

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 6339)

June 4, 2021

To our shareholders:

Atsushi Nagai
President, Chief Executive Officer
SINTOKOGIO, LTD.
3-28-12 Meieki, Nakamura-ku, Nagoya City

NOTICE OF THE 124TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 124th Ordinary General Meeting of Shareholders of SINTOKOGIO, LTD. (the “Company”), which will be held as described below.

To prevent the spread of novel coronavirus disease (COVID-19), we are placing the safety and security of our shareholders as our top priority, and are requesting that you carefully consider whether to attend this General Meeting of Shareholders and exercise your voting rights by mail or via the Internet (deadline: Monday, June 21, 2021 at 5:15 p.m. (JST)).

- 1. Date and Time:** Tuesday, June 22, 2021, 10:00 a.m. (JST)
- 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 124th Term (from April 1, 2020 to March 31, 2021), 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 124th Term (from April 1, 2020 to March 31, 2021)

Items to be resolved:

- Proposal 1:** Amendment to the Articles of Incorporation
Proposal 2: Election of eleven (11) Directors

4. To Exercise Voting Rights:

If you exercise your voting rights both by mail and via the Internet, the one exercised via the Internet will be deemed valid.

If you exercise your voting rights more than once via the Internet, only your last vote will be treated as valid.

■ Instructions for Methods to Exercise Voting Rights

Exercise of voting rights via the Internet

Deadline: to be exercised by Monday, June 21, 2021 at 5:15 p.m. (JST).

Please access the voting website (<https://evote.tr.mufg.jp/>) and indicate whether you approve or disapprove of each proposal by the voting deadline.

Exercise of voting rights in writing

Deadline: to be received by Monday, June 21, 2021 at 5:15 p.m. (JST).

Please indicate on the enclosed voting form whether you approve or disapprove of each proposal, and return it by the voting deadline.

Attending the General Meeting of Shareholders

Date and Time: Tuesday, June 22, 2021 at 10:00 a.m. (JST)

Please submit the enclosed voting form to the receptionist at the meeting site.

■ Regarding Internet Disclosure

©In accordance with laws and regulations and the Company's Articles of Incorporation, the (i) Basic Policy on Internal Control and Operation Status Thereof, (ii) Notes to Consolidated Financial Statements and (iii) Notes to Non-Consolidated Financial Statements are posted on the Company's website (<https://www.sinto.co.jp/>), and are not stated in the attached materials of this convocation notice. (i) to (iii) are subject to auditing by the Auditors, and (ii) and (iii) are subject to auditing by the Accounting Auditor.

©If there are any amendments to Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements, they will be announced on the Company's website (<https://www.sinto.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and Related Matters

Proposal 1: Amendment to the Articles of Incorporation

1. Reason for this proposal

To amend the business purposes in Article 2 of the current Articles of Incorporation to business purposes that conform with the current business of the Company.

2. Details of proposed amendments

Details of the proposed amendment are as follows:

(Underlined portions are amended.)

