Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6958) June 9, 2017

To Shareholders with Voting Rights:

Takeo Takai President CMK Corporation 6-5-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

# NOTICE OF THE 57TH 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 57th Annual General Meeting of Shareholders of CMK 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 by submitting the Voting Rights Exercise Form.

If exercising your voting rights in writing, 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 5:10 p.m. on Wednesday, June 28, 2017, Japan time.

1. Date and Time: Thursday, June 29, 2017 at 10:00 a.m. Japan time

**2. Place:** Multiple Hall, Cultural Centre of Fujimi City, KIRARI FUJIMI located at 1803-1, Oaza Tsuruma, Fujimi-shi, Saitama

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

57th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated

Financial Statements

2. Non-consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus **Proposal 2:** Election of Ten (9) Directors

**Proposal 3:** Election of One (1) Corporate Auditor

**Proposal 4:** Election of One (1) Substitute Corporate Auditor

#### **4.** Other Matters concerning the Notice of Convocation

Of the documents attached to the Notice of Convocation, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (http://www.cmk-corp.com) on the Internet based on relevant laws and Article 16 of the Companies Act. As a result, the documents attached to this Notice of Convocation are a subset of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Board of Corporate Auditors during preparation of the Audit Report.

.....

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Any revision to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements will be posted on the Company's website (http://www.cmk-corp.com).

## **Reference Documents for the General Meeting of Shareholders**

#### **Proposals and References**

#### **Proposal 1:** Appropriation of Surplus

The appropriation of surplus is proposed as follows.

Matters concerning the year-end dividend:

The Company considers the return of profits to shareholders as one of its most important measures. The Company's basic policy is to implement the stable and continued payment of dividends while securing the necessary internal reserves for strengthening the management structure and future business development, as well as taking into consideration matters such as business performance and financial status.

Based on this policy, the Company proposes a year-end dividend for the fiscal year under review of 6.50 yen per share, as follows.

- (1) Type of dividend property Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof

6.50 yen per share of common stock of the Company

Total amount: 384,791,355 yen

(3) Effective date of distribution of surplus

June 30, 2017

#### **Proposal 2:** Election of Ten (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of the General Meeting of Shareholders. In accordance with reconsidering of management structure, the Company proposes a decrease of one (1) Director. Accordingly, the election of nine (9) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takeo Takai (January 12, 1953)	- 0	Joined the Company General Manager of Production Engineering Department of Niigata Satellite of the Company Director of the Company Executive Officer of the Company Executive Managing Officer of the Company Director and Executive Managing Officer of the Company Representative Director of the Company Representative Director and Executive Vice President of the Company President and Chief Executive Officer of the Company (current position) current positions] he Foundation for Technology Promotion Electronic Circuit Board	13,651
	[Reason for selection of the candidate for Director]			

Mr. Takeo Takai has been involved in the fields of production and engineering management since he joined the Company and he has served as Director since 1997. As a manager, he has ample experience and achievements in creation of the foundation of the global production system, etc. Since he was appointed as President in 2014, he has demonstrated strong leadership and has made solid progress in business structure reform. Accordingly, the Company continues to propose to elect him as Director in order to improve corporate value.

		April 1983	Joined the Company	
		August 1995	General Manager of General Affairs Department of the	
			Company	
		June 1997	Director of the Company	
		April 1999	Managing Director of the Company	
		November 2002	Director and Executive Vice President of the Company	
		April 2003	President and Chief Executive Officer of the Company	
	Takahiro Nakayama	August 2011	Advisor of the Company	0
	(January 3, 1964)	October 2012	Joined Chiyoda Denshi Co., Ltd.	U
		April 2014	Executive Vice President of the Company	
2			Chairman of CMK CORPORATION (THAILAND) CO.,	
_			LTD.	
		June 2014	Director and Executive Vice President of the Company	
			(current position)	
		January 2016	In charge of Purchasing of the Company	
			(current position)	

[Reason for selection of the candidate for Director]

Mr. Takahiro Nakayama has ample experience and achievements in a wide range of fields such as Sales, General Affairs, Production, and Corporate Strategy Divisions since he joined the Company. He currently serves as Director and Executive Vice President and controls group-wide procurement as well as works for strengthening cost readiness. Accordingly, the Company has determined that he can appropriately improve corporate value, and therefore continues to propose to elect him as Director.

