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(Securities Code 7747)  
August 29, 2017

**To Our Shareholders:**

Masahiko Miyata  
President & CEO  
**ASAHI INTECC CO., LTD.**  
1703 Wakita-cho, Moriyama-ku,  
Nagoya-shi, Aichi, Japan

**Notice of Convocation of the 41st Annual General Meeting of Shareholders**

You are cordially invited to attend the 41st Annual General Meeting of Shareholders of ASAHI INTECC 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, via the Internet, or by other means. Please review the attached Proposals and References and exercise your voting rights by the end of our business day (5:45 p.m.), Tuesday, September 25, 2017.

- 1. Date and Time:** Tuesday, September 26, 2017 at 10:00 a.m.
- 2. Place:** “Hisho room” at the 2nd floor of Hotel Rubura Ohzan located at 8-18 Kakuozantori, Chikusa-ku, Nagoya-shi, Aichi, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 41st Fiscal Year (from July 1, 2016 to June 30, 2017) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
  2. Non-consolidated Financial Statements for the Company’s 41st Fiscal Year (from July 1, 2016 to June 30, 2017)
- Matters to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Nine (9) Directors (excluding Directors Who are Audit and Supervisory Committee Members)

**4. Instructions for Exercising Voting Rights:** There are three ways to exercise your voting rights as described below:

**(1) Attending the Annual General Meeting of Shareholders**

Present the enclosed voting rights exercise form to the receptionist at the meeting.

**Date and Time: Tuesday, September 26, 2017 at 10:00 a.m.**

**Place: “Hisho room” at the 2nd floor of Hotel Rubura Ohzan**

**(2) Mailing the voting rights exercise form**

Complete the enclosed voting rights exercise form by indicating your vote for or against each of the agenda items and return it.

**Votes to be received by Monday, September 25, 2017 at 5:45 p.m.**

**(3) Exercising voting rights via the Internet**

Access the Company’s designated website for voting (<http://www.evotep.jp/>), enter the “Log-in ID” and the “Temporary Password,” which are provided on the enclosed voting rights exercise form, and follow the instructions on the screen to vote on the agenda items.

**Votes to be cast by Monday, September 25, 2017 at 5:45 p.m.**

Note: The website above is only available for registered shareholders in Japan with Japanese language only.

**To Our Institutional Shareholders:**

The ICJ platform, an electronic voting platform for institutional investors via the ProxyEdge<sup>®</sup> system of Broadridge, is available. For further details, please contact your custodians, nominees and/or brokers.

Note 1: If you exercise your voting right both by mail and the internet, the vote by the Internet shall be treated as valid and the voting by mail shall not count.

Note 2: You can vote more than once (revote) through the Internet. In this case, however, only the last vote shall be treated as valid. Only the last vote shall be treated as valid if a voting right is exercised more than once by personal computer, smartphone, and or mobile phone. All prior votes shall not count.

Note 3: Any revisions to the reference material for the Annual General Meeting of Shareholders will be published on the Company’s website (<http://asahi.irbridge.com/en/Top.html>)

**Please present the enclosed voting rights exercise form to the receptionist at the meeting when attending the Annual General Meeting of Shareholders. Notes to consolidated financial statements and notes to non-consolidated financial statements are not indicated in the document attached to the Notice of Convocation of the 41st Annual General Meeting of Shareholders as they are posted on our website (<http://www.asahi-intecc.co.jp/>) based on laws and regulations and Article 14 of the Articles of Incorporation. Accordingly, the document attached to the Notice of Convocation of the 41st Annual General Meeting of Shareholders is part of the consolidated financial statements or financial statements audited by the Accounting Auditor and the Audit Committee when creating accounting audit report and audit report. Moreover, we will post the reference material for the Annual General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements on our website (<http://www.asahi-intecc.co.jp/>) when they are amended.**

