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(Securities Code 5453)  
June 2, 2016

**To Our Shareholders:**

Hirohiko Sumida  
President  
Toyo Kohan Co., Ltd.  
2-12 Yonbancho, Chiyoda-ku,  
Tokyo, Japan

**NOTICE OF  
THE 119<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 119<sup>th</sup> Annual General Meeting of Shareholders of Toyo Kohan Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter), indicate your vote for or against each proposal in the enclosed Voting Right Exercise Form and send it back to us so that it will arrive no later than 5:35 p.m. on Thursday, June 23, 2016 Japan time.**

- 1. Date and Time:** Friday, June 24, 2016 at 10:00 a.m. Japan time
- 2. Place:** Fourth floor conference room at the Company’s Head Office, located at 2-12 Yonbancho, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:** The Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements for the Company’s 119<sup>th</sup> Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
  - Proposals to be resolved:**
    - Proposal No. 1:** Appropriation of Surplus
    - Proposal No. 2:** Election of Nine Directors
    - Proposal No. 3:** Election of Two Statutory Auditors

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

While aiming to strengthen its financial standing in preparation for future business expansion, the Company holds as a basic policy for profit distribution to provide appropriate dividends corresponding to business results.

With respect to dividends, in consideration of stability and continuity, the Company has set a standard of a consolidated dividend payout ratio of 20% or more.

Based on this basic policy, the Company proposes the following as year-end dividends for the fiscal year ended March 31, 2016:

(1) Type of dividend assets

Cash

(2) Matters concerning allotment of dividend assets and the total amount

6 yen per share of common stock of the Company

Total amount of dividends 604,476,300 yen

As an interim dividend of 5 yen per share was paid out, the annual dividend for the fiscal year ended March 31, 2016 is 11 yen per share, an increase of 1 yen compared to the previous fiscal year.

(3) Effective date of distribution of surplus

June 27, 2016

## Proposal No. 2 Election of Nine Directors

The term of office of seven incumbent Directors (Atsuo Tanaka, Hirohiko Sumida, Junichiro Yoshitake, Masafumi Miyaji, Yoshirou Hayashi, Ryo Someya and Ichio Otsuka) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of nine Directors is proposed, increased by two to further enhance management structure.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career Summary, Status and Significant Positions Concurrently Held	Number of the Company's shares owned
1	Reappointment Hirohiko Sumida (August 21, 1956)	<p>February 1991    Joined Mitsubishi Corporation</p> <p>January 2003    General Manager of Strategic IT Planning and Solution Business Unit, Living Essentials Group</p> <p>April 2008        CIO of Living Essentials Group</p> <p>February 2011    Joined the Company</p> <p>April 2011        Executive Officer, Chief and General Manager of President's office</p> <p>April 2012        Executive Officer, Chief of Strategic Planning Division and General Manager of Business Development Dept.</p> <p>June 2012        Director, Executive Officer and Chief of Strategic Planning Division and General Manager of Business Development Dept.</p> <p>April 2013        Director, Executive Officer and Chief of Strategic Planning Division</p> <p>June 2014        President (to present)</p> <p>[Significant Positions Concurrently Held] Operating Officer of Toyo Seikan Group Holdings, Ltd. Outside Director of Tekko Kaikan Co., Ltd.</p>	25,600 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Hirohiko Sumida was chosen as a candidate for Director due to possessing a wealth of experience and wide knowledge regarding management while previously serving at a trading company and at the Group, and with his leadership and determination, the Company has judged that he can conduct management and supervision toward continuous growth and medium- to long-term improvement in corporate value of the Group.</p>			

