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(Stock Exchange Code 6458)  
June 8, 2021

**To Shareholders with Voting Rights:**

Satoshi Suenaga  
Chief Executive Officer  
SINKO INDUSTRIES LTD.  
1-4-5 Minamimorimachi, Kita-ku, Osaka

## **NOTICE OF THE 72nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The 72nd Annual General Meeting of Shareholders of SINKO INDUSTRIES LTD. (the “Company”) will be held for the purposes as described below.

**Instead of attending the meeting in person, you can exercise your voting rights in writing or through electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. on Wednesday, June 23, 2021, Japan time.**

**1. Date and Time:** Thursday, June 24, 2021 at 10:00 a.m. Japan time (Reception opens at 9:00 a.m.)

**2. Place:** Conference room, 5F of the Company located at  
1-4-5 Minamimorimachi, Kita-ku, Osaka

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 72nd Fiscal Year (April 1, 2020 - March 31, 2021) 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 72nd Fiscal Year (April 1, 2020 - March 31, 2021)

**Proposals to be resolved:**

**Proposal 1:** Distribution of Surplus

**Proposal 2:** Election of 8 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal 3:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

◎ **Souvenirs will not be handed out to shareholders at the Company’s General Meeting of Shareholders. We sincerely appreciate your understanding.**

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Distribution of Surplus

While striving to strengthen its financial position and expand business operations, the Company will actively return profits to each shareholder with considerations made for business performance trends. Additionally, the Company will utilize retained earnings from a long-term perspective to strengthen its management structure and further develop its business in the future.

Under this policy, the year-end dividend for the fiscal year under review will be 30 yen per share.

### **Items Related to the Year-end Dividend**

#### (1) Type of dividend property

Cash

#### (2) Items related to the allocation of dividend property and its total amount

30 yen per common share, for a total of 778,619,970 yen

(Note) The annual dividend for the fiscal year under review including the interim dividend will be 50 yen per share.

#### (3) Date the distribution of surplus comes into effect

June 25, 2021

**Proposal 2:** Election of 8 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 9 Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company will decrease the number of Internal Directors by 1 to speed up decision making of the Board of Directors, and proposes the election of 8 Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has determined that this proposal is appropriate, and confirmed that there are no additional matters to be stated.

The candidates are as follows:

No.	Name	Positions and responsibilities at the Company	Attendance at meetings
1	Shozo Takeda [Reappointment]	Director and Chairman	The Board of Directors 17 out of 17 meetings (100%)
2	Satoshi Suenaga [Reappointment]	Chief Executive Officer	The Board of Directors 17 out of 17 meetings (100%)
3	Tokuji Aota [Reappointment]	Representative Director and Deputy President Chief Financial Officer General Manager of Administration Division	The Board of Directors 17 out of 17 meetings (100%)
4	Takenori Taniguchi [Reappointment]	Director and Senior Executive Vice President General Manager of Manufacturing Division	The Board of Directors 17 out of 17 meetings (100%)
5	Tomoaki Fujii [Reappointment]	Director and Executive Vice President General Manager of Corporate Planning Office	The Board of Directors 17 out of 17 meetings (100%)
6	Noriaki Michibata [Reappointment]	Director and Senior Vice President General Manager of Sales Management Division	The Board of Directors 17 out of 17 meetings (100%)
7	Minako Adachi [Reappointment] [Outside] [Independent]	Outside Director	The Board of Directors 17 out of 17 meetings (100%)
8	Yoshio Nakagawa [Reappointment] [Outside] [Independent]	Outside Director	The Board of Directors 13 out of 13 meetings (100%)

