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(Stock Exchange Code 7607)
October 30, 2019

To Shareholders with Voting Rights:

Tetsuo Nemoto
President
SHINWA Co., Ltd.
2-9-3, Naeshiro, Moriyama, Nagoya,
Aichi 463-0046 Japan

**NOTICE OF
THE 69th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 69th Annual General Meeting of Shareholders of SHINWA Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. In such case, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it by mail to reach the Company no later than the end of the business day (6:00 p.m.), Wednesday, November 20, 2019, Japan time.

1. Date and Time: Thursday, November 21, 2019 at 10:00 a.m. Japan time

2. Place: Conference room on the eighth floor of the Head Office, located at
2-9-3, Naeshiro, Moriyama, Nagoya, Aichi 463-0046 Japan

3. Meeting Agenda:

- Matters to be reported:** (1) The Business Report, Consolidated Financial Statements for the Company's 69th Fiscal Year (September 1, 2018 - August 31, 2019) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
(2) Non-consolidated Financial Statements for the Company's 69th Fiscal Year (September 1, 2018 - August 31, 2019)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Seven Directors (excluding Directors who are Audit and Supervisory Committee Members)
Proposal 3: Payment of Bonuses to Officers

4. Other matters relating to the convocation of the General Meeting of Shareholders

Please note that any voting right exercised without an indication of for or against a proposal on the Voting Rights Exercise Form shall be treated as an intent of approval.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of its most important management priorities and makes it a basic policy to strive for constant and stable return of profits while taking into account the progress of its business performance. In concrete terms, the Company strives to increase profit distribution through sustained increase in business performance, with a target dividend payout ratio of 30%.

Based on this basic policy, the Company proposes the following year-end dividend for the fiscal year under review. Together with the interim dividend of ¥37 per share, the annual dividend will be ¥74 per share.

We intend to use internal reserves to bolster our corporate strength and develop business going forward, while making efforts to ensure shareholder returns into the future.

1. Matters concerning year-end dividend

(1) Type of dividend assets

Cash

(2) Matters concerning allocation of dividend assets and the total amount thereof

Dividend per common share of the Company: ¥37.00 Total: ¥492,952,221

(3) Effective date of dividends of surplus

November 22, 2019

2. Matters concerning appropriation of other surplus

(1) Item and amount of surplus to be increased

General reserve: ¥500,000,000

(2) Item and amount of surplus to be decreased

Retained earnings brought forward: ¥500,000,000

Proposal 2: Election of Seven Directors (excluding Directors who are Audit and Supervisory Committee Members)

As the terms of office of all five Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members).

This proposal was deliberated by the Audit and Supervisory Committee and no particular objections were expressed. The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Tetsuo Nemoto	President; All company integration [Reappointment]
2	Yoshiro Takitani	Senior Managing Director; General Manager, Overseas Business Division [Reappointment]
3	Motohisa Yoshida	Senior Managing Director; General Manager, Management Division [Reappointment]
4	Shuji Ishikawa	Managing Director; General Manager, Marketing Division General Manager, Mid-Japan District Head Office [Reappointment]
5	Toshihisa Iriyama	Director; General Manager, Manufacturing Division General Manager, Manufacturing Department [Reappointment]
6	Hiroki Hamada	Managing Executive Officer; General Manager, Nagoya Sales Department III [New appointment]
7	Kiyoshi Kato	Executive Officer; General Manager, General Affairs Department [New appointment]

