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(Stock Exchange Code 8061)
June 6, 2017

To Shareholders with Voting Rights:

Kazutaka Komoda
President and Chief Executive Officer
Seika Corporation
3-3-1 Marunouchi, Chiyoda-ku, Tokyo

**NOTICE OF
THE 94TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 94th Annual General Meeting of Shareholders of Seika Corporation (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. In such case, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Monday, June 26, 2017, Japan time.

1. Date and Time: Tuesday, June 27, 2017 at 10:00 a.m. Japan time

2. Place: LEVEL XXI Tokyo Kaikan Star Room at Urbannet Otemachi Building 21F
located at
2-2-2 Otemachi, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 94th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 94th Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Reverse Share Split
Proposal 3: Election of seven (7) Directors
Proposal 4: Election of one (1) Substitute Auditor

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk without removing from this notice.
 - ◎ Any amendments to the Reference Documents for the General Meeting of Shareholders or the attached documents will be posted on the Company's website (<http://www.seika.com>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers the return of profits to shareholders one of the most important management issues, and has a basic policy of paying a stable dividend.

While strengthening business foundations through efficient business operations across both an operational and financial perspective, and flexibly responding to funding needs for new business development, etc., the Company targets a consolidated dividend payout ratio of 35%.

In accordance with this policy, the Company proposes a year-end dividend for the fiscal year ended March 31, 2017 of 11 yen per share.

- (1) Matters related to allocation of dividend property to shareholders and total amount thereof
11 yen per share of the Company's common stock and total 716,931,171 yen
- (2) Effective date of dividends from surplus
June 28, 2017

Proposal 2: Reverse Share Split

1. Reasons for the proposal

The Japanese stock exchanges collectively announced the “Action Plan for Consolidating Trading Units,” which aims to standardize the trading units for common stock issued by all listed domestic corporations at one hundred (100) shares, and the deadline for transition is set as October 1, 2018.

As a corporation listed on the Tokyo Stock Exchange, the Company respects the objectives of the plan, and decided to change the number of shares per share trading unit for its stock from one thousand (1,000) shares to one hundred (100) shares with the effective date of October 1, 2017.

At the same time, in order to make the Company’s stock at the level of investment unit considered preferable by the stock exchanges (50,000 yen or more, less than 500,000 yen), the Company decided to conduct a reverse share split at a ratio of one share for every five shares.

2. Ratio of consolidation

Every five (5) shares of the Company’s common stock will be consolidated into one (1) share.

In cases where fractional shares of less than one (1) share are created through the reverse share split, all shares will be disposed of in accordance with the stipulation of the Companies Act and the Company will reimburse the proceeds therefrom to the former holders of such fractional shares in amounts proportional to the former holdings of said shareholders.

3. Effective date of reverse share split

October 1, 2017

4. Total number of authorized shares as of the effective date

37,705,800 shares

(Reference)

In the event that this Proposal is approved as originally proposed, in line with the stipulations of Article 182, Paragraph 2 and Article 195, Paragraph 1 of the Companies Act, the Articles of Incorporation of the Company will be partially amended as follows as of October 1, 2017. (Additionally, for this amendment, supplemental provisions will be established to state that it will take effect on October 1, 2017, and said supplemental provisions will be deleted as of the same date.)

Regarding the content of the amendments, a comparison with the current Articles of Incorporation is as follows.

Amended parts are underlined.

Current Articles of Incorporation	Proposed Amendments
CHAPTER II SHARES	CHAPTER II SHARES
(Total number of authorized shares)	(Total number of authorized shares)
Article 5 The total number of shares authorized to be issued by the Company shall be <u>188,529,000</u> .	Article 5 The total number of shares authorized to be issued by the Company shall be <u>37,705,800</u> .
Article 6 (Omitted)	Article 6 (Omitted)
(Number of shares constituting one trading unit)	(Number of shares constituting one trading unit)
Article 7 The number of shares in each trading unit shall be <u>1,000</u> .	Article 7 The number of shares in each trading unit shall be <u>100</u> .
Article 8 to Article 12 (Omitted)	Article 8 to Article 12 (Omitted)
(Newly established)	<u>Supplemental Provisions</u> <u>Amendments to Article 5 (Total number of authorized shares) and Article 7 (Number of shares constituting one trading unit) shall take effect on October 1, 2017, and these supplemental provisions shall be deleted as of the same date.</u>