2	Reappointment Masafumi Miyaji (February 6, 1954)	April 1976	Joined the Company	99,400 shares
		June 1997	General Manager of Sales Administration Dept., Head Office	
		June 2001	General Manager of Sales Dept. No.1, Head Office	
		October 2001	General Manager of Tin Mill Products Sales Dept., Head Office	
		April 2006	Executive Officer and General Manager of Steel Sheet Sales Dept., Steel Sheet Sales Division	
		April 2007	Executive Officer, General Manager of President's office	
		April 2010	Managing Executive Officer and Chief of International Operations Division	
		June 2010	Director, Managing Executive Officer and Chief of International Operations Division	
		September 2011	Director, Managing Executive Officer, Chief of International Operations Division and General Manager of International Operations Dept.	
		April 2012	Director, Managing Executive Officer, Chief of Finance, General Affairs and Personnel Divisions	
		April 2013	Director, Managing Executive Officer, Chief of Administration Division	
		April 2014	Director, Managing Executive Officer, Chief of CSR & Risk Management and Administration Divisions	
		June 2014	Director, Managing Executive Officer, Chief of Strategic Planning, CSR & Risk Management and Administration Divisions	
		April 2015	Director, Senior Managing Executive Officer, Chief of Strategic Planning and Administration Divisions	
November 2015	Director, Senior Managing Executive Officer, Chief of Strategic Planning, Administration and Machinery Business Divisions (to present)			
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Masafumi Miyaji was chosen as a candidate for Director due to serving in important posts in a wide range of fields such as sales, administration, and strategic planning divisions at the Group, and utilizing this wealth of experience and wide knowledge regarding management, the Company has judged that he can conduct management and supervision toward continuous growth and medium- to long-term improvement in corporate value of the Group.</p>				

3	New candidate Teruyuki Tatsumi (February 20, 1953)	April 1976	Joined Sumitomo Corporation	18,400 shares
		September 2000	Assistant to General Manager, Steel Business Planning Office No.2 (Tokyo) of Sumitomo Corporation, seconded to Fiber Coat Co., Ltd. as President and Representative Director	
April 2006	Joined the Company			
January 2008	General Manager of Steel Sheet Sales Dept. No.2, Steel Sheet Sales Division			
April 2008	Executive Officer and General Manager of Steel Sheet Sales Dept. No.2, Steel Sheet Sales Division			
April 2010	Managing Executive Officer and Chief of Thin Sheets Division and Building Material Division			
June 2010	Director, Managing Executive Officer and Chief of Thin Sheets and Building Material Divisions			
January 2012	President of Kohan Shoji Co., Ltd. (to present) Director			
	April 2016	Senior Managing Executive Officer (to present)		
		[Significant Positions Concurrently Held] President of Kohan Shoji Co., Ltd.		
Reasons for nomination as a candidate for Director Mr. Teruyuki Tatsumi was chosen as a candidate for Director due to his wealth of experience and wide knowledge regarding management while previously serving at a trading company and at the Group, and from the viewpoint of President at a subsidiary of the Company at which he also concurrently serves, the Company has judged that he can conduct management and supervision toward continuous growth and medium- to long-term improvement in corporate value of the Group.				
4	New candidate Toshiyuki Tanabe (January 5, 1959)	April 1981	Joined the Company	9,400 shares
		April 2005	General Manager of Electronics Materials Dept.	
December 2008	General Manager of Sheet Production Dept., Production Division			
April 2010	Councilor, Chief of Production Division and General Manager of Thin Sheets & Plating Factory			
April 2011	Councilor and General Manager of Material Purchasing & SCM Dept.			
April 2012	Executive Officer, Chief of Sales Administration Division and General Manager of Material Purchasing & SCM Dept.			
April 2013	Executive Officer and General Manager of Steel Sheets Division			
	April 2016	Managing Executive Officer and Chief of Steel Sheets Division, Sales Administration Division, and Kudamatsu Plant (to present)		
Reasons for nomination as a candidate for Director Mr. Toshiyuki Tanabe was chosen as a candidate for Director due to serving in important posts in a wide range of fields such as production, procurement, and sales divisions at the Group, and utilizing this wealth of experience and wide knowledge regarding management, the Company has judged that he can conduct management and supervision toward continuous growth and medium- to long-term improvement in corporate value of the Group.				

