

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 5, 2018

To our shareholders:

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

NOTICE OF THE 121ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 121st Ordinary General Meeting of Shareholders of SINTOKOGIO, 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 any of the following methods. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders.

[To exercise your voting right by Paper Voting Form]

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 5:15 p.m., Thursday, June 21, 2018 (JST).

[To exercise your voting right by Online Voting]

Please enter your vote by following “Exercising Voting Rights via the Internet” (shareholders or proxies with registered addresses in Japan only), no later than 5:15 p.m., Thursday, June 21, 2018 (JST).

- 1. Date and Time:** Friday, June 22, 2018 at 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 121st Term (from April 1, 2017 to March 31, 2018), as well as the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors.
2. Non-Consolidated Financial Statements for the 121st Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

<Company’s Proposal (Proposals 1 and 2)>

- Proposal 1:** Election of ten (10) Directors
Proposal 2: Payment of bonuses to Directors

<Shareholder’s Proposal (Proposal 3)>

- Proposal 3:** Election of one (1) Director

4. To Exercise Voting Rights:

Where multiple voting by Paper Voting Form and Online Voting is detected, the vote entered by Online Voting will be considered as valid.

Where the vote by Online Voting is entered more than once, the latest vote will be considered as valid. Where multiple votes by using PC, Smartphone and mobile phone are entered, the latest vote will be considered as valid.

Reference Documents for the General Meeting of Shareholders

Proposals and Related Matters

<Company's Proposal (Proposals 1 and 2)>

Proposal 1: Election of ten (10) 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 ten (10) Directors be elected.

The candidates for Directors were decided based on recommendations by the Nomination and Remuneration Committee comprised of independent outside 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 2015 Advisor of Mitsubishi Corporation Technos June 2016 Director of the Company June 2017 Chairman of the Board (present position) (Significant concurrent positions outside the Company) Outside Director and Audit and Supervisory Committee Member of THK CO., LTD.	-
[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 two (2) years.			
2	Atsushi Nagai (September 30, 1960)	Apr. 1984 Joined the Company June 1996 Director of the Company June 2002 Senior Managing Director of the Company June 2006 President of the Company (present position) (Significant concurrent positions outside the Company) Representative Director of Heinrich Wagner Sinto Maschinenfabrik GmbH Director of Sinto America, Inc. Chairman of the Board of The NAGAI Foundation for Science & Technology	463,188
[The reason for nominating as a candidate for Director] Atsushi Nagai has been taking responsibility as a 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 a 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.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Tsuneyasu Kuno (February 3, 1957)	Apr. 1980	Joined the Company	30,545
		July 2006	Executive Officer of the Company	
		June 2014	Director of the Company	
		June 2015	Managing Director of the Company (present position)	
		[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2014, Tsuneyasu Kuno has performed his role and responsibility as a Director effectively. Kuno also is able to apply his knowledge of production and sales as he has experience 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. 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.		
4	Masaaki Hibi (December 23, 1955)	Jan. 2008	Joined the Company	5,022
		Apr. 2011	General Manager of Accounting and Finance of the Company	
		July 2016	Executive Officer and General Manager of Accounting and Finance of the Company	
		June 2017	Director and General Manager of Accounting and Finance of the Company (present position)	
		[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2017, Masaaki Hibi has performed his role and responsibility as a Director effectively. Hibi is able to apply his high-level of knowledge in finance and accounting as he has extensive knowledge and experience gained while working in Accounting and Finance. 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.		
5	Yatsuka Taniguchi (December 10, 1956)	July 2007	Joined SINTOBRATOR, LTD.	13,278
		Apr. 2009	Executive Officer of the Company	
		June 2014	Director, Supervisor of General Administration, General Manager of Human Resources Department of the Company (present position)	
		[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2014, Yatsuka Taniguchi has performed his role and responsibility as a Director effectively. Taniguchi also is able to apply his knowledge of overall General Administration as he is currently General Manager of Human Resources Department and Supervisor of 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.		
6	Toshikazu Morishita (June 22, 1958)	Apr. 1982	Joined the Company	38,677
		July 2006	Executive Officer of the Company	
		June 2016	Director, Supervisor of Sales and General Manager of Sales Headquarters (present position)	
		[The reason for nominating as a candidate for Director] While engaged in management as a Director since June 2016, Toshikazu Morishita has performed his role and responsibility as a Director effectively. Morishita also is able to apply his wealth of experience and high-level knowledge of overall Sales as he is currently General Manager of the Sales Headquarters and Supervisor of Sales. 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	Masaharu Hashizume (October 26, 1952)	Apr. 1975	Joined the Company	23,919
		July 2006	Executive Officer of the Company	
June 2016				
Director of the Company (present position)				
[The reason for nominating as a candidate for Director]				
While engaged in management as a Director since June 2016, Masaharu Hashizume has performed his role and responsibility as a Director effectively. Hashizume also is able to apply his extensive knowledge of the overall foundry business as the current General Manager of the Development Division and the Engineering Division and Supervisor of Technology, and his experience as the manager of a 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.				
8	Tsuyoshi Goto (February 25, 1957)	Apr. 1980	Joined the Company	7,704
		July 2015	Executive Officer of the Company	
June 2016				
Director of the Company (present position)				
[The reason for nominating as a candidate for Director]				
While engaged in management as a Director since June 2016, Tsuyoshi Goto has performed his role and responsibility as a Director effectively. Goto also is able to apply his wealth of experience and knowledge in the area of production as the current General Manager of the Production Division. 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.				
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				
Director of the Company (present position)				
June 2015				
Consultant of Daido Steel Co., Ltd. (present position)				
(Significant concurrent positions outside the Company)				
Outside Director of Okuma Corporation				
[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 four (4) years.				
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.				
June 2011				
Executive advisor of Aisin Seiki Co., Ltd.				
June 2015				
Advisor of Aisin Seiki Co., Ltd. (present position)				
June 2015				
Director of the Company (present position)				
[The reason for nominating as a candidate for External Director]				
As Yasuhito Yamauchi has extensive business experience and knowledge of manufacturing as a manager of automobile 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.				
Yamauchi has been in the position of External Director of the Company for three (3) years.				