Proposal 3: Election of seven (7) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, with the objective of further strengthening and enriching the management structure, the Company proposes to increase the number of Director by one (1) and the election of seven (7) Directors, including two (2) Outside Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Kazutaka Komoda (September 13, 1951)	<p>April 1974 Joined the Company</p> <p>April 2001 General Manager, Business Administration Department</p> <p>April 2005 General Manager, Takamatsu Branch</p> <p>April 2007 Executive Officer; Deputy General Manager, Business Control Division</p> <p>June 2007 Director; Deputy General Manager, Business Control Division</p> <p>April 2008 Director; Deputy General Manager, Business Control Division and General Manager, New Business Development Office</p> <p>July 2008 Director; Senior Executive Officer; Deputy General Manager, Business Control Division and General Manager, New Business Development Office</p> <p>April 2010 Director; Senior Managing Executive Officer; General Manager, Affiliated Company Supervision Division and Deputy General Manager, Business Control Division</p> <p>April 2011 Representative Director; Senior Managing Executive Officer; General Manager, Corporate Planning Division and General Manager, Affiliated Company Supervision Division</p> <p>April 2013 Representative Director; Senior Managing Executive Officer; General Manager, Corporate Planning Division</p> <p>April 2014 Representative Director; Deputy President and Executive Officer; General Manager, Business Control Division</p> <p>April 2015 Representative Director; President and Chief Executive Officer; General Manager, Corporate Planning Division</p> <p>April 2016 Representative Director; President and Chief Executive Officer (to present)</p>	131,823
<p>[Reason for nomination as candidate for Director]</p> <p>Since appointment as a Director in 2007, Mr. Kazutaka Komoda has supervised the operations of both the Corporate Planning Division and the Business Control Division as General Manager, and has subsequently served as President since April 2015. Based on his rich operational experience in the Company and extensive knowledge, he directs and drives the decision-making and execution capabilities of the management of the Group, and thus the Company nominated him to continue as a Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Masaaki Yamashita (September 7, 1957)	<p>April 1981 Joined the Company</p> <p>April 2006 General Manager, Applied System & Equipment Department, Electronics & Information System Division</p> <p>April 2008 General Manager, Sales Department III, Tokyo Operations Division II</p> <p>April 2011 General Manager, Sales Department III, Tokyo Operations Division I</p> <p>April 2013 Executive Officer; General Manager, Affiliated Company Supervision Division and General Manager, Asian Market Department, Business Control Division</p> <p>April 2014 Executive Officer; General Manager, Global Business Division and General Manager, Overseas Business Department and Deputy General Manager, General Administration Division</p> <p>June 2014 Director; Senior Executive Officer; General Manager, Global Business Division and General Manager, Overseas Business Department and Deputy General Manager, General Administration Division</p> <p>April 2015 Director; Senior Managing Executive Officer; General Manager, Global Business Division and Deputy General Manager, General Administration Division</p> <p>April 2016 Director; Senior Managing Executive Officer; General Manager, General Administration Division (to present)</p>	30,208
<p>[Reason for nomination as candidate for Director]</p> <p>After serving as head of the Company's business departments, Mr. Masaaki Yamashita supervised overseas businesses as the General Manager of the Global Business Division, and accumulated experience of the administration operations of the Company's offices in Japan and overseas as the Deputy General Manager of the General Administration Division; at present, he supervises the administrative departments as the General Manager of the General Administration Division and also assists the President in the management of the Company as a whole.</p> <p>The Company judges that Mr. Yamashita can utilize his extensive operational experience in the management of the Group, and thus nominated him to continue as a Director.</p>			
3	Akihiko Sakurai (January 10, 1959)	<p>February 1989 Joined the Company</p> <p>April 2005 General Manager, Machinery Department II, Osaka Operations Division II</p> <p>April 2009 President, Seika Shanghai Co., Ltd.</p> <p>April 2011 General Manager, Strategical Planning Department, Corporate Planning Division and General Manager, Asian Market Department, the Company</p> <p>April 2013 Executive Officer; General Manager, Tokyo Operations Division I</p> <p>April 2014 Executive Officer; Deputy General Manager, Business Control Division, Industrial Machinery Region</p> <p>June 2014 Director; Senior Executive Officer; Deputy General Manager, Business Control Division, Industrial Machinery Region</p> <p>April 2015 Director; Senior Managing Executive Officer; General Manager, Business Control Division, Industrial Machinery Region</p> <p>April 2016 Director; Senior Managing Executive Officer; General Manager, Business Control Division (to present)</p>	33,448