## Proposals and References

### Proposal 1: Appropriation of Surplus

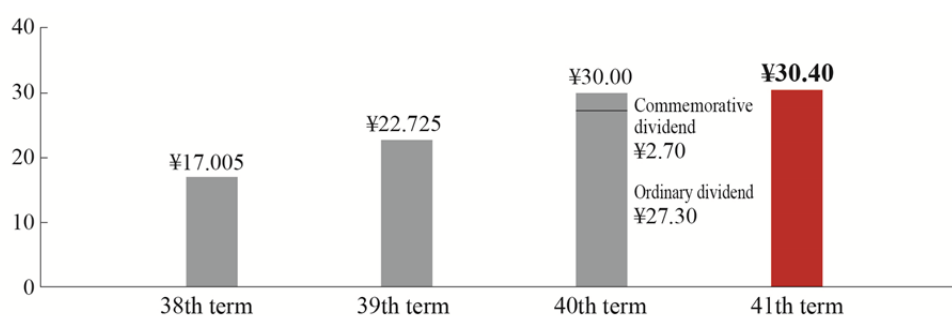
Regarding the distribution of earnings, the Company considers the return of earnings to shareholders to be one of the most important management issues. Therefore, it is our basic policy to consistently pay out stable dividends over the long-term by constantly aiming to increase our corporate value. Regarding the year-end dividends for the fiscal year under review, the Company proposes a dividend of ¥30.40 per common share to be paid based on a long-term perspective and in comprehensive consideration of consolidated financial results for the fiscal year under review, future outlooks, the level of internal reserves, etc.

Matters regarding year-end dividends

1. Type of dividend property  
Cash
2. Matters regarding allotment of dividend property to shareholders and its total amount  
¥30.40 per common share of the Company  
Total amount: ¥1,960,280,464
3. Effective date of distribution of surplus  
Wednesday, September 27, 2017

Trends of dividends

	38th term	39th term	40th term	41st term
Dividend	¥34.01	¥45.45	¥30.00	¥30.40
After retrospective application	¥17.005	¥22.725	¥30.00	¥30.40



(Note)The Company conducted a two-for-one split of its common shares on January 1, 2014 (the 38th term) and also conducted a two-for-one split of its common shares on August 1, 2015. Accordingly, the dividend per share is calculated on the assumption that such splits of shares were conducted at the beginning of the 38th term.

**Proposal 2: Election of Nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)**

The term of office of all the nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of nine (9) Directors (excluding Directors Who Are Audit and Supervisory Committee Members) is proposed.

The candidates for Directors (excluding Directors Who Are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current position and main responsibilities in the Company	Status of attendance at the Board of Directors
1	Masahiko Miyata	President & CEO	Reappointment 100% (13/13)
2	Kenji Miyata	Executive Vice President and COO	Reappointment 100% (13/13)
3	Tadakazu Kato	Executive Director, General Manager of Medical Division	Reappointment 85% (11/13)
4	Ippei Yugawa	Director	Reappointment 100% (13/13)
5	Yoshinori Terai	Director, Supervisor of Sales and Marketing of Medical Division	Reappointment 100% (13/13)
6	Munehika Matsumoto	Director, General Manager of Device Division and GMA Division	Reappointment 100%* (10/10)
7	Mizuho Ito	Director, General Manager of Administration Division, General Manager of Corporate Strategic Office	Reappointment 100%* (10/10)
8	Kiyomichi Ito	Outside Director	Reappointment Outside Independent 85% (11/13)
9	Akinori Shibazaki	Outside Director	Reappointment Outside Independent 90%* (9/10)

\*The status of attendance at the Board of Directors indicates the status after Mr. Munehika Matsumoto, Ms. Mizuho Ito and Mr. Akinori Shibazaki assumed the position of director on September 28, 2016.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of Company shares held	Status of attendance at the Board of Directors
1	Masahiko Miyata (March 15, 1967)  [Reappointment]	November 1994	Joined the Company, General Manager of Planning Office, Supervisory Division	1,672,800	13/13 (100%)
		December 1995	Director, General Manager of Corporate Planning Department		
March 1999	Executive Director, Assistant to General Manager of Medical Division and General Manager of Production Engineering Department				
July 2000	General Manager of Medical Division				
September 2001	Senior Managing Director				
September 2003	Director of ASAHI INTECC THAILAND CO., LTD. (current position)				
March 2004	Executive Vice President and Representative Director of the Company				
March 2006	President & CEO of CompassMed Integration Co., Ltd.				
August 2006	Director of ASAHI INTECC HANOI CO., LTD. (current position)				
June 2007	CEO of ASAHI INTECC THAILAND CO., LTD.				
September 2009	President & CEO of the Company (current position) President & CEO of Filmecc Co., Ltd.				
	July 2016	Director of Filmecc Co., Ltd. (current position)			
[Reason for nomination as candidate for Director]					
Having served as President & CEO since 2009, Mr. Masahiko Miyata has driven the Company's group management and appropriately fulfilled the role of enhancing the Company's corporate value with his global management perspective, speedy decision-making, and good relationships built with medical professionals, partners, and other stakeholders. He is deemed essential to the further development of the Company as the leader of the Group and has been renominated as Director.					