No.	Name (Date of birth)		Past experience, positions, responsibilities,	Number of shares of the
	(Date of birtil)		and significant concurrent positions	Company held
		April 1984	Joined Canon Electronics Inc.	
		March 2008	Director of Canon Electronics Inc.	
		March 2013	Joined the Company	
		April 2013	General Manager of Accounting Department and General	
		_	Manager of Finance Department of the Company	
		October 2013	Executive Officer of the Company	
	Akira Kurosawa	June 2014	Director and Executive Officer of the Company	
			In charge of Accounting and Finance of the Company	2,253
	(March 15, 1962)	April 2015	Director and Executive Managing Officer of the Company	
2		-	In charge of Corporate Strategy of the Company	
3			(current position)	
		January 2016	In charge of Information System of the Company	
		-	(current position)	
		[Significant conc	urrent positions]	
		Representative Di	rector and President of CMK FINANCE CORPORATION	
	[Reason for selection	of the candidate fo	or Director]	
	Mr. Akira Kurosawa	has professional kr	nowledge, ample experience, and achievements mainly in the accou	inting and finance
	fields. He is currentl	y in charge of corp	porate strategy as Director and Executive Managing Officer in ord	der to achieve the
			y, the Company has determined that he can appropriately improve	e corporate value,
	and therefore continu	es to propose to ele	ect him as Director.	
		April 1984	Joined the Company	
		April 2001	General Manager of Central Region Sales Division of the	
			Company	
		April 2002	Managing Director of CMK EUROPE N.V.	
		August 2006	Joined Toyota Tsusho Electronics Corporation	
		August 2008	General Manager of Overseas Sales Administration Department	
	Eizo Shibata		of the Company	3,898
	(June 20, 1960)	January 2012	Chairman of CMKC (HK) LIMITED	3,090
		December 2012	Executive Officer of the Company	
4			In charge of Sales of the Company	
		May 2014	Executive Managing Officer of the Company	
		June 2015	Director and Executive Managing Officer of the Company	
			In charge of Sales of the Company	
i	1	1		

[Reason for selection of the candidate for Director]

Mr. Eizo Shibata has been involved in the sales division since he joined the Company and he has ample experience and achievements through practical operations. He currently serves as Director and Executive Managing Officer and controls the group-wide sales division as well as works for strengthening global sales. Accordingly, the Company has determined that he can appropriately improve corporate value, and therefore continues to propose to elect him as Director.

(current position)

April 1995 April 2003 General Manager of Corporate Planning Department of the Company October 2004 General Manager of Business Promotion Division of the Company April 2006 June 2007 Director and Executive Officer of the Company (current position) Akiharu Nakayama (September 23, 1968) November 2008 General Manager of Quality Assurance Division of the Company In charge of Quality Management and Environment Management of the overall Company June 2011 Representative Director and President of CMK PRODUCTS CORPORATION July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION (current position)	No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
October 2004 General Manager of Business Promotion Division of the Company  April 2006 Executive Officer of the Company June 2007 Director and Executive Officer of the Company (current position)  November 2008 General Manager of Quality Assurance Division of the Company In charge of Quality Management and Environment Management of the overall Company June 2011 Representative Director and President of CMK PRODUCTS CORPORATION  July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION			•	General Manager of Corporate Planning Department of the	
Akiharu Nakayama (September 23, 1968)  November 2008  General Manager of Quality Assurance Division of the Company In charge of Quality Management and Environment Management of the overall Company June 2011  Representative Director and President of CMK PRODUCTS CORPORATION  July 2016  Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION			October 2004	General Manager of Business Promotion Division of the	
Akiharu Nakayama (September 23, 1968)  November 2008  General Manager of Quality Assurance Division of the Company In charge of Quality Management and Environment Management of the overall Company June 2011  Representative Director and President of CMK PRODUCTS CORPORATION  July 2016  Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION			April 2006	Executive Officer of the Company	
(September 23, 1968)  November 2008 General Manager of Quality Assurance Division of the Company In charge of Quality Management and Environment Management of the overall Company June 2011 Representative Director and President of CMK PRODUCTS CORPORATION July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION			June 2007	Director and Executive Officer of the Company	
Tompany In charge of Quality Management and Environment Management of the overall Company  June 2011 Representative Director and President of CMK PRODUCTS CORPORATION  July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION		(September 23,		(current position)	
In charge of Quality Management and Environment Management of the overall Company  June 2011 Representative Director and President of CMK PRODUCTS CORPORATION  July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION			November 2008	General Manager of Quality Assurance Division of the	0
Management of the overall Company  June 2011 Representative Director and President of CMK PRODUCTS CORPORATION  July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION				Company	
June 2011 Representative Director and President of CMK PRODUCTS CORPORATION  July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION	5			In charge of Quality Management and Environment	
CORPORATION  July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION				Management of the overall Company	
July 2016 Deputy in charge of Sales of the Company In charge of CMK PRODUCTS CORPORATION			June 2011	Representative Director and President of CMK PRODUCTS	
In charge of CMK PRODUCTS CORPORATION				CORPORATION	
			July 2016	Deputy in charge of Sales of the Company	
(current position)				In charge of CMK PRODUCTS CORPORATION	
				(current position)	
		Mr. Akiharu Nakaya			

Mr. Akiharu Nakayama has worked in a wide range of fields such as personnel, corporate strategy, and quality assurance divisions with his ample experience and achievements. He is currently in charge of sales and the manufacturing and testing division as Director and Executive Officer in order to improve group-wide earning power. Accordingly, the Company has determined that he can appropriately improve corporate value, and therefore continues to propose to elect him as Director.