(Note) The attendance at the Board of Directors meetings by Mr. Yoshio Nakagawa refers only to the Board of Directors meetings held after he assumed office on June 26, 2020.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Shozo Takeda (December 27, 1954)  [Reappointment]	April 1973	Joined the Company	22,000
		April 2006	Senior Vice President; Vice General Manager of Osaka Branch	
		April 2007	In Charge of Operational Redesign in Manufacturing and Sales, Administration Division	
		July 2007	General Manager of Marketing and Sales Promotion Division	
		April 2011	Executive Vice President	
		June 2011	Director and Executive Vice President	
		June 2013	Chief Executive Officer	
		June 2020	Director and Chairman (current position)	
[Reason for nomination] Mr. Shozo Takeda has been engaged in sales and administration divisions since he joined the Company, and he has served as Chief Executive Officer of the Company for seven years from 2013. As he possesses a wealth of experience and track record in the Company’s business operation, the Company nominated him as a candidate for Director.				
2	Satoshi Suenaga (March 8, 1962)  [Reappointment]	April 1984	Joined the Company	8,700
		April 2007	General Manager of Tokyo Branch	
		June 2008	Senior Vice President	
		June 2013	Director and Senior Vice President	
		April 2016	Director and Executive Vice President	
			General Manager of Corporate Planning Division	
		June 2017	Director and Senior Executive Vice President	
		June 2020	Chief Executive Officer (current position)	
[Reason for nomination] Mr. Satoshi Suenaga has been engaged in sales divisions in Japan and overseas since he joined the Company, and he has served as Chief Executive Officer of the Company since 2020. As he possesses a wealth of experience and track record in the Company’s business operation, the Company nominated him as a candidate for Director.				
3	Tokuji Aota (March 1, 1962)  [Reappointment]	October 2011	General Manager of Meguro Branch, the Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently, MUFG Bank, Ltd.)	6,000
		February 2014	Joined the Company Vice General Manager of Administration Division	
		July 2014	Senior Vice President	
		June 2015	Director and Senior Vice President	
		June 2016	Chief Financial Officer, and General Manager of Administration Division (current position)	
		June 2017	Director and Executive Vice President	
		June 2020	Representative Director and Deputy President (current position)	
		[Reason for nomination] As Mr. Tokuji Aota possesses a track record in, among others, the business operations related to accounting and finance and the business operations related to personnel and general affairs since he joined the Company, utilizing deep insight of finance and economy in general accumulated in his former job, the Company nominated him as a candidate for Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	Takenori Taniguchi (February 20, 1962)  [Reappointment]	April 1982	Joined OKAYAMA SINKO KOGYO CO., LTD. (currently, the Company)	12,300
		July 2007 June 2013  June 2016 June 2017 April 2020	Director; General Manager of Manufacturing Department I Director and Executive Vice President General Manager of General Affairs Department; General Manager of Manufacturing Management Department Chief Executive Officer Director of the Company Director and Senior Executive Vice President (current position) General Manager of Manufacturing Division (current position)	
[Reason for nomination] Mr. Takenori Taniguchi served as Chief Executive Officer of a subsidiary serving as the manufacturing division of the Group, from 2016. After the Company merged with the subsidiary, he has served as General Manager of Manufacturing Division. As he possesses a wealth of experience and track record in the business operation, the Company nominated him as a candidate for Director.				
5	Tomoaki Fujii (December 20, 1974)  [Reappointment]	April 1997 April 2015  April 2017  June 2017 June 2018 April 2020 June 2020  April 2021	Joined the Company General Manager of Information Technology Department, Administration Division General Manager of Planning and Related Business Department, Corporate Planning Division Senior Vice President Director Responsible for China Business Department Director and Executive Vice President (current position) General Manager of Corporate Planning Division General Manager of Corporate Planning Office (current position)	26,426
		[Reason for nomination] As Mr. Tomoaki Fujii has been engaged in administration and corporate planning divisions since he joined the Company, and possesses a wealth of experience and track record in the Company’s business operation, the Company nominated him as a candidate for Director.		
6	Noriaki Michibata (December 15, 1964)  [Reappointment]	April 1989 April 2008 July 2013 June 2015  April 2016 June 2019 April 2021	Joined the Company General Manager of Sales Department I, Osaka Branch Vice General Manager of Osaka Branch Senior Vice President (current position) General Manager of Osaka Branch Director (current position) General Manager of Sales Management Division (current position)	2,989
		[Reason for nomination] As Mr. Noriaki Michibata has been engaged in the sales division since he joined the Company, and possesses a wealth of experience and track record in the Company’s business operation, the Company nominated him as a candidate for Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Minako Adachi (October 1, 1956)  [Reappointment] [Outside] [Independent]	April 1979	Joined HOCHIKI CORPORATION	—
		June 2006	Managing Director of Hochiki Europe (U.K.) Limited	
		June 2010	Director of HOCHIKI CORPORATION Chairman of Board of Hochiki Fire Prevention Technology Corp.	
		October 2012	President and Director of Hochiki Australia Pty. Ltd.	
		April 2013	Chairman of Board and General Manager of Hochiki Fire Prevention Technology Corp.	
		June 2015	President & Director of Hochiki Shoji Corp.	
		June 2019	Outside Director of the Company (current position)	
		June 2019	Auditor (part time) of HOCHIKI CORPORATION (current position)	
[Reason for nomination and expected role] Ms. Minako Adachi possesses a wealth of experience and track record in corporate management and has extensive international experience in particular. As it is expected that she can offer advice on general management of the Company and contribute to further enhancement of its management supervisory function, the Company nominated her as a candidate for Outside Director.				
8	Yoshio Nakagawa (May 6, 1956)  [Reappointment] [Outside] [Independent]	April 1995	Public Prosecutor of Tokyo District Public Prosecutors Office	11,300
		April 2017	Public Prosecutor of Osaka High Public Prosecutors Office	
		July 2019	Registered as attorney; joined Shizuoka Bar Association	
		November 2019	Attorney, Nakagawa Law Office (current position)	
		June 2020	Outside Director of the Company (current position)	
[Reason for nomination and expected role] Although Mr. Yoshio Nakagawa has never been involved in corporate management in the past, the Company believes that he can utilize his ample experience and expertise accumulated as a public prosecutor and an attorney for management of the Company and enhancement of its corporate value. Therefore, the Company nominated him as a candidate for Outside Director.				