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	Tetsuo Nemoto (September 14, 1951) [Reappointment] [Attendance at the Board of Directors meetings] 16 out of 16 meetings	November 1997 Director of the Company November 2001 Managing Director November 2003 Senior Managing Director November 2013 President (to present)	427,570
[Reason for nomination as candidate for Director] As President of the Company, Mr. Tetsuo Nemoto is responsible for the management of the Group as a whole. He has abundant knowledge and experience in the marketing, manufacturing and management divisions, and is also well-versed in operations in general. He has also demonstrated strong leadership based on his extensive experience and appropriately fulfilled his role to make important decisions and supervise execution of duties of Directors. Therefore, the Company has judged that he is qualified as Director of the Company and has once again nominated him as a candidate for Director.			
2	Yoshiro Takitani (December 2, 1963) [Reappointment] [Attendance at the Board of Directors meetings] 16 out of 16 meetings	April 2000 Director of SHINWA INTEC Co., Ltd. (secondment) November 2011 Director of the Company November 2016 Managing Director November 2018 Senior Managing Director (to present) [Significant concurrent positions] Chairman of SHINWA U.S.A. CORPORATION President of SHINWA INTEC Co., Ltd. President of SHINWA (INDIA) ENGINEERING & TRADING PRIVATE LIMITED Chairman of SHINWA REPRESENTAÇÃO COMERCIAL DO BRASIL LTDA. Representative Director of PT. SANTAKU SHINWA INDONESIA President of SHINWA INTEC MALAYSIA SDN. BHD. President of SHINWA ENGINEERING S.A. de C.V. Chairman of SHINWATEC LIMITED	21,100
[Reason for nomination as candidate for Director] Mr. Yoshiro Takitani has been responsible for the management of the overseas subsidiaries for many years before his return to Japan. He currently oversees the Overseas Business Division as Senior Managing Director and has been significantly contributing to the improvement of the overseas division's business performance of the Company. Therefore, the Company has judged that he is qualified as Director of the Company and has once again nominated him as a candidate for Director.			
3	Motohisa Yoshida (September 6, 1953) [Reappointment] [Attendance at the Board of Directors meetings] 16 out of 16 meetings	April 1976 Joined The Juroku Bank, Ltd. June 2004 General Manager, Tajimi Branch April 2008 Seconded to the Company September 2008 Joined the Company Deputy Manager, General Affairs Department April 2010 General Manager, General Affairs Department November 2011 Director November 2016 Managing Director November 2018 Senior Managing Director (to present) [Significant concurrent positions] President, Aishin Co., Ltd.	12,700
[Reason for nomination as candidate for Director] Mr. Motohisa Yoshida has served in planning and management divisions of a financial institution, and he currently oversees the Management Division as Senior Managing Director of the Company. He has knowledge and experience that enables him to carry out general business management in a fair and appropriate manner. Therefore, the Company has judged that he is qualified as Director of the Company and has once again nominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
4	Shuji Ishikawa (July 10, 1969) [Reappointment] [Attendance at the Board of Directors meetings] 15 out of 16 meetings	April 2008 General Manager, Nagoya Sales Department III of the Company April 2012 General Manager, Nagoya Sales Department II November 2015 Executive Officer General Manager, Nagoya Sales Department II November 2016 Director November 2018 Managing Director (to present) [Significant concurrent positions] Executive Director of SHINWA (SHANGHAI) Co., Ltd.	21,684
	[Reason for nomination as candidate for Director] Mr. Shuji Ishikawa has been responsible for sales to the Company's major clients for many years. He currently oversees the Marketing Division as Managing Director. He has been significantly contributing to the improvement of the domestic sales division's business performance as a whole, based on his experience in sales to date. Therefore, the Company has judged that he is qualified as Director of the Company and has once again nominated him as a candidate for Director.		
5	Toshihisa Iriyama (September 16, 1959) [Reappointment] [Attendance at the Board of Directors meetings] 15 out of 16 meetings	April 2002 General Manager, Machinery Department (current Maintenance Technical Center) of the Company June 2010 General Manager, Manufacturing Division, General Manager, Maintenance Technical Center, and General Manager, Production and Technological Development Department November 2011 Director (to present) [Significant concurrent positions] Executive Director of YANTAI FRONTIER SPIRITS SHINWA MAINTENANCE TECHNOLOGY Co., Ltd. Executive Director of SHINWA TIANJIN FACTORY AUTOMATION SYSTEM CENTER President of YANTAI SHINWA JOINT TECHNOLOGY Co., Ltd.	12,300
	[Reason for nomination as candidate for Director] Mr. Toshihisa Iriyama was involved in the manufacturing division for many years, and he currently oversees the Manufacturing Division as Director. He draws on his abundant knowledge and experience to fulfill his role in an appropriate manner. Therefore, the Company has judged that he is qualified as Director of the Company and has once again nominated him as a candidate for Director.		
6	Hiroki Hamada (June 1, 1968) [New appointment] [Attendance at the Board of Directors meetings] —	April 2007 General Manager, Nagoya Sales Department I of the Company April 2010 Executive Vice President and COO of SHINWA U.S.A. CORPORATION (secondment) December 2012 General Manager, Nagoya Sales Department III of the Company November 2015 Executive Officer General Manager, Nagoya Sales Department III November 2017 Managing Executive Officer General Manager, Nagoya Sales Department III (to present)	23,572
	[Reason for nomination as candidate for Director] Mr. Hiroki Hamada has been responsible for sales to the Company's major clients for many years. He currently executes business as Managing Executive Officer and General Manager of the Nagoya Sales Department III. He also has a wide range of experience in sales as a person responsible for the overseas subsidiaries, including overseas work assignments, and has been significantly contributing to the improvement of the Company's business performance. Therefore, the Company has judged that he is qualified as Director of the Company and has nominated him as a new candidate for Director.		

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
7	Kiyoshi Kato (September 26, 1964)	April 2007	Assistant Manager, Nagoya Sales Department III of the Company	7,673
	[New appointment]	December 2008	Assistant Manager, Accounting Department and Manager, Purchasing Section	
	[Attendance at the Board of Directors meetings]	April 2010	General Manager, Purchasing Department	
	—	November 2015	Executive Officer	
		November 2016	General Manager, Purchasing Department	
			Executive Officer	
			General Manager, General Affairs Department (to present)	
[Reason for nomination as candidate for Director] Mr. Kiyoshi Kato served in the sales division for many years before being transferred to the Management Division to serve as General Manager of the Purchasing Department. He currently executes business as Executive Officer and General Manager of the General Affairs Department. He has experience in both sales and management divisions, and is capable of making balanced judgments. Therefore, the Company has judged that he is qualified as Director of the Company and has nominated him as a new candidate for Director.				

(Notes)

1. There are no special interests between each candidate and the Company.
2. The number of shares of the Company held by each candidate is as of August 31, 2019.
3. The current responsibilities of each candidate at the Company are as stated on page 3.

Proposal 3: Payment of Bonuses to Officers

The Company proposes to pay a total of ¥31,000,000 as bonuses to the five Directors (excluding Directors who are Audit and Supervisory Committee Members) in office as of the end of the fiscal year under review, in consideration of the Company's business performance and other factors during the fiscal year under review. The Company requests that the amounts to be paid to the individual Directors (excluding Directors who are Audit and Supervisory Committee Members) be left to the discretion of the Board of Directors.