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Akihiko Sakurai has extensive knowledge of the Group's businesses in Japan and overseas, partly from serving as head of the Company's business department and Director & President and President of the Company's local subsidiary in China. At present, Mr. Sakurai supervises the Company's business departments as General Manager of the Business Control Division, in addition to assisting the President in the management of the Company as a whole. The Company judges that Mr. Sakurai can utilize his rich experience relating to the Company's business operations in the management of the Group, and thus nominated him to continue as a Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Masanori Takahashi (May 25, 1957)	<p>March 1990 Joined the Company</p> <p>April 2007 General Manager, Takamatsu Branch, Osaka Operations Division I</p> <p>April 2009 General Manager, Hiroshima Branch, Chugoku Operations Division</p> <p>April 2012 Deputy General Manager, Osaka Operations Division I and General Manager, Osaka Power Systems Department</p> <p>April 2013 General Manager, Osaka Operations Division I and General Manager, Osaka Power Systems Department</p> <p>April 2014 Executive Officer; Deputy General Manager, Business Control Division, Power Plant Region</p> <p>April 2015 Executive Officer; Deputy General Manager, Business Control Division, Power Plant Region</p> <p>June 2015 Director; Senior Executive Officer; Deputy General Manager, Business Control Division, Power Plant Region</p> <p>April 2016 Director; Senior Managing Executive Officer; Deputy General Manager, Business Control Division, Power Plant Region and General Manager, Osaka Branch</p> <p>April 2017 Director; Senior Managing Executive Officer; General Manager, Corporate Planning Division (to present)</p>	36,646
		<p>[Reason for nomination as candidate for Director]</p> <p>After serving as head of the Company's business departments, Mr. Masanori Takahashi utilize the experience to supervise the power plant business, the Company's core business, as the Deputy General Manager of the Business Control Division.</p> <p>Currently, while supervising the Company's planning division as General Manager of the Corporate Planning Division, he assists the President in the management of the Company as a whole. The Company judges that Mr. Takahashi can utilize his broad experience relating to the Company's business operations in the management of the Group, and thus nominated him to continue as a Director.</p>	
*5	Yasumasa Kawana (September 29, 1960)	<p>April 1984 Joined the Company</p> <p>April 2010 General Manager, Strategical Planning Department, Corporate Planning Division and Deputy General Manager, Internal Audit Division and Deputy General Manager, Affiliated Company Supervision Division</p> <p>April 2011 General Manager, Nagoya Branch, Osaka Operations Division II</p> <p>April 2013 Director and Deputy President, Nippon Daiya Valve Co., Ltd. (seconded)</p> <p>July 2013 President and CEO (seconded)</p> <p>April 2015 Executive Officer, the Company President and CEO, Nippon Daiya Valve Co., Ltd. (seconded)</p> <p>April 2016 Senior Executive Officer, the Company President and CEO, Nippon Daiya Valve Co., Ltd. (seconded)</p> <p>April 2017 Senior Executive Officer, the Company; General Manager, Subsidiary and Affiliate Business Strategy Division and General Manager, Subsidiary and Affiliate Administration Department (to present)</p>	12,565
		<p>[Reason for nomination as candidate for Director]</p> <p>After serving as head of the Company's planning departments and business departments, Mr. Yasumasa Kawana served as President and CEO of Nippon Daiya Valve Co., Ltd., a key consolidated subsidiary of the Group, and has experience in management, planning, and sales. The Company judges that Mr. Kawana can utilize his broad experience in the management of the Group, and thus nominated him as a Director.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
6	Yuko Shirai (February 11, 1954)	April 1986 April 1991 April 2004 April 2005 April 2008 May 2009 April 2010 April 2011 April 2012 October 2013 June 2015 (to present)	Registered as attorney (Tokyo Bar Association) Established Wing Law Office (formerly Shin-Yotsuya Law Office) (Partner) Director, Kanto Federation of Bar Associations Expert Committee Member and Conciliation Committee Member, Tokyo District Court Director, Shinjuku Ward Lifelong Learning Public Interest Incorporated Foundation Chair, Shinjuku Ward Board of Education Auditor, Japan Federation of Bar Associations Auditor, Japan Intellectual Property Arbitration Center Vice-President, Tokyo Bar Association Chair, Shinjuku Ward Board of Education Outside Director, the Company	3,559
		[Reason for nomination as candidate for Outside Director] Ms. Yuko Shirai does not have experience of direct participation in corporate management; however, she has specialized knowledge and insight as an attorney, mainly relating to corporate legal affairs, in addition to executive and audit experience in various organizations, and is qualified to independently oversee management from an objective perspective that encompasses society as a whole, including legal matters. The Company nominated her again as Outside Director as she has contributed to strengthening the supervisory function of management.		
7	Takahisa Fukao (July 15, 1949)	April 1973 October 2000 July 2002 June 2005 April 2008 March 2014 April 2015 June 2016 (to present)	Joined Mitsubishi Kasei Corporation (currently Mitsubishi Chemical Corporation) Director and Chief Technology Officer, Advanced Colortech, Inc. General Manager, Planning & Coordination Section, Engineering Division, Mitsubishi Chemical Engineering Corporation Managing Director President and Chief Executive Officer Retired Visiting Researcher and Chair, Femto-Reactor Research Promotion Committee, National Institute of Advanced Industrial Science and Technology Outside Director, the Company	1,237
		[Reason for nomination as candidate for Outside Director] Mr. Takahisa Fukao has held successive important posts such as President and Chief Executive Officer of Mitsubishi Chemical Engineering Corporation, and currently serves as Visiting Researcher at the National Institute of Advanced Industrial Science and Technology. The Company nominated him again as Outside Director as he has utilized his rich experience as a manager and extensive knowledge in the management of the Group as a whole.		

