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(Securities Code: 6339)

June 4, 2019

To our shareholders:

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

NOTICE OF THE 122ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 122nd 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 in writing (postal mail) or via the Internet. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders by Thursday, June 20, 2019 at 5:15 p.m. (JST).

- 1. Date and Time:** Friday, June 21, 2019, 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 122nd Term (from April 1, 2018 to March 31, 2019), 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 122nd Term (from April 1, 2018 to March 31, 2019)

Items to be resolved:

- Proposal 1:** Election of eleven (11) Directors
Proposal 2: Election of four (4) Auditors
Proposal 3: Payment of bonuses to 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.

Reference Documents for the General Meeting of Shareholders



Proposals and Related Matters




Proposal 1: Election of eleven (11) Directors




At the end of this Ordinary General Meeting of Shareholders, the term of office of all ten (10) Directors will expire. In order to strengthen management system, the Company wishes to increase the number of Directors by one (1) person. 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 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. Representative Director and Vice President of Makino Milling Machine 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 three (3) 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	476,852
[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.			

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 Sept. 1996 President of Thai Sintokogio Co., Ltd. July 2006 Executive Officer, General 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. 2019 Managing Director, Assistant to President, General Manager of Castec Company and Representative of Overseas Foundry Sales (present position)	34,208
		[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.	
4	 Masaaki Hibi (December 23, 1955)	Jan. 2008 Joined the Company 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 June 2018 Managing Director, Assistant to President and General Manager of Accounting and Finance of the Company Apr. 2019 Managing Director, Assistant to President and General Manager of Accounting and Finance of the Company (present position)	8,334
		[The reason for nominating as a candidate for Director] While engaged in management as a Director since 2017, Masaaki Hibi currently performs his role and responsibility as an Assistant to President and in charge of Accounting and Finance effectively. Hibi is able to apply his high level of knowledge in accounting as he has extensive 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. Apr. 2009 Executive Officer and General Manager of Human Resources Department of the Company Apr. 2011 Executive Officer, Deputy General Manager of Administration Center and General Manager of Human Resources Department of the Company June 2014 Director, Supervisor of General Administration, General Manager of Human Resources Department of the Company (present position)	15,719
		[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 General Manager of Human Resources Department and 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.	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
6	 Toshikazu Morishita (June 22, 1958)	Apr. 1982 Joined the Company July 2006 Executive Officer, Deputy General Manager of Foundry Division of the Company Apr. 2012 Executive Officer, Deputy General Manager of Foundry Division of the Company June 2016 Director, Supervisor of Sales and General Manager of Sales Headquarters (present position)	41,119
7	 Masaharu Hashizume (October 26, 1952)	Apr. 1975 Joined the Company July 2006 Executive Officer of the Company June 2009 President of Sinto Engineering, LTD. June 2012 President of Fujiwa Denki Co, Ltd. June 2016 Director and Supervisor of Technology of the Company Apr. 2018 Director, Supervisor of Technology, General Manager of the Development and Engineering Division of the Company (present position)	26,726
8	 * Shigeru Ishida (October 27, 1960)	Apr. 1983 Joined the Company Apr. 2008 General Manager of the Blastec Company Production Department Feb. 2016 President of Sinto Bharat Manufacturing Private Limited Apr. 2019 General Manager of the Production Division (present position)	3,460

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
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 five (5) 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. 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 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. Yamauchi has been in the position of External Director of the Company for four (4) years.	
11	 * Yasumasa Karaki (September 6, 1948)	Apr. 1971 Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.) July 1999 Director of The Bank of Tokyo-Mitsubishi, Ltd. due to merger June 2003 Director of Dainippon Ink and Chemicals, Incorporated (DIC) Apr. 2008 Director of Dainippon Ink and Chemicals, Incorporated (DIC) and Representative Director and President of RENAISSANCE INCORPORATED June 2011 Representative Director of MST Insurance Service Co., Ltd. June 2011 Auditor of the Company (present position)	-
		[The reason for nominating as a candidate for External Director] As Yasumasa Karaki has extensive practical experience in the management of manufacturing and service businesses in addition to his wealth of knowledge gained in financial related operations, the Company is convinced that he is capable of properly performing his duties as a new External Director to contribute to the business of the Company and asks shareholders to elect him as a new External Director this time.	