Current Articles	Proposed Amendments
<p>Article 2</p> <p>The purposes of the Company shall be to conduct the following businesses:</p> <ol style="list-style-type: none"> 1. manufacture, sale, lease and repair of foundry equipment, air pollution control equipment, surface treatment equipment, powdery material handling equipment, other machines and equipment and parts thereof; 2. manufacture, sale, lease and repair of ceramic forming machines, vacuum forming machines, press forming machines, casting machines, pressure forming machines, other similar machinery and parts thereof; 3. manufacture, sale, lease and repair of transportation and material handling equipment, other automation equipment and parts thereof; 4. manufacture, sale, lease and repair of liquid crystal display cell assembly equipment, industrial micro robots, measuring instruments and parts thereof; 5. manufacture and sale of molds and materials thereof for forming metal, ceramic, wood and other similar materials; 6. manufacture and sale of various cast metal products; 7. manufacture and sale of formed plastic and ceramic products made by the forming machines described in 2. above, formed products made by forging machines and similar formed products; 8. installation work of machines and equipment, surface treatment work, reconditioning work of constructions, structures and roads, contracting and execution of other similar construction work; 9. manufacture and sale of abrasives for cleaning and processing, and media and compounds for polishing, grinding and cutting; 10. manufacture and sale of metallurgical composite materials of metallic fiber and other sintered composite materials; 11. manufacture and sale of anti-bacterial, deodorant, anti-defiling and purifying products; 12. data and voice processing by computers, and development and sale of computer systems; 	<p>Article 2</p> <p>The purposes of the Company shall be to conduct the following businesses:</p> <ol style="list-style-type: none"> 1. manufacture, sale, lease and repair of foundry equipment, air pollution control equipment, surface treatment equipment, powdery material handling equipment, other machines and equipment and parts thereof; 2. manufacture, sale, lease and repair of ceramic forming machines, vacuum forming machines, press forming machines, <u>3D printers</u>, casting machines, pressure forming machines, other similar machinery and parts thereof; 3. manufacture, sale, lease and repair of transportation and material handling equipment, other automation equipment and parts thereof; 4. Manufacture, sale, lease and repair of liquid crystal display cell assembly equipment, <u>organic electroluminescent panel assembly equipment</u>, industrial micro robots, <u>secondary battery assembly equipment</u>, <u>various types of sensors and their applied products</u>, <u>food testing instruments</u>, <u>instruments with laser applications</u>, measuring instruments and parts thereof; 5. manufacture and sale of molds and materials thereof for forming metal, ceramic, wood and other similar materials; 6. manufacture and sale of various cast metal products; 7. manufacture and sale of formed plastic and ceramic products made by the forming machines described in 2. above, formed products made by forging machines and similar formed products; 8. installation work of machines and equipment, surface treatment work, reconditioning work of constructions, structures and roads, contracting and execution of other similar construction work; 9. manufacture and sale of abrasives for cleaning and processing, and media and compounds for polishing, grinding and cutting; 10. manufacture and sale of metallurgical composite materials of metallic fiber, other sintered composite materials and <u>metal powder</u>; 11. manufacture and sale of anti-bacterial, deodorant, anti-defiling and purifying products; 12. data and voice processing by computers, and development and sale of computer systems, <u>robot control systems and IoT-related systems and instruments</u>;

Current Articles	Proposed Amendments
<p>13. manufacture, sale, lease and repair of equipment and parts thereof for processing general and industrial wastes, and disposal of industrial wastes;</p> <p>14. measurement and analysis of air, water, soil, wastes and other ingredients, and certification of the results therefrom;</p> <p>15. manufacture and sale of dental equipment and tools; <u>and</u></p> <p>16. any and all businesses incidental to the foregoing.</p>	<p>13. manufacture, sale, lease and repair of equipment and parts thereof for processing general and industrial wastes, and disposal of industrial wastes;</p> <p>14. measurement and analysis of air, water, soil, wastes and other ingredients, and certification of the results therefrom;</p> <p>15. manufacture and sale of dental equipment and tools;</p> <p>16. <u>manufacture and sale of nursing care and welfare tools</u></p> <p><u>17. planning, production and sale of video content; and</u></p> <p><u>18. any and all businesses incidental to the foregoing.</u></p>



Note: Some underlining does not coincide with the Japanese version because of translation adjustments.



Proposal 2: Election of eleven (11) Directors



At the end of this Ordinary General Meeting of Shareholders, the term of office of all eleven (11) Directors will expire. Therefore, the Company proposes that eleven (11) Directors be elected.




The candidates for Directors were decided based on recommendations by the Nomination and Compensation Committee comprised of independent external officers.