(Notes)

1. There are no special interests between the candidates and the Company.
2. Asterisks (*) indicate newly nominated candidates.
3. Ms. Yuko Shirai and Mr. Takahisa Fukao are candidates for Outside Director.
4. Ms. Yuko Shirai and Mr. Takahisa Fukao are currently Outside Directors of the Company.
5. The term of office of Ms. Yuko Shirai as Outside Director will be two years at the conclusion of this Annual General Meeting of Shareholders.
6. The term of office of Mr. Takahisa Fukao as Outside Director will be one year at the conclusion of this Annual General Meeting of Shareholders.
7. The Company has entered into an agreement with Ms. Yuko Shirai and Mr. Takahisa Fukao to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Companies Act, and the limit for liability under said agreement shall be the minimum amount as stipulated by laws and regulations.
8. The Company has registered Ms. Yuko Shirai and Mr. Takahisa Fukao as Independent Officers with the Tokyo Stock Exchange.

Proposal 4: Election of one (1) Substitute Auditor

In order to prepare for cases where a vacancy results in a shortfall in the number of Auditors prescribed by laws and regulations, the election of Mr. Toru Fukuhara as Substitute Outside Auditor is proposed.

Furthermore, prior to the appointment of Mr. Fukuhara, this resolution may be canceled by resolution of the Board of Directors with the consent of the Board of Auditors.

The Board of Auditors has previously given its consent to this proposal.

The candidate for Substitute Auditor is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Toru Fukuhara (March 29, 1952)	July 2011 General Manager, Shinjuku Tax Office July 2012 Retired September 2012 Registered as Certified Public Tax Accountant, established Fukuhara Tax Accountant Office (to present)	-

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Toru Fukuhara is a candidate for Substitute Outside Auditor, and if he is appointed as an Auditor, the Company plans to register him as an Independent Officer with the Tokyo Stock Exchange.
3. Although Mr. Toru Fukuhara does not have experience of direct participation in corporate management, the Company has nominated him as candidate for Substitute Outside Auditor in order to utilize his high expertise based on many years' experience in the fields of taxation and accounting to strengthen the auditing structure of the Company.
4. If Mr. Toru Fukuhara is appointed as an Outside Auditor, the Company plans to enter into an agreement with him to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Companies Act.