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
2	Kenji Miyata (July 16, 1970)  [Reappointment]	April 1993      Joined the Company January 1997    Executive Vice President and Director of ASAHI INTECC THAILAND CO., LTD. July 1997        Director of the Company June 1999        General Manager of Production Management Department, Industrial Device Division July 2000        Executive Officer, General Manager of Control Office, Industrial Device Division July 2001        General Manager of Medical Device Department, Device Division August 2002     Deputy General Manager of Device Division and General Manager of Quality Assurance Department September 2003   Director October 2004    Director of ASAHI INTECC THAILAND CO., LTD. July 2006        General Manager of Device Division of the Company November 2007   General Manager of Device Division and Group Manager of Production Engineering Group, Device Division September 2008   General Manager of Device Division and Group Manager of Manufacturing Engineering Group, Device Division July 2009        Director of GMA Co., Ltd. January 2010    Group Manager of Sales Group, Device Division of the Company July 2010        General Manager of Device Division and General Manager of Improvement Promotion Office and in charge of ASAHI INTECC GMA Co., Ltd. September 2010   Executive Director, General Manager of Device Division and General Manager of Improvement Promotion Office July 2011        President & CEO of ASAHI INTECC GMA Co., Ltd. July 2013        General Manager of Technological Improvement Office of the Company September 2013   President & CEO of Toyoflex Corporation (current position), President & CEO of TOYOFLEX CEBU CORPORATION January 2015    Director of ASAHI INTECC THAILAND CO., LTD. (current position) Director of ASAHI INTECC HANOI CO., LTD. July 2015        President and Director of ASAHI INTECC HANOI CO., LTD. September 2015   Executive Vice President and Director of the Company July 2016        General Manager of Quality Assurance Division Chairperson and Director of ASAHI INTECC HANOI CO., LTD. (current position) September 2016   Executive Vice President and COO of the Company (current position) July 2017        Director of TOYOFLEX CEBU CORPORATION (current position)	1,561,900	13/13 (100%)
[Reason for nomination as candidate for Director]  Mr. Kenji Miyata is well versed in production technology for stainless steel processing, the source of the Company's technology, as General Manager of the Device Division for many years, and has assisted the President & CEO in overall management as Executive Vice President and COO as well as promoted the reconstruction of buyout proposals and leadership in the Medical Division in recent years. He has been renominated as Director in expectation of his further contribution going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
3	Tadakazu Kato (July 25, 1954)  [Reappointment]	<p>June 1992      Joined the Company</p> <p>May 2003      Deputy General Manager of Quality Assurance Department, Medical Division</p> <p>February 2004    Group Manager of Quality Assurance Group, Medical Division</p> <p>October 2004    Group Manager of Research and Development Group, Medical Division</p> <p>January 2005    Deputy General Manager of Medical Division and Group Manager of Research and Development Group</p> <p>March 2006      Executive Officer</p> <p>September 2007   Director of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2008   Director of the Company</p> <p>July 2009        General Manager of Medical Division (current position)</p> <p>October 2013    Director of ASAHI INTECC THAILAND CO., LTD. (current position)</p> <p>September 2014   Executive Director of the Company (current position)</p> <p>July 2016        Director of Filmecc Co., Ltd. (current position)</p>	60,500	11/13 (85%)
<p>[Reason for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Tadakazu Kato has consistently been engaged in the Medical Division and contributed to the development of medical devices. Currently he works as General Manager of the Medical Division and is responsible not only for development but also a variety of fields including production and sales and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.</p>				
4	Ippei Yugawa (December 20, 1956)  [Reappointment]	<p>February 1982    Joined the Company</p> <p>July 1999        Executive Officer, General Manager of Sales Department, Industrial Device Division and General Manager of International Affairs Department and General Manager of Sales Department II, Medical Division</p> <p>October 2000    General Manager in charge of Technological Development and Marketing</p> <p>July 2001        General Manager of the Company, seconded to Filmecc Co., Ltd.</p> <p>April 2002       Director of Filmecc Co., Ltd. (current position)</p> <p>September 2003   Director of the Company (current position), in charge of an affiliate (Filmecc Co., Ltd.) (current position)</p> <p>July 2009        Director of CompassMed Integration Co., Ltd.</p> <p>July 2015        President &amp; CEO of ASAHI INTECC J-sales, INC. (current position)</p>	84,140	13/13
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Ippei Yugawa has been engaged in sales and technology development and marketing for many years and currently serves as President &amp; CEO of ASAHI INTECC J-sales, INC., a consolidated subsidiary, which carries out domestic sales of the Company's medical devices, and is in charge of the Company's second brand in the Group, Filmecc Co., Ltd., a consolidated subsidiary. He is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of Company shares held	Status of attendance at the Board of Directors
5	Yoshinori Terai (September 13, 1963)  [Reappointment]	October 1998	Joined the Company, Assistant Section Manager of Research and Development Department, Medical Division	23,600	13/13 (100%)
		January 2000	Assistant Section Manager belonging to Medical Division		
		July 2000	General Manager of U.S. Representative Office, Medical Division		
		July 2004	President & CEO of ASAHI INTECC USA, INC. (current position)		
		September 2008	Executive Officer of the Company, in charge of Overseas Business		
		July 2009	Overseas Sales Supervisor of Medical Division and Group Manager of Overseas Sales Group		
		January 2010	Marketing Supervisor of Medical Division and Group Manager of Overseas Sales Group		
		July 2011	Group Manager of Overseas Sales Group, Medical Division (current position)		
		September 2013	Director (current position)		
		July 2014	Supervisor of Sales and Marketing, Medical Division (current position)		
March 2016	General Manager of Global Business Development Office, Medical Division				
July 2016	Director of ASAHI INTECC J-sales, INC. (current position)				
[Reason for nomination as candidate for Director]					
Mr. Yoshinori Terai has been engaged in the Overseas Sales unit for medical devices for many years and currently serves as President of ASAHI INTECC USA, INC, a sales subsidiary in the U.S. He has contributed to the Company's global development and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.					
6	Munehika Matsumoto (November 16, 1954)  [Reappointment]	June 1979	Joined the Company	10,500	10/10 (100%)
		July 2000	Head of Takaishi Factory, Industrial Device Division		
		May 2003	Group Head of Development Group III supervising Osaka area, Device Division		
		July 2006	Group Manager of Development Group, Device Division		
		July 2009	Deputy General Manager of Device Division and Group Manager of Development Group		
		May 2010	Deputy General Manager of Device Division and Group Manager of Development Group and Group Manager of Manufacturing Engineering Group		
		July 2011	Executive Officer, Deputy General Manager of Device Division and Group Manager of Development Group		
		July 2013	General Manager of Device Division and Group Manager of Production Engineering Group		
		July 2015	Senior Executive Officer, General Manager of Device Division and Group Manager of Development Group		
		July 2016	General Manager of Device Division (current position) Director of ASAHI INTECC THAILAND CO., LTD. (current position)		
September 2016	Director of the Company (current position)				
July 2017	General Manager of GMA Division of the Company (current position)				
[Reason for nomination as candidate for Director]					
Since joining the Company, Mr. Munehika Matsumoto has consistently been engaged in the Device Division and contributed to development of stainless steel components, the Company's core technology. He is currently serving as General Manager of the Device Division, responsible not only for development but also a variety of fields including production and sales, and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been nominated as candidate for Director in expectation of his further contribution going forward.					
*Indicates status of attendance at the Board of Directors after Mr. Matsumoto assumed the position of director on September 28, 2016.					