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	 Yoshiki Ueda (March 10, 1953)	Apr. 1976 Joined Mitsubishi Corporation Apr. 2008 Board member of Mitsubishi Corporation June 2010 President and CEO of Mitsubishi Corporation Technos June 2016 External Director of the Company (present position) June 2017 Chairman of the Company (present position) (Significant concurrent positions outside the Company) Outside Director and Audit and Supervisory Committee Member of THK CO., LTD. Advisor of Makino Milling Machine Co., Ltd.	-
<p>[The reason for nominating as a candidate for External Director] 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 believes 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 enhance auditing functions of the Board of Directors and contribute to the business of the Company, and it asks shareholders to elect him continuously as an External Director. Ueda has been in the position of External Director of the Company for five (5) years.</p>			
2	 Atsushi Nagai (September 30, 1960)	June 2002 Senior Managing Director of the Company June 2006 President of the Company Apr. 2021 President, Chief Executive Officer of the Company (present position) (Significant concurrent positions outside the Company) Representative Director of Heinrich Wagner Sinto Maschinenfabrik GmbH Director of Sinto America, Inc.	505,704
<p>[The reason for nominating as a candidate for Director] Atsushi Nagai has been taking responsibility as President since 2006. Nagai has extensive knowledge of global business as well as the ability to apply his knowledge of the whole business of the Company, and he has directed and supervised the management properly as President. 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.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	 <p>Tsuneyasu Kuno (February 3, 1957)</p>	<p>Apr. 1980 Joined the Company Sept. 1996 President of Thai Sintokogio Co., Ltd. July 2006 Executive Officer, Manager of Production Center of the Company June 2014 Director, Supervisor of Production Center of the Company June 2015 Managing Director, Deputy General Manager of Sales Headquarters of the Company Apr. 2021 Managing Director, Senior Executive Officer, Assistant to President, Supervisor of System and Supervisor of Engineering of the Company (present position)</p>	42,695
<p>[The reason for nominating as a candidate for Director] While engaged in management as a Director since 2014, Tsuneyasu Kuno performed his role and responsibility effectively as General Manager of Toyokawa Works, which is the key part of manufacturing for the Company, and as Deputy General Manager of the Sales Headquarters. Kuno is able to apply his high level of knowledge and extensive experience of production and sales and his experience as an executive of the overseas subsidiary. 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.</p>			
4	 <p>Yatsuka Taniguchi (December 10, 1956)</p>	<p>July 2007 Joined SINTOBRATOR, LTD. Apr. 2009 Executive Officer and General Manager of Human Resources Department of the Company Apr. 2011 Executive Officer, Deputy Manager of Administration Center and General Manager of Human Resources Department of the Company June 2014 Director, Supervisor of General Administration and General Manager of Human Resources Department of the Company Apr. 2021 Director, Senior Executive Officer and Supervisor of General Administration of the Company (present position)</p>	21,383
<p>[The reason for nominating as a candidate for Director] While engaged in management as a Director since 2014, Yatsuka Taniguchi currently performs his role and responsibility effectively as Supervisor of General Administration. Taniguchi is able to apply his high level of knowledge and extensive experience of overall 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.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	 Toshikazu Morishita (June 22, 1958)	Apr. 1982 Joined the Company July 2006 Executive Officer, Deputy General Manager of Foundry Business Division of the Company Apr. 2012 Executive Officer, Manager of Foundry Business Division of the Company June 2016 Director, Supervisor of Sales and General Manager of Sales Headquarters of the Company Apr. 2021 Director, Senior Executive Officer, Supervisor of Sales and General Manager of Sales Headquarters of the Company (present position)	46,832
[The reason for nominating as a candidate for Director] While engaged in management as a Director since 2016, Toshikazu Morishita has performed his role and responsibility effectively as General Manager of the Sales Headquarters and Supervisor of Sales. Morishita is able to apply his wealth of experience and high level of knowledge of overall sales and foundry business. 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.			
6	 Shigeru Ishida (October 27, 1960)	Apr. 1983 Joined the Company Apr. 2008 General Manager of the Blastec Company Production Department of the Company Feb. 2016 President of Sinto Bharat Manufacturing Private Limited June 2019 Director, Supervisor of Manufacturing and General Manager of the Production Division of the Company Apr. 2021 Director, Senior Executive Officer, Supervisor of Manufacturing, General Manager of the Production Division and Manager of Toyokawa Works of the Company (present position)	8,574
[The reason for nominating as a candidate for Director] While engaged in management as a Director since 2019, Shigeru Ishida currently performs his role and responsibility effectively as General Manager of the Production Division and Supervisor of Manufacturing. Ishida is able to apply his extensive knowledge of overall production and his experience as a manager of an overseas subsidiary. 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
7	 Kenichi Nakamichi (August 8, 1965)	Apr. 1989 Joined SINTOBRATOR, LTD. Apr. 2012 Manager of Blast Division of the Company July 2014 Executive Officer, Manager of Blast Division of the Company July 2015 Managing Executive Officer, Manager of Blast Division of the Company June 2020 Director, General Manager of International Operations Headquarters of the Company Apr. 2021 Director, Senior Executive Officer, Supervisor of International Operations and General Manager of International Operations Headquarters of the Company (present position)	11,367
<p>[The reason for nominating as a candidate for Director] Kenichi Nakamichi has abundant experience in the overseas business operations, served as General Manager of Surface Treatment Division, and currently serves as the General Manager of International Operations Headquarters. Nakamichi is able to apply his extensive experience and high level of knowledge in overseas business and the surface treatment business. 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.</p>			
8	*  Hiromitsu Uchiyama (April 26, 1960)	Apr. 1983 Joined Toyota Motor Corporation Jan. 2011 General Manager of Battery and FC Production Engineering Department of Toyota Motor Corporation May 2020 Advisor of the Company July 2020 Managing Executive Officer, General Manager of Development Division of the Company Apr. 2021 Senior Executive Officer, General Manager of Development Division of the Company (present position)	-
<p>[The reason for nominating as a candidate for Director] Hiromitsu Uchiyama is able to apply his extensive practical experience and knowledge cultivated in the development of products, such as batteries, at an automobile manufacturer. 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.</p>			
9	 Masatoshi Ozawa (February 23, 1943)	Apr. 1966 Joined Daido Steel Co., Ltd. June 2004 Representative Director and President of Daido Steel Co., Ltd. June 2010 Representative Director and Chairman of Daido Steel Co., Ltd. June 2014 External Director of the Company (present position) (Significant concurrent positions outside the Company) Outside Director of Okuma Corporation	-
<p>[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 seven (7) years.</p>			