		January 1989	Joined the Company	
		April 1999	General Manager of Associated Company Control Department	
			of the Company	
		April 2001	General Manager of Sales Planning Department of the Company	
		April 2003	General Manager of Sales Promotion Division and Sales	
			Administration Department and General Manager of Purchasing	
			and Logistics Department of the Company	
	Hiroshi Hanaoka	April 2005	General Manager of Auditing Office of the Company	
	(October 12, 1956)	April 2007	Executive Officer and General Manager of Auditing Office of	2,269
	(October 12, 1930)		the Company	
6			In charge of CSR, Risk Management, and Safety Management of	
U			the Company	
		June 2014	Director and Executive Officer of the Company	
			(current position)	
		April 2016	In charge of Quality Management and Environment	
			Management of the Company	
			(current position)	

[Reason for selection of the candidate for Director]

Mr. Hiroshi Hanaoka has worked in a wide range of fields such as accounting and finance, purchasing, environment management, internal control, risk management, and auditing divisions with his ample experience and achievements. He currently serves as Director and Executive Officer in order to improve group-wide quality. Accordingly, the Company has determined that he can appropriately improve corporate value, and therefore continues to propose to elect him as Director.

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the
	(Butte of office)		and significant concurrent positions	Company held
7	Isao Osawa (April 29, 1958)	September 1989 August 1992 January 1993 October 2014  December 2014  February 2015  April 2016  June 2016	Joined CMK Kanbara Electronics Corporation Joined Kuwabara Electric Corporation Joined Niigata Quality Supply Co., Ltd. Joined the Company Deputy General Manager of Domestic Operations Head Office and Kanbara Manufacturing Operation of the Company General Manager of Domestic Operations Head Office and Quality Assurance Department of the Company Executive Officer of the Company General Manager of Domestic Operations Head Office of the Company In charge of Production of the Company (current position) Director and Executive Officer of the Company (current position)	115
	[Reason for selection	of the candidate for	r Director]	

[Reason for selection of the candidate for Director]

Mr. Isao Osawa works mainly in the production division and has ample experience and achievements through practical operations. He currently serves as Executive Officer in order to control the group-wide production divisions as well as strengthen productivity. Accordingly, the Company has determined that he can appropriately improve the corporate value, and therefore continues to propose to elect him as Director.

		A 11 1000	A 14 ( D) 11 CM 1 1 1 D 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
		April 1992	Assistant, Division of Mechanical Engineering and Materials	
			Science, Yokohama National University	
		August 1993	Lecturer, Division of Mechanical Engineering and Materials	
			Science, Yokohama National University	
		August 1996	Assistant Professor, Division of Mechanical Engineering and	
			Materials Science, Yokohama National University	
		April 2001	Assistant Professor, Division of System Research and Course of	
			Systems Design, Faculty of Engineering, Yokohama National	
	Tanyoohi Illayo		University	
	Tsuyoshi Ukyo (January 27, 1964)	April 2007	Associate Professor, Division of System Research and Course of	0
	(January 27, 1904)		Systems Design, Faculty of Engineering, Yokohama National	
			University	
8		April 2012	Professor, Division of System Research and Course of Systems	
			Design, Faculty of Engineering, Yokohama National University	
			(current position)	
		June 2015	Director of the Company	
			(current position)	
		[Significant cond	current positions]	
		Professor, Facult	ty of Engineering, Yokohama National University	

[Reason for selection of the candidate for Outside Director]

Mr. Tsuyoshi Ukyo has provided appropriate advice to the Company's management and supervision from his independent position by utilizing his professional knowledge and experience gained as a university professor and made appropriate remarks in the Board of Directors. While he has not had previous involvement with corporate management except for being an Outside Officer, it has been determined that he can appropriately carry out his duties as Outside Director for the above reasons.

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Yoshiaki Hasegawa (October 3, 1938)	Outside Corporate	Fujikura Kasei Co., Ltd. e Auditor of Fujikura Rubber Ltd	1,161
	[Reason for selection of the candidate for Outside Director]			

[Reason for selection of the candidate for Outside Director]

Mr. Yoshiaki Hasegawa has utilized his professional knowledge and experience gained as a corporate manager to make appropriate remarks at meetings of the Board of Directors, and provides appropriate advice to the Company's management and supervision from his independent position. The Company believes he can contribute to the further strengthening of corporate governance going forward by providing advice on all aspects of management, and therefore continue to propose to elect him as Director.