5	New candidate Toshinori Moriga (December 19, 1959)	April 1986	Joined Toyo Seikan Kaisha, Ltd. (currently Toyo Seikan Group Holdings, Ltd.)	7,500 shares
		June 2007	Dispatched to Corporate R&D of Toyo Seikan Group (same rank as General Manager of the company)	
		June 2009	Deputy Chief of R&D Center of the Company	
		April 2010	Chief of R&D Center and General Manager of Research Dept.	
		April 2011	Chief of Technology Development Division, Chief of R&D Center and General Manager of Research Dept.	
		April 2013	Executive Officer, Chief of Technology Development Division and Chief of R&D Center	
		April 2014	Executive Officer, General Manager of Electronics Materials Division, Chief of Technology Development Division, General Manager of New Business Development and Chief of R&D Center	
		April 2016	Managing Executive Officer, General Manager of Electronics Materials Division, Chief of Technology Development Division and Chief of R&D Center (to present)	
Reasons for nomination as a candidate for Director Mr. Toshinori Moriga was chosen as a candidate for Director due to serving in important posts in a wide range of fields such as the research and development division while previously serving at Toyo Seikan Kaisha, Ltd. (currently Toyo Seikan Group Holdings, Ltd.) and at the Group, and utilizing this wealth of experience and wide knowledge regarding management, the Company has judged that he can conduct management and supervision toward continuous growth and medium- to long-term improvement in corporate value of the Group.				
6	New candidate Kazunori Nakano (January 9, 1959)	April 1985	Joined the Company	5,200 shares
		August 2004	General Manager of Electronics Materials Dept.	
		April 2005	Seconded to Kohan Kogyo Co., Ltd.	
		January 2006	General Manager of Electronics Materials Dept.	
		April 2006	General Manager of Electronics Materials Dept., Functional Materials Division	
		April 2008	Chief of Technology Center, Functional Materials Division	
		April 2010	Councilor and Chief of Electronics Materials Division	
		January 2011	Councilor, Chief of Electronics Materials Division, General Manager of Electronics Materials Dept.	
		April 2012	Executive Officer and General Manager of Electronics Materials Division	
		April 2013	Director and Senior Managing Executive Officer of Kohan Kogyo Co., Ltd. Executive Officer and General Manager of Electronics Materials Division	
		April 2014	President of Kohan Kogyo Co., Ltd. (to present)	
		November 2015	Executive Officer and Chief of Machinery Business Division	
		April 2016	Managing Executive Officer and Chief of Machinery Business Division (to present)	
		[Significant Positions Concurrently Held] President of Kohan Kogyo Co., Ltd.		
Reasons for nomination as a candidate for Director Mr. Kazunori Nakano was chosen as a candidate for Director due to possessing a wealth of experience and wide knowledge regarding management at the Group, and from the viewpoint of President at a subsidiary of the Company at which he also concurrently serves, the Company has judged that he can conduct management and supervision toward continuous growth and medium- to long-term improvement in corporate value of the Group.				

7	Reappointment Yoshirou Hayashi (July 2, 1948)	April 1974 June 2003 June 2006 June 2010 June 2014	Joined Toyota Motor Co., Ltd. Full-time Audit & Supervisory Board Member, TOYOTA MOTOR CORPORATION President, Panasonic EV Energy Co., Ltd President, Primearth EV Energy Co., Ltd. Part-time Advisor, Primearth EV Energy Co., Ltd. (to present) Outside Audit & Supervisory Board Member, TOYODA GOSEI CO., LTD. (to present) Outside Director of the Company (to present)	0 shares
		June 2015  [Significant Positions Concurrently Held] Outside Audit & Supervisory Board Member, TOYODA GOSEI CO., LTD. Outside Audit & Supervisory Board Member, TOKYO SEIMITSU CO., LTD.	Outside Audit & Supervisory Board Member, TOKYO SEIMITSU CO., LTD. (to present)	
Reasons for nomination as a candidate for Outside Director Mr. Yoshirou Hayashi was chosen as a candidate for Outside Director due to a wealth of experience and advanced insights as a manager of another business company, and the Company has judged that he can supervise management and provide recommendations on overall management of the Company from the viewpoint of not being bound by traditional frameworks.				
8	Reappointment Ryo Someya (June 3, 1948)	April 1971 April 2002 April 2006 June 2006 June 2013 June 2014	Joined Sumitomo Metal Industries, Ltd. Managing Executive Officer, Sumitomo Metal Industries, Ltd. Advisor, Chuo Denki Kogyo Co., Ltd. President, Chuo Denki Kogyo Co., Ltd. Director and Counselor, Chuo Denki Kogyo Co., Ltd. Counselor, Chuo Denki Kogyo Co., Ltd. Outside Auditor Outside Director (to present)	0 shares
		June 2015	Outside Director (to present)	
Reasons for nomination as a candidate for Outside Director Mr. Ryo Someya was chosen as a candidate for Outside Director due to a wealth of experience and advanced insights as a manager of business company, and the Company has judged that he can supervise management and provide recommendations on overall management of the Company from the viewpoint of not being bound by traditional frameworks.				