- 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 Yasumasa Karaki 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 has also been serving as Representative Director and Vice President of Makino Milling Machine Co., Ltd. since June 2018, but the amount of transactions between the Company and Makino Milling Machine 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 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 2% 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 served as Advisor to Aisin Seiki Co., Ltd. until June 2018. 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 Yamauchi's execution of duties as External Director.
 - Yasumasa Karaki served as Director of The Bank of Tokyo-Mitsubishi, Ltd. (current MUFG Bank, Ltd.) until June 2003. The amount of loans from MUFG Bank, Ltd. to the Company Group is less than 4% of the consolidated total assets of the Company. Therefore, this business relationship does not require special mention because it will not influence Hasegawa'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 Yasumasa Karaki is approved, the Company intends to enter into the same limited liability agreement with him.
 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 Yasumasa Karaki satisfies the requirements for Independent Officer qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange, the Company intends to register him as Independent Officer.

Proposal 2: Election of four (4) Auditors

At the end of this Ordinary General Meeting of Shareholders, the term of office of all four (4) Auditors will expire. Therefore, the Company proposes that four (4) Auditors be elected.

The candidates for Auditors were decided based on recommendations by the Nomination and Compensation Committee comprised of independent outside officers. The Board of Auditors has given its consent to this proposal. The candidates for Auditors are as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	 * Tsuyoshi Goto (February 25, 1957)	Apr. 1980 Joined the Company July 2015 Executive Officer, General Manager of Production Center of the Company June 2016 Director, General Manager of Production Center of the Company Apr. 2019 Director, Supervisor of Manufacturing, General Manager of the Production Division of the Company (present position)	10,204
2	 * Yuji Okubo (October 30, 1953)	Apr. 1976 Joined the Company Apr. 1999 Manager of the Overseas Business Group Oct. 2009 General Manager of the Administration Department July 2015 Executive Officer in charge of Accounting and Finance of the Company July 2018 Senior Advisor of the Company (present position)	10,020
3	 Toshiro Kojima (April 5, 1953)	Apr. 1977 Joined Hitachi, Ltd. July 2000 Head of the Risk Management Department of Hitachi, Ltd. July 2015 Executive Officer of Kyodo News Digital Co., Ltd., Director of Risk Control Research Institute (present position) June 2016 Auditor of the Company (present position) (Significant concurrent positions outside the Company) Executive Officer of Kyodo News Digital Co., Ltd.,	-

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	 * Kazuhiko Hasegawa (June 5, 1952)	Apr. 1975 Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.) June 2005 Corporate Auditor of The Bank of Tokyo- Mitsubishi, Ltd. due to merger Jan. 2006 Corporate Auditor of The Bank of Tokyo- Mitsubishi UFJ, Ltd. due to merger June 2008 Corporate Auditor of Mitsubishi Estate Co., Ltd. July 2016 Executive Director of The Kitasato Institute	-
[The reason for nominating as a candidate for External Auditor] As the Company is convinced that Kazuhiko Hasegawa is capable of contributing his extensive experience related to the management of listed companies and incorporated educational institutes, such as Corporate Auditor, in addition to his broad knowledge gained in financial related operations, to objectively supervise the execution of duties by directors, the Company asks shareholders to elect him as a new External Auditor this time.			

- Notes:
1. New Candidate for Auditor is marked with (*).
 2. There is no special interest between the candidates and the Company.
 3. Toshiro Kojima and Kazuhiko Hasegawa are candidates for External Auditor.
 - Toshiro Kojima served at Hitachi, Ltd. until July 2014. The amount of transactions between the Company and Hitachi, Ltd. accounts for 0% of the consolidated net sales of either company. Therefore, this business relationship does not require special mention because it will not influence Kojima's execution of duties as External Auditor.
 - Kazuhiko Hasegawa served as an officer involved with the execution of business of The Bank of Tokyo-Mitsubishi, Ltd. (current MUFG Bank, Ltd.) until June 2005. The amount of loans from MUFG Bank, Ltd. to the Company Group is less than 4% of the consolidated total assets of the Company. Therefore, this business relationship does not require special mention because it will not influence Hasegawa's execution of duties as External Director.
 4. The Company has entered into a limited liability agreement pursuant to Article 427, paragraph 1 of the Companies Act with Toshiro Kojima. Under the terms of the limited liability agreement, his liability will be limited to a minimum amount stipulated by applicable laws and regulations. If the reelection of Kojima is approved, the Company intends to continue the aforesaid agreement with him. If the election of Kazuhiko Hasegawa is approved, the Company intends to enter into the same limited liability agreement with him.
 5. The Company has registered Toshiro Kojima as Independent Officer qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange. As Kazuhiko Hasegawa satisfies the requirements for Independent Officer qualified under the regulations of the Tokyo Stock Exchange and Nagoya Stock Exchange, the Company intends to register him as Independent Officer.

Proposal 3: 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 seven (7) 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.