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(Securities Code: 6787)

June 12, 2017

## To Shareholders with Voting Rights:

Yuichiro Naya President & CEO Meiko Electronics Co., Ltd. 5-14-15, Ogami, Ayase City, Kanagawa Prefecture, Japan

## NOTICE OF THE 42ND ANNUAL SHAREHOLDERS' MEETING

Dear Shareholders,

You are cordially invited to attend the 42nd Annual Shareholders' Meeting of Meiko Electronics Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please read the Reference Documents for the Annual Shareholders' Meeting (described hereinafter), indicate your approval or disapproval of the proposal on the enclosed Voting Rights Exercise Form, and return it by 5:20 p.m. on Monday, June 26, 2017 (JST).

**1. Date and Time:** Tuesday, June 27, 2017 at 10:00 a.m. (JST)

**2. Place:** 3rd Floor "La Rosa," Okura Frontier Hotel Ebina 2-9-50, Chuo, Ebina City, Kanagawa Prefecture, Japan

3. Meeting Agenda:

Matters to be reported: The 42nd Fiscal Year (from April 1, 2016 to March 31, 2017)

- 1. The Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- 2. Non-consolidated Financial Statements

#### Proposals to be resolved:

**Proposal No. 1:** Election of Seven (7) Directors

**Proposal No. 2:** Provision of Retirement Allowance to a Retiring Director

1. If attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on arrival

1) The section on "A system for ensuring proper operations and the status of operations" in the Business Report, 2) Notes to the Consolidated Financial Statements, and 3) Notes to the Non-consolidated Financial Statements.

It should be noted that the above 1) to 3) sections were included in the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, that were subject to audit by the Audit & Supervisory Board members in preparation of the audit report, and the above 2) and 3) sections were

<sup>2.</sup> The Company has posted the following documents on the Company's website noted below, in accordance with the laws and regulations and the provisions of Article 15 of the Articles of Incorporation, and are therefore not included in this Notice of the Annual Shareholders' Meeting:

- included in the Consolidated Financial Statements and Non-consolidated Financial Statements, that were subject to audits by the Accounting Auditor, in preparation of the audit report.
- 3. When a situation arises where revisions need to be made to the Reference Documents for the Annual Shareholders' Meeting, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, such revisions shall be posted on the Company's website.

<The Company's website> http://www.meiko-elec.com/ir/stock/meeting.html

# Reference Documents for the Annual Shareholders' Meeting

# **Proposals and References**

## **Proposal No. 1:** Election of Seven (7) Directors

The terms of office of all the seven (7) Directors will expire at the conclusion of this Annual Shareholders' Meeting. Consequently, it is proposed that seven (7) Directors be elected.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company and significant concurrent position(s)	Number of common shares of the Company held (Thousands of shares)
1	Reappointment Yuichiro Naya (December 9, 1943)	November 1975 Established the Company Representative Director and President March 1982 Meiko Tech Co., Ltd. Representative Director and President March 1997 Yamagata Meiko Electronics Co., Ltd. Representative Director and President December 1998 Meiko Electronics (Guangzhou Nansha) Co., Ltd. Board President July 2005 Meiko Electronics (Wuhan) Co., Ltd. Board President June 2006 President & CEO of the Company (current position) [Significant concurrent positions] Director, Meiko Elec. Hong Kong. Co., Ltd. Chairman of the Board, Meiko Electronics Thang Long Co., Ltd.	4,702
2	Reappointment Takahide Hirayama (October 6, 1944)	January 1997 April 1998 June 2000 August 2000 Director of the Company General Manager, Management Planning Office of the Company (current position)  July 2005 January 2006 Director and Managing Executive Officer of Company (current position)	pany
3	Reappointment Masakuni Shinozaki (October 19, 1952)	October 1989 Joined the Company April 2007 Executive Officer of the Company Meiko Electronics (Guangzhou Nansha) Co., Ltd. General Manager of Sales Headquarters, General Manager of Asia Sales Dept.  April 2009 Managing Executive Officer of the Company Meiko Electronics (Guangzhou Nansha) Co., Ltd. Deputy General Manager, General Manager of Sal Headquarter  May 2011 Senior Managing Executive Officer of the Company June 2011 Director and Senior Managing Executive Officer of th Company (current position)  February 2014 General Manager, Sales Headquarters of the Company (current position)	e