No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
7	Mizuho Ito (September 8, 1973)  [Reappointment]	<p>May 2003      Joined the Company</p> <p>May 2005      Deputy General Manager of Corporate Strategic Office</p> <p>April 2008     Auditor of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2008      General Manager of Corporate Strategic Office of the Company (current position)</p> <p>September 2009      Auditor of GMA Co., Ltd.</p> <p>October 2010      Auditor of Filmecc Co., Ltd. (current position)</p> <p>September 2013      Director of Toyoflex Corporation</p> <p>December 2013      Group Manager of Accounting Group, Administration Division of the Company (current position)</p> <p>July 2015          Executive Officer (current position)</p> <p>July 2016          General Manager of Administration Division (current position), Auditor of ASAHI INTECC J-sales, INC. (current position)</p> <p>September 2016      Director of the Company (current position)</p>	6,700	10/10 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>As General Manager of Corporate Strategic Office, Ms. Mizuho Ito has been engaged in finance, accounting, IR, and M&amp;A projects for many years. She is currently serving as Executive Officer and General Manager of Administration Division, leading efforts to strengthen the function of the Head Office as head of the Company's Corporate unit, and is appropriately fulfilling the role of enhancing the Company's corporate value. She has been nominated as candidate for Director in expectation of her further contribution going forward.</p> <p>*Indicates status of attendance at the Board of Directors after Ms. Ito assumed the position of director on September 28, 2016.</p>				
8	Kiyomichi Ito (February 7, 1950)  [Reappointment] [Outside] [Independent]	<p>April 1974      Joined Toyota Motor Sales Co., Ltd.</p> <p>August 1985      Section Chief of System Planning Section, Section Head of Engineering Section, Overseas Planning Department of TOYOTA MOTOR CORPORATION</p> <p>January 1994      Secretary seconded to Toyota Motor Manufacturing Canada, Inc.</p> <p>January 1999      Chief of Marine Business Division of TOYOTA MOTOR CORPORATION</p> <p>July 2000        Chief of Americas Sales Department of TOYOTA MOTOR CORPORATION</p> <p>July 2002        President of Toyota Kirloskar Auto Parts Pvt. Ltd.</p> <p>March 2008      Professor of School of Management at Chukyo University</p> <p>September 2013      Director of the Company (current position)</p> <p>April 2015        Visiting Professor of School of World Englishes at Chukyo University (current position)</p>	0	11/13 (85%)
<p>[Matters regarding independence]</p> <p>The Company has registered Mr. Kiyomichi Ito as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Ito is approved, he will continue to be Independent Director.</p> <p>[Reason for nomination as candidate for Director]</p> <p>Mr. Kiyomichi Ito has been engaged in corporate management for many years, and reflects his experience and knowledge as a specialist cultivated from his career as a professor of business management at a university. He has been renominated as Outside Director in order for him to provide appropriate advice based on his expertise for strengthening corporate governance going forward.</p> <p>He will have served as Outside Director for four (4) years at the conclusion of this Annual General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors (*)
	Akinori Shibazaki (January 20, 1945)  [Reappointment] [Outside] [Independent]	February 1980 President and Representative Director of CHU-O RITTAIZU Co., Ltd. (currently CDS Co., Ltd.) (current position) August 1988 President and Representative Director of TPS Co., Ltd. December 2005 Chairman of the Board of MMC Computer Research Co., Ltd. October 2008 Chairman of the Board of BYNAS Co., Ltd. March 2010 Executive Senior Adviser of BYNAS Co., Ltd. (current position) August 2010 Chairman of the Board of Torindo Co., Ltd. (current position) July 2011 Chairman and Director of PMC Co., Ltd. (current position) March 2013 Director and Senior Adviser of MCOR Co., Ltd. (current position) September 2016 Director of the Company (current position)	100	9/10 (90%)
9	[Matters regarding independence]	The Company has registered Mr. Akinori Shibazaki as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Shibazaki is approved, he will continue to be Independent Director.		
	[Reason for nomination as candidate for Director]	Mr. Akinori Shibazaki has served as President and Representative Director of CDS Co., Ltd. (listed on the 1st section of the Tokyo Stock Exchange) for many years. He has been nominated as candidate for Outside Director to supervise the Company's overall management based on his ample experience and broad insight as a business manager, as well as to contribute to strengthening corporate governance through offering advice about the Company's overall management. He will have served as Outside Director for one (1) year at the conclusion of this Annual General Meeting of Shareholders.		
		*The status of attendance at the Board of Directors indicates the status after Mr. Shibazaki assumed the position of director on September 28, 2016.		