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)	Apr. 1968 Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation) June 1995 Director of Toyota Motor Co., Ltd. June 2001 Senior Managing Director of Toyota Motor Co., Ltd. June 2005 President of Aisin Seiki Co., Ltd. (Current AISIN CORPORATION) June 2015 External Director of the Company (present position)	-
<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 automobile manufacturers and automobile parts manufacturers, 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 six (6) years.</p>			
11	*  Yukako Uchinaga (July 5, 1946)	June 1971 Joined IBM Japan, Ltd. Apr. 1995 Director of IBM Japan, Ltd. Apr. 2004 Director, Senior Executive Officer in charge of Development and Manufacturing of IBM Japan, Ltd. Apr. 2007 Board Chair of Japan Women's Innovative Network (J-Win) (present position) Apr. 2008 Director, Vice Chairman of Benesse Corporation Representative Director, Chairman of the Board, President & CEO of Berlitz Corporation (Significant concurrent positions outside the Company) Outside Director of HOYA CORPORATION Outside Director of Teijin Limited	-
<p>[The reason for nominating as a candidate for External Director]</p> <p>As Yukako Uchinaga has extensive management experience as she has served as Director and Senior Executive Officer of IBM Japan, Ltd. and Director and Vice Chairman of Benesse Corporation, extensive knowledge in the information technology (IT) field and a deep understanding of diversity, the Company is convinced that she is capable of properly performing her duties as an External Director to contribute to the business of the Company and asks shareholders to elect her as a new External Director.</p>			