No.	Name (Date of birth)		nmary, positions and responsibilities at the Company and significant concurrent position(s)	Number of common shares of the Company held (Thousands of shares)
4	New Appointment Takahiro Matsuda (May 29, 1958)	Representative 1 Ltd.	Joined the Company Executive Officer of the Company Plant Manager, Meiko Electronics (Wuhan) Co., Ltd. Meiko Electronics (Wuhan) Co., Ltd. Director and General Manager Senior Executive Officer of the Company General Manager, Quality Assurance Headquarters of the Company (current position) Managing Executive Officer of the Company (current position) General Manager, General Affairs Headquarters of the Company (current position) Yamagata Meiko Electronics Co., Ltd. Representative Director and President (current position) current positions] Director and President, Yamagata Meiko Electronics Co.,	11
5	New Appointment  Junya Wada (March 6, 1961)	April 2016 August 2016 April 2017  [Significant cond Board President.	Joined Victor Company of Japan, Limited Retired from Victor Company of Japan, Limited Joined the Company Plant Manager, Meiko Electronics (Guangzhou Nansha) Co., Ltd. Executive Officer of the Company Meiko Electronics Vietnam Co., Ltd. General Director and Plant Manager General Manager, Quality Assurance Headquarters of the Company Senior Executive Officer of the Company Meiko Electronics (Guangzhou Nansha) Co., Ltd. Director and General Manager Managing Executive Officer of the Company (current position) Meiko Electronics (Guangzhou Nansha) Co., Ltd. Board President (current position) Meiko Electronics (Wuhan) Co., Ltd. Board President (current position) current positions] Meiko Electronics (Guangzhou Nansha) Co., Ltd. Meiko Electronics (Guangzhou Nansha) Co., Ltd.	-
6	Reappointment  Yoon Ho, Shin (August 28, 1951)	August 1989 May 1995 December 2000 March 2006 May 2006 June 2014 [Significant cond	Joined Samsung Heavy Industries Co., Ltd Transferred to SAMSUNG JAPAN CORPORATION Transferred to Samsung Electro-Mechanics Manager, Sales Team, Substrate Business Dept. Resigned from Samsung Electro-Mechanics Established Dapara Tech Co., Ltd. President (current position) Director of the Company (current position) current positions] ra Tech Co., Ltd.	-

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company and significant concurrent position(s)	Number of common shares of the Company held
7	(Date of birth)  Reappointment  Outside Director  Hajime Nakano (March 12, 1976)		Company held (Thousands of shares)
		Senior Director, REVIC Partners Co., Ltd.	

### Notes:

- 1. Of the candidates for Director, the following are those who have special interests with the Company.
  - Mr. Yoon Ho, Shin He is the President of Dapara Tech Co., Ltd. which has a business relationship with the Company.
  - Mr. Hajime Nakano He concurrently serves as Senior Director of REVIC Partners Co., Ltd. that operates the Chiiki Chukakukigyo Kasseika Fund which has an investment contract with the Company.
- 2. There are no special interests between any of the other candidates and the Company.
- 3. The number of common shares of the Company held is valid as of March 31, 2017 and includes the number of common shares of the Company held by the officer's shareholding association of the Company. Of the common shares of the Company held by Mr. Takahiro Matsuda, five thousand (5,000) shares are held by the employee shareholding association of the Company. If Proposal No. 1 is approved and he assumes office as Director, pursuant to the regulations of the Company's employee shareholding association, all procedures for a withdrawal from the employee shareholding association will be taken.
- 4. Mr. Hajime Nakano is a candidate for Outside Director.
- 5. Special notes related to the candidate for Outside Director are as follows:
  - (1) Reasons for appointing as candidate for Outside Director
    The Company proposes the election of Mr. Hajime Nakano as an Outside Director in the belief
    that he will reflect his expertise in finance and accounting areas into the management and
    supervision of the Company based on his abundant experience and broad knowledge in

- corporate management as a certified public accountant.
- (2) Period of service of Outside Director of the Company since initial appointment The period of service of Mr. Hajime Nakano as Outside Director will be one (1) year and three (3) months at the conclusion of this Annual Shareholders' Meeting.
- 6. Outline of liability limitation agreement

The Company has entered into a liability limitation agreement with each Mr. Yoon Ho, Shin and Mr. Hajime Nakano that limits their liability as stipulated by Article 423, Paragraph 1 of the Companies Act in accordance with Article 427, Paragraph 1 of the said Act and with the provisions of the Articles of Incorporation of the Company. If their election is approved, the company will continue the said liability limitation agreement with each of them. Under the agreement, their liability for damages as stipulated by Article 423, Paragraph 1 of the said Act shall be limited to five million yen (¥5,000,000) or an amount stipulated by laws and regulations, whichever is higher.

### Proposal No. 2: Provision of Retirement Allowance to a Retiring Director

Director, Mr. Seiichi Naya, will retire due to expiration of his term of office at the conclusion of this year's Annual Shareholders' Meeting. Accordingly, in order to reward him for his contribution to the Company during his term, the Company proposes to provide a retirement allowance within the range pursuant to the internal rules of the Company. The Company will leave the details regarding the specific amount, the time and the method of provision to the Board of Directors to decide.

As a part of management reforms, the Company has discontinued the system for retirement allowance for Officers based on the resolution of the Board of Directors meeting held on June 23, 2003 and not increased any reserve for the Officers' retirement allowance since then. Therefore the retirement allowance proposed to be provided is for the period from which Mr. Seiichi Naya assumed office as Director, up until the Annual Shareholders' Meeting held on June 27, 2003.

Career summary of the retiring Director is as follows:

Name	Career summary	
Seiichi Naya	November 1982 Director of the Company December 1988 Managing Director of the Company July 2005 Director and Senior Managing Executive Officer of the Company June 2016 Director of the Company (current position)	mpany