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Securities code: 6915
March 10, 2017

To Shareholders with Voting Rights:

Mitsuaki Koike
President
CHIYODA INTEGRE CO., LTD.
4-5 Akashi-cho, Chuo-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF
THE 61ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 61st Ordinary General Meeting of Shareholders of CHIYODA INTEGRE 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 attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, March 28, 2017, Japan time.

- 1. Date and Time:** Wednesday, March 29, 2017 at 10:00 a.m. Japan time
(The date differs from the date corresponding to that of the previous ordinary general meeting of shareholders due to the change in fiscal year-end.)
- 2. Place:** Hall 'PRIMAVERA,' 4th floor of Dai-Ichi Hotel Tokyo located at
1-2-6 Shimbashi, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the Company's 61st Fiscal Year (September 1, 2015 - December 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 61st Fiscal Year (September 1, 2015 - December 31, 2016)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Ten (10) Directors
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

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- Ⓞ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception. Please bring this Notice with you to save resources.
 - Ⓞ Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, they will be posted on the Company's website (<http://www.chiyoda-i.co.jp/>).
 - Ⓞ Please be advised that souvenirs are not prepared for attending shareholders.
 - Ⓞ Among all the documents to be attached to this Notice, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (<http://www.chiyoda-i.co.jp/>) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation. Therefore, the Appendix of this Notice comprises a portion of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited when the Accounting Auditor prepared the Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers profit returns to shareholders an important management task and makes it a basic policy to aim for a dividend payout ratio of 35% or more for the three (3) years from the fiscal year ended December 31, 2016 to the fiscal year ending December 31, 2018.

Based on the above policy, the Company proposes the year-end dividend for this fiscal year to be ¥90 per share as follows, which will render the dividend payout ratio to be 35.6%.

- (1) Type of dividend property:
Cash
- (2) Matters regarding the allocation of dividend property to shareholders and the total amount thereof:
¥90 per share of common stock of the Company
Total amount: ¥1,172,007,720
- (2) Effective date of distribution of surplus:
March 30, 2017

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) The Company proposes to change the maximum number of Directors from nine (9) to eleven (11) for the purpose of adapting to changes in the business environment surrounding the Company as well as reinforcement of the functions of the Board of Directors through means such as increasing the number of Outside Directors. (Article 18 of the Articles of Incorporation)
- (2) In order to avoid any inconveniences caused by the annual election of substitute Audit & Supervisory Board Members, the effective term for the resolution of the election is to be amended to two (2) years. (Article 32 of the Articles of Incorporation)

2. Description of the amendment

Description of the amendment is as follows.

(Amended parts are underlined.)

Current	Proposed amendment
(Number of Directors) Article 18. The number of Directors of the Company shall not exceed <u>nine (9)</u> . (Term of Office of Audit & Supervisory Board Members) Article 32. (Omitted) 2. (Omitted) (Newly added)	(Number of Directors) Article 18. The number of Directors of the Company shall not exceed <u>eleven (11)</u> . (Term of Office of Audit & Supervisory Board Members) Article 32. (Unchanged) 2. (Unchanged) <u>3. The effective terms for the resolution of the election of a substitute Audit & Supervisory Board Member pursuant to Article 329, Paragraph 3 of the Companies Act shall expire at the beginning of the ordinary general meeting of shareholders held with respect to the last fiscal year ending within two (2) years from his/her election.</u> <u>4. When the substitute Audit & Supervisory Board Member mentioned above assumes office as an Audit & Supervisory Board Member,</u>
(Newly added)	

Current	Proposed amendment
	<u>the term of office shall expire at the same time as the resigned Audit & Supervisory Board Member.</u> <u>However, this shall not exceed the time of conclusion of the ordinary general meeting of shareholders held respect to the last fiscal year ending within four (4) years from his/her election.</u>

Proposal 3: Election of Ten (10) Directors

The terms of office of all the eight (8) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of ten (10) Directors upon increasing the maximum number of Directors by two (2) for the purpose of enhancement of future business expansion and the governance structure.

The effectuation of this proposal is subject to the approval of Proposal 2: Partial Amendments to the Articles of Incorporation.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Mitsuaki Koike (January 5, 1951)	March 1969 Joined the Company September 1982 CHIYODA FELT CO. (S) PTE. LTD. (presently CHIYODA INTEGRE CO. (S) PTE. LTD.) September 1990 President, CHIYODA FELT CO. (S) PTE. LTD. November 1999 Director, the Company November 2001 Managing Director November 2002 President (to present)	93,051 Shares
2	Akira Sato (April 2, 1956)	March 1975 Joined the Company March 2001 President, CHIYODA INTEGRE CO. (S) PTE. LTD. September 2008 General Manager, Overseas Department, the Company (to present) November 2008 Director November 2010 General Manager, Overseas Business (to present) November 2011 Managing Director November 2013 Senior Managing Director (to present)	31,280
3	Takumi Murasawa (July 21, 1960)	March 1983 Joined the Company September 2005 General Manager, Japan Business (to present) November 2006 Director September 2010 General Manager, Development Center (to present) September 2011 General Manager, Tokyo Branch November 2011 Managing Director (to present) September 2012 General Manger, Kanto Branch	10,000
4	Hiroyasu Kanabe (April 23, 1960)	March 1984 Joined the Company March 2002 General Manager, Toyohashi Branch April 2009 General Manager, Tokyo Branch September 2011 Chairman, CHIYODA INTEGRE (SUZHOU) CO., LTD. January 2012 Area Manager, North China Area, Chairman of Local Subsidiaries, North China Area, the Company November 2012 Director (to present) In charge of China Business (to present)	10,600
5	Hiroyuki Kato (September 14, 1960)	March 1983 Joined the Company September 2003 General Manager, Osaka Branch September 2012 General Manager, Sales Department September 2013 General Manager, Kanto Branch (to present) November 2014 Director (to present)	6,020

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

To prepare for cases where the number of Audit & Supervisory Board Members falls below the number required by laws and regulations of three (3), the Company proposes the election of one (1) substitute Audit & Supervisory Board Member in advance.

The effect of the prior election in this proposal expires at the conclusion of the ordinary general meeting of shareholders to be held in two (2) years' time subject to the approval of Proposal 2: Partial Amendments to the Articles of Incorporation.

Consent has been obtained from the Audit & Supervisory Board regarding the submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Takanori Iitsuka (January 13, 1975)	December 2001 Registered as judicial scrivener February 2002 Partner, Harada Judicial Scrivener Office February 2006 Established Iitsuka & Matsuda Judicial Scrivener Office March 2007 Established Judicial Scrivener Corporation Iitsuka & Matsuda Office (presently Judicial Scrivener Corporation Iitsuka Legal Partners), Representative Partner (to present) August 2007 Audit & Supervisory Board Member, I Knowledge Inc. (to present)	Shares —

(Notes)

1. There are no special interests between the candidate for substitute Audit & Supervisory Board Member and the Company.
2. In case Mr. Takanori Iitsuka assumes office as an Outside Audit & Supervisory Board Member, the Company will enter into an agreement with him to limit his liability pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
3. Mr. Takanori Iitsuka is a candidate for External Audit & Supervisory Board Member. He satisfies the requirements for independent directors prescribed by the Tokyo Stock Exchange.
4. Although Mr. Takanori Iitsuka has not been directly involved in corporate management in the past, he possesses knowledge and operational experience in corporate legal affairs as a Representative Partner at a judicial scrivener corporation. In the expectation that he is capable of appropriately conducting auditing operations drawing on his expertise, the Company proposes his election as a substitute Outside Audit & Supervisory Board Member.