- Notes:
1. New Candidates for Directors are marked with (*).
 2. There is no special interest between the candidates and the Company.
 3. Yoshiki Ueda, Masatoshi Ozawa, Yasuhito Yamauchi and Yukako Uchinaga are candidates for External Directors.
 - Yoshiki Ueda served as Advisor to Mitsubishi Corporation Technos until June 2016. The amount of transactions between the Company and Mitsubishi Corporation Technos is less than 1% of the consolidated net sales of either company.
Furthermore, Ueda also currently serves as Advisor to Makino Milling Machine Co., Ltd., but the amount of transactions between the Company and Makino Milling Machine Co., Ltd. is less than 0.1% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Ueda's execution of duties as External Director.
 - Masatoshi Ozawa serves as Special Advisor of Daido Steel Co., Ltd. The amount of transactions between the Company and Daido Steel Co., Ltd. is less than 1% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Ozawa's execution of duties as External Director.
 - Yasuhito Yamauchi served as Advisor to Aisin Seiki Co., Ltd. (currently AISIN CORPORATION) until June 2018. The amount of transactions between the Company and AISIN CORPORATION is less than 2% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Yamauchi's execution of duties as External Director.

- Yukako Uchinaga serves as Board Chair of Japan Women's Innovative Network (J-Win), but there are no transactions between the Company and Japan Women's Innovative Network (J-Win).
Furthermore, Uchinaga also served as Director, Vice Chairman of Benesse Corporation until June 2013, but the amount of transactions between the Company and Benesse Corporation is less than 0.1% of the consolidated net sales of either company.
Furthermore, the amount of transactions between the Company and IBM Japan, Ltd., from where Uchinaga retired in 2007, is less than 0.1% of the consolidated net sales of either company.
Furthermore, the amount of transactions between the Company and HOYA CORPORATION, where Uchinaga currently serves as Outside Director, is less than 0.1% of the consolidated net sales of either company.
Furthermore, the amount of transactions between the Company and Teijin Limited, where Uchinaga currently serves as Outside Director, is less than 0.1% of the consolidated net sales of either company.
Therefore, this business relationship does not require special mention because it will not influence Uchinaga's execution of duties as External Director.
- 4. The Company has entered into limited liability agreements pursuant to Article 427, paragraph 1 of the Companies Act with Yoshiki Ueda, 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 Yoshiki Ueda, Masatoshi Ozawa and Yasuhito Yamauchi are approved, the Company intends to continue the aforesaid agreements with them. If the election of Yukako Uchinaga is approved, the Company intends to enter into the same limited liability agreement with her.
- 5. The Company has registered Yoshiki Ueda, Masatoshi Ozawa and Yasuhito Yamauchi as Independent Officers qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange. As Yukako Uchinaga satisfies the requirements for Independent Officer qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange, the Company intends to register her as Independent Officer.
- 6. The Company has entered into a directors and officers liability insurance contract as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. This insurance policy covers damages, litigation expenses, etc. to be borne by the insured. The candidates are included as the insured in this insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Director Skill Matrix

No	Name of candidate for Director	Current position in the Company	Attributes	Tenure	Expertise and experience needed as Director of the Company					Attendance at Board of Directors meetings
					Corporate management	Internationality	Sales & marketing	Development/ Technology/ Manufacturing	Personnel/ Planning/ Finance	
1	Yoshiki Ueda	Chairman	External Independent	5	○					100% (16/16)
2	Atsushi Nagai	President, Chief Executive Officer		25	○					100% (16/16)
3	Tsuneyasu Kuno	Managing Director, Senior Executive Officer		7		○		○		100% (16/16)
4	Yatsuka Taniguchi	Director, Senior Executive Officer		7					○	100% (16/16)
5	Toshikazu Morishita	Director, Senior Executive Officer		5			○			100% (16/16)
6	Shigeru Ishida	Director, Senior Executive Officer		2		○		○		94% (15/16)
7	Kenichi Nakamichi	Director, Senior Executive Officer		1		○				100% (16/16)
8	Hiroimitsu Uchiyama	Senior Executive Officer		-				○		-
9	Masatoshi Ozawa	External Director	External Independent	7	○					94% (15/16)
10	Yasuhito Yamauchi	External Director	External Independent	6	○					100% (16/16)
11	Yukako Uchinaga	-	External Independent	-	○					-