      Director of MITSUI-SOKO Co., Ltd. Apr. 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 interests and maximizing enterprise value. He has suitable experience and ability to be a candidate for Outside Director of the Company.			
9	Tatsuyoshi Yoshiike (May 9, 1952)	Apr. 1975      Joined HIOKI E.E. CORPORATION Mar. 1995      Director, Director of Sales & Marketing of HIOKI E.E. CORPORATION Mar. 1997      Director and Managing Executive Officer, Director of Sales & Marketing of HIOKI E.E. CORPORATION Mar. 2003      Director and Managing Executive Officer, Director of Administration of HIOKI E.E. CORPORATION Mar. 2005      President & CEO of HIOKI E.E. CORPORATION Feb. 2013      Chairman and Director of HIOKI E.E. CORPORATION Feb. 2015      Retired from Director of HIOKI E.E. CORPORATION June 2015      Assumed office as Outside Director of CHINO CORPORATION (present position) June 2016      Director of the Company (present position) [Significant concurrent positions outside the Company] Outside Director of CHINO CORPORATION	-
[Reasons for nomination as candidate for Outside Director] 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 interests 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.			

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Toshio Oura and Tatsuyoshi Yoshiike are candidates for Outside Directors.
  3. The Company has registered Toshio Oura and Tatsuyoshi Yoshiike to the Tokyo Stock Exchange as independent officers as prescribed by the Tokyo Stock Exchange.
  4. The term of office for Toshio Oura as the Company's Outside Director will be two years at the conclusion of this General Meeting.
  5. The term of office for Tatsuyoshi Yoshiike 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.

<Shareholder Proposal (Proposal 2)>

Proposal 2 is a proposal made by one (1) shareholder.

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Description of the Proposal

To add the following provisions to the clause of the Articles of Incorporation regarding the General Meeting of Shareholders.

- 1 When a no-confidence motion is tabled against the chairperson of the General Meeting of Shareholders, voting on the motion shall be made after an explanation of the reasons for the motion is given.
- 2 When there is a shareholder proposal at the General Meeting of Shareholders, the opportunity to explain the reason of the proposal shall be provided after revealing the names of the proposing shareholders.

2. Reason for Proposal

For the General Meeting of Shareholders to be conducted with fairness.

Note from the Company: The above description of proposal and reason for proposal are stated according to the original proposal submitted from the shareholder.

<The Board of Directors' Opinion Regarding Proposal 2>

The Board of Directors opposes to this proposal.

Proceedings and management of the Company's General Meeting of Shareholders have been lawfully and appropriately performed pursuant to the authority granted to the chairperson in accordance with laws and regulations of Article 315 (Authority of Chairperson) of the Companies Act.

Accordingly, the Board of Directors does not consider it necessary to establish such provision in the Articles of Incorporation.