- (Notes) 1. There are no special interests between each candidate for Director and the Company.
  - 2. The terms of office of Mr. Tsuyoshi Ukyo and Mr. Yoshiaki Hasegawa as Outside Director will be two (2) years and one (1) year, respectively, at the conclusion of this Annual General Meeting of Shareholders.
  - 3. Mr. Tsuyoshi Ukyo and Mr. Yoshiaki Hasegawa are candidates for Outside Director and the Company has designated them as Independent Directors as stipulated by the Tokyo Stock Exchange. In the event that the election of both candidates is approved, the Company intends for them to continue being Independent Directors.
  - 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded liability limitation agreements with Mr. Tsuyoshi Ukyo and Mr. Yoshiaki Hasegawa to limit the liability under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If both candidates are reappointed as Outside Directors, the Company plans to continue the same agreements with them.

### **Proposal 3:** Election of One (1) Corporate Auditor

Of the three (3) Corporate Auditors, the term of office of one (1) Corporate Auditor, namely Mr. Shigeo Ichikawa, will expire at the conclusion of the General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed.

The candidate for Corporate Auditor is as follows.

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

Name			Number of
(Date of birth)	Past ex	perience, positions, and significant concurrent positions	shares of the
(Date of office)			Company held
	May 2004	Chief Representative, Bahrain Representative Office, Mizuho	
		Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)	
	June 2007	General Manager, Dubai Branch; Chief Representative, Bahrain	
		Representative Office, Mizuho Corporate Bank, Ltd.	
	October 2010	Executive General Manager, Overseas Business Division, Zebra	
V-1-1- Ot-1		Co., Ltd.	
Yukio Otaka	June 2015	External Director, Kinugawa Rubber Industrial Co., Ltd.	0
(October 23, 1955)		External Audit & Supervisory Board Member, Asahi Diamond	
		Industrial Co., Ltd. (current position)	
	December 2016	Chairman, Mizuho Saudi Arabia Company (current position)	
	[Significant concurrent positions]		
	External Audit & Supervisory Board Member, Asahi Diamond Industrial Co., Ltd.		
	Chairman, Mizuh	o Saudi Arabia Company	

[Reason for selection of the candidate for Outside Corporate Auditor]

The Company proposes the election of Mr. Yukio Otaka in order to utilize his knowledge and experience gained in financial institutions to strengthen the auditing system of the Company.

- (Notes) 1. There are no special interests between the candidate for Corporate Auditor and the Company.
  - 2. The candidate is a new candidate for Outside Corporate Auditor.
  - 3. Subject to the approval of the election of Mr. Yukio Otaka, the Company intends to enter into an agreement to limit his liability under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.

#### **Proposal 4:** Election of One (1) Substitute Corporate Auditor

In order to fill a deficiency in the number of Corporate Auditors stipulated under laws and regulations, the election of one (1) Substitute Corporate Auditor is proposed. The effective period of the term of office of the Substitute Corporate Auditor is from the conclusion of this General Meeting to the time of the next Annual General Meeting of Shareholders.

The candidate for Substitute Corporate Auditor is as follows.

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

Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Yukako Saito (Yukako Oshimi) (August 11, 1976)	October 2002  April 2011 September 2014  June 2015  [Significant concuouside Corporate	Registered as an attorney (Dai-Ichi Tokyo Bar Association) Joined Nagashima Ohno & Tsunematsu Seconded to Ricoh Company, Ltd. Joined Shibata, Suzuki & Nakada Partner, Shibata, Suzuki & Nakada (current position) Outside Corporate Auditor of JP-Holdings Inc. (current position) rrent positions] Auditor of JP-Holdings Inc.	0

[Reason for selection of the candidate for Substitute Outside Corporate Auditor]

The Company proposes election of Ms. Yukako Saito (the name used in course of profession is Yukako Oshimi) in order to utilize her professional knowledge and experience as an attorney as well as strengthen the auditing system of the Company from her objective standpoint. While she has not had previous involvement with corporate management except for being an Outside Officer, it has been determined that she can appropriately carry out her duties as Outside Corporate Auditor for the above reasons.

- (Notes) 1. There are no special interests between each candidate for Substitute Corporate Auditor and the Company.
  - 2. The Company elects Ms. Yukako Saito as Substitute Outside Corporate Auditor. She meets the requirements for Independent Director/Auditor stipulated by the Tokyo Stock Exchange.
  - 3. Subject to the approval of the election of Ms. Yukako Saito, the Company intends to enter into an agreement to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act based on Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.