(Notes)

1. There is no special interest between any of the above candidates for Directors and the Company.
2. Messrs. Kiyomichi Ito and Akinori Shibazaki are candidates for Outside Directors.
3. The Company has entered into an agreement with Mr. Kiyomichi Ito and Akinori Shibazaki to limit their liabilities for damages specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of the liability under such agreement shall be the amount prescribed by the laws and regulations. If the reelection of Mr. Ito and Shibazaki is approved, the Company will continue the agreement on the same terms and conditions.
  - If an Outside Director is liable to the Company for any damage attributable to the negligence of his/her duties, his/her liability shall be limited to the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
  - The aforementioned liability limitation shall be applied only in cases where such an Outside Director executed his/her duties that caused the liability in good faith and without gross negligence.
4. CompassMed Integration Co., Ltd changed its name to ASAHI INTECC J-sales, Inc. in January 2010.
5. GMA Co., Ltd. changed its name to ASAHI INTECC GMA Co., Ltd. from July 2010. The Company acquired ASAHI INTECC GMA Co., Ltd. through an absorption-type merger on October 1, 2013.
6. Toyota Motor Sales Co., Ltd. merged with Toyota Motor Co., Ltd. in 1982 and changed the name to Toyota Motor Corporation.
7. CHU-O RITTAIZU Co., Ltd. merged with TPS Co., Ltd. and changed its name to CDS Co., Ltd. in January 2005.
8. MMC Computer Research Co., Ltd. changed its trade name to MCOR Co., Ltd. in January 2006.