(Notes)

1. There are no special interests between each candidate and the Company.
2. Ms. Minako Adachi and Mr. Yoshio Nakagawa are candidates for Outside Directors.
3. Ms. Minako Adachi's term of office as Outside Director will be 2 years as of the conclusion of this General Meeting of Shareholders. Mr. Yoshio Nakagawa's term of office as Outside Director will be 1 year as of the conclusion of this General Meeting of Shareholders.
4. Mr. Yoshio Nakagawa is a relative in the third degree of Mr. Akira Fujii, the Company's Director and Supreme Advisor. Mr. Akira Fujii, Director and Supreme Advisor, is planned to resign at the conclusion of this year's Annual General Meeting of Shareholders.
5. The Company has entered into a liability limitation agreement with Ms. Minako Adachi and Mr. Yoshio Nakagawa to limit their liability for compensation as stipulated in Article 423, Paragraph 1 of the Companies Act. Upon the approval of their reelection, the Company will renew the agreement. The limit of liability for compensation in the agreement is equal to the minimum amount stipulated by laws and regulations.
6. The Company has entered into a directors and officers liability insurance contract, specified in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, which covers damages and expenses incurred by the insured in the event that they are claimed for damages resulting from their actions in the performance of their duties. The candidates will be included as the insured by the said contract. The Company plans to renew the contract with the same terms and conditions at the next renewal.
7. The Company has designated Ms. Minako Adachi and Mr. Yoshio Nakagawa as an Independent Director as stipulated by the rules of the Tokyo Stock Exchange, and has registered them as such. Upon the approval of their reelection, the Company will continue to register them as Independent Directors with the Exchange.

**Proposal 3:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

The effectiveness of appointment of Mr. Ryohei Okao, a Substitute Director who is an Audit and Supervisory Committee Member elected at the 71st Annual General Meeting of Shareholders held on June 26, 2020, will expire at the opening of this year's Annual General Meeting of Shareholders. In order to prepare for cases where the number of Directors who are Audit and Supervisory Committee Members falls below the number prescribed by laws and regulations, the Company proposes the election of 1 Substitute Director who is an Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
Ryohei Okao (July 11, 1979)  [Outside] [Independent]	October 2001  July 2005 June 2019 July 2019  July 2019 June 2020	Joined Shin Nihon & Co. (currently, Ernst & Young ShinNihon LLC) Registered as certified public accountant Retired from Ernst & Young ShinNihon LLC Representative of Okao Certified Public Accountant Office (current position) Director of Go Public Inc. (current position) Substitute Director of the Company (Audit and Supervisory Committee Member) (current position)	—
[Reason for nomination and expected role] Mr. Ryohei Okao possesses a wealth of experience and broad knowledge accumulated as a certified public accountant. As it is expected that he can utilize them for enhancement of the Company's audit structure, the Company nominated him as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.			

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Ryohei Okao is a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.
3. If Mr. Ryohei Okao assumes the position of Director who is an Audit and Supervisory Committee Member, the Company will enter into a liability limitation agreement with him to limit his liability for compensation as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of liability for compensation in the agreement is equal to the minimum amount stipulated by laws and regulations.
4. The Company has entered into a directors and officers liability insurance contract, specified in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, which covers damages and expenses incurred by the insured in the event that they are claimed for damages resulting from their actions in the performance of their duties. If Mr. Ryohei Okao assumes office, he will be included as the insured by the said contract.
5. If Mr. Ryohei Okao assumes the position of Director who is an Audit and Supervisory Committee Member, he satisfies the requirements of Independent Director as stipulated by the rules of the Tokyo Stock Exchange, and the Company will register him as an Independent Director.