9	New candidate Norimasa Maida (March 3, 1954)	October 1990	Joined the Company	7,000 shares
		August 2002	General Manager of Research Dept., R&D Center	
March 2006	Chief of R&D Center			
April 2006	Chief of R&D Center, Technology Development & Environment Division			
April 2008	Executive Officer and General Manager of Technology Development Dept., Technology Development Division			
April 2010	Executive Officer, Chief of Chemical Products Division and General Manager Film Production Planning Dept.			
April 2012	Operating Officer in charge of Group Development Strategy, Toyo Seikan Kaisha, Ltd. (currently Toyo Seikan Group Holdings, Ltd.)			
April 2013	Executive Officer in charge of Technology & Business Development, Toyo Seikan Group Holdings, Ltd.			
April 2015	Executive Officer and Chief Technology Officer, Toyo Seikan Group Holdings, Ltd.			
June 2015	Director, Executive Officer and Chief Technology Officer, Toyo Seikan Group Holdings, Ltd.			
April 2016	Director, Senior Executive Officer and Chief Technology Officer, Toyo Seikan Group Holdings, Ltd. (to present)			
		[Significant Positions Concurrently Held] Director, Senior Executive Officer and Chief Technology Officer, Toyo Seikan Group Holdings, Ltd. Outside Director, Tokan Material Technology Co., Ltd.		
Reasons for nomination as a candidate for Director Mr. Norimasa Maida was chosen as a candidate for Director for his wealth of experience as a manager at the parent company and wide knowledge regarding management, while also being well-versed in the business of the Group from previous service as a business executor at the Company, and the Company has judged that he can supervise management and provide recommendations on overall management of the Company.				

(Notes) 1. No conflict of interest exists between each candidate and the Company as described below.

2. The current positions and responsibilities of Mr. Norimasa Maida as well as those within the past five years as a business executor at Toyo Seikan Group Holdings, Ltd., the parent company of the Company, are as stated in "Past experience, positions, and responsibilities."
3. Liability limitation agreements  
The Company has concluded limited liability agreement with Messrs. Yoshirou Hayashi and Ryo Someya that limits their liability for damages, as set forth in Article 427, Paragraph 1 of the Companies Act, to the greater of 10 million yen or the amount set forth by laws and regulations. The aforementioned agreements will be renewed if their appointment is approved at the General Meeting of Shareholders.
4. Messrs. Yoshirou Hayashi and Ryo Someya are candidates for Outside Director.  
If they are both elected as Outside Directors, the Company intends to designate them as independent officers prescribed by the Tokyo Stock Exchange and make notification to that effect, having determined that they are highly independent and have no risk of conflict of interest with ordinary investors.
5. Number of years since each candidate was appointed as an Outside Director
  - Mr. Yoshirou Hayashi is currently an Outside Director of the Company, and his tenure as Outside Director will be two years as of the conclusion of this General Meeting of Shareholders.
  - Mr. Ryo Someya is currently an Outside Director of the Company, and his tenure as Outside Director will be one year as of the conclusion of this General Meeting of Shareholders. In addition, he had been an Outside Auditor of the Company.



