

Securities Code: 8141

June 7, 2018

To our shareholders:

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

## NOTICE OF THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 65th 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., Tuesday, June 26, 2018 (JST).

- 1. Date and Time:** Wednesday, June 27, 2018 at 10:00 a.m. (Opening at 9:00 a.m.) (JST)  
**2. Venue:** HOTEL GAJOEN TOKYO (formerly MEGURO GAJOEN), Sirius on the 3rd floor  
1-8-1 Shimomeguro, Meguro-ku, Tokyo

**3. Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 65th Term (from April 1, 2017 to March 31, 2018), 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 65th Term (from April 1, 2017 to March 31, 2018)

**Item to be resolved:**

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

**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., Tuesday, June 26, 2018 (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., Tuesday, June 26, 2018 (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

### Proposal

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	6,200
		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	5,700
		June 2011	Director of the Company	
		Apr. 2015	Managing Director of the Company	
		Apr. 2018	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, New Business Sales 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	16,900
		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	2,400
		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	1,700
		Apr. 2007	General Manager of Nagoya Office, Chubu Tokai Block	
		June 2014	Director of the Company	
		Apr. 2018	Director of the Company (responsible for Amusement Systems Sales Department, EMS Sales Promotion Department, and Commissioned Design 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	3,100
		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 three years at the conclusion of this General Meeting.
  5. The term of office for Tatsuyoshi Yoshiike as the Company's Outside Director will be two years at the conclusion of this General Meeting.
  6. Neither Toshio Oura nor Tatsuyoshi Yoshiike has acted as an operating executive officer or a non-operating executive officer of the Company or its subsidiaries in the past.
  7. Neither Toshio Oura nor Tatsuyoshi Yoshiike is an operating executive officer or a non-operating executive officer of any special related business of the Company, nor have they been an operating executive officer or a non-operating executive officer of the same in the last five years.
  8. With the exception of compensation, etc. provided for services rendered as officers, 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, nor have they received such payment in the last two years.

9. Neither Toshio Oura nor Tatsuyoshi Yoshiike is a spouse or family member within three degrees, or equivalent person, of an operating executive officer or a non-operating executive officer of the Company, or a special related business of the Company.
10. Neither Toshio Oura nor Tatsuyoshi Yoshiike has been an operating executive officer or non-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.