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yoshiki Ueda, Masatoshi Ozawa and Yasuhito Yamauchi 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. Therefore, this business relationship does not require special mention because it will not influence Yoshiki Ueda's execution of duties as External Director.

Masatoshi Ozawa serves as Consultant 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 Masatoshi Ozawa's execution of duties as External Director.

Yasuhito Yamauchi serves as Advisor to Aisin Seiki Co., Ltd. The amount of transactions between the Company and Aisin Seiki Co., Ltd. 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 Yasuhito Yamauchi's execution of duties as External Director.

3. 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.
4. 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.

Proposal 2: Payment of bonuses to Directors

With consideration to the profit level of FY2018, the bonuses paid to Directors in the past, and other various reasons, a total of ¥55 million will be paid to eight (8) Directors (excludes the three (3) External Directors) who are in office at the end of FY2018.

The amount paid to each Director will be determined by the resolutions of a meeting of the Board of Directors.

<Shareholder's Proposal (Proposal 3)>

Proposal 3 is submitted by a shareholder.

The number of voting rights held by the shareholder who submitted this proposal (proposing shareholder) is 320.

Proposal 3: Election of one (1) Director

The shareholder seeks the election of the following person as a Director.

Name of the Candidate: Norimitsu Hataji

Note by the Company 1. The reasons for the proposal by the proposing shareholder is not presented as it is deemed that the sole purpose of making the proposal is to harm the reputation of or insult a person.

Note by the Company 2. Norimitsu Hataji, the candidate, has been an employee of the Company for 43 years. He has refused to assume the position of a Director and has submitted to the Company, in writing, that he has requested the revocation of this proposal to the proposing shareholder.

Opinion of the Board of Directors on Proposal 3

The Board of Directors opposes this proposal.

The reason for this proposal by the proposing shareholder is deemed unjust. In addition, it is not required to elect as Director a candidate proposed by a shareholder, and thus the Board of Directors opposes this proposal.