### Proposal No. 3 Election of Two Statutory Auditors

The term of office of Statutory Auditors Mitsuharu Miyamoto and Kunio Okawa will expire at the conclusion of this General Meeting of Shareholders. Accordingly, election of two Statutory Auditors is proposed.

The candidates for Statutory Auditors are as follows.

The consent of the Board of Statutory Auditors has been obtained for this Proposal.

No.	Name (Date of birth)	Career Summary, Status and Significant Positions Concurrently Held	Number of the Company's shares owned
1	New candidate Shoichi Ikuta (June 12, 1952)	<p>April 1976      Joined the Ministry of International Trade and Industry June 1992      Director of Mine Damage Restoration Division, Coal Division Agency for Natural Resources and Energy May 1993      Director of Commerce, Industry and Labor Department, Saga Prefecture May 1996      Director of Textile Products Division, Consumer Goods Industries Bureau June 1997      Director of Paper and Printing Industry Division, Consumer Goods Industries Bureau June 1999      President of Indonesia Jakarta Center, Japan External Trade Organization July 2001      Deputy Director-General of Trade Policy Bureau July 2002      Director of Japan Information Technology Engineers Examination Center June 2005      Managing Director of SHIBUSHI OIL STORAGE COMPANY, LTD. April 2007      Advisor of Marubeni Corporation April 2008      Executive Officer of Marubeni Corporation April 2013      Advisor of Marubeni Corporation July 2013      Executive Managing Director of Japan-China Economic Association (to present)</p>	0 shares
<p>Reasons for nomination as a candidate for Outside Statutory Auditor Mr. Shoichi Ikuta was chosen as a candidate for Outside Statutory Auditor due to serving in important posts at ministries and private companies, etc., and the Company has judged that it can utilize his wealth of experience and advanced insights in strengthening the audit structure of the Company.</p>			
2	Reappointment Kunio Okawa (December 29, 1955)	<p>April 1978      Joined Toyo Seikan Kaisha, Ltd. (currently Toyo Seikan Group Holdings, Ltd.) June 2004      Head of Accounting Department, Corporate Administration Division, Toyo Seikan Kaisha, Ltd. June 2008      Standing Statutory Auditor, Toyo Seikan Kaisha, Ltd. (to present) Outside Statutory Auditor, the Company (to present)</p> <p>[Significant Positions Concurrently Held] Standing Auditor, Toyo Seikan Group Holdings, Ltd. Corporate Auditor, Toyo Seikan Co., Ltd. Corporate Auditor, Toyo Aerosol Industry Co., Ltd. Corporate Auditor, Tokan Material Technology Co., Ltd. Auditor, Toyo Institute of Food Technology</p>	8,000 shares
<p>Reasons for nomination as a candidate for Statutory Auditor Mr. Kunio Okawa was chosen as a candidate for Statutory Auditor due to having served for many years in accounting operations at Toyo Seikan Kaisha, Ltd. (currently Toyo Seikan Group Holdings, Ltd.), and the Company has judged that it can utilize his wealth of experience and insights in strengthening the Corporate Auditor structure of the Company.</p>			

- (Notes)
1. No conflict of interest exists between each candidate and the Company.
  2. Mr. Shoichi Ikuta will retire from the Executive Managing Director of Japan-China Economic Association in June 2016.
  3. Liability limitation agreements

If the appointment of Mr. Shoichi Ikuta is approved, the Company will conclude a limited liability agreement with him that limits his liability for damages, as set forth in Article 427, Paragraph 1 of the Companies Act, to the greater of 10 million yen or the amount set forth by laws and regulations.

4. Mr. Shoichi Ikuta is a candidate for an Outside Statutory Auditor.  
If he is elected as an Outside Statutory Auditor, the Company intends to designate him as an independent officer prescribed by the Tokyo Stock Exchange and make notification to that effect, having determined that he is highly independent and has no risk of conflict of interest with ordinary investors.