

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



January 23, 2015

To Whom It May Concern

Tosei Corporation  
Toranomom Tosei Building, 4-2-3 Toranomom, Minato-ku, Tokyo  
President and CEO: Seiichiro Yamaguchi  
Securities code: 8923 (Tokyo Stock Exchange, First Section)  
Securities code: S2D (Singapore Exchange, Main Board)  
Contact: Noboru Hirano, Director and CFO  
TEL: +81-3-3435-2864

## **Notice Regarding Partial Amendments of the Articles of Incorporation**

Tosei Corporation (the “Company”) hereby announces that it has resolved at the Board of Director meeting held on January 23, 2015 to submit a proposal regarding partial amendments of the Articles of Incorporation to the 65<sup>th</sup> Ordinary General Meeting of Shareholders scheduled on February 25, 2015.

### **1. Reasons for amendments**

- (1) In order to enable flexible management of a General Meeting of Shareholders and make it possible for the convenor and chairperson for a General Meeting of Shareholders to be determined at the Board of Directors’ meeting, Article 15 (Convenor and Chairperson) of the current Articles of Incorporation shall be amended.
- (2) In order to strengthen the auditing structure and improve corporate governance by increasing the number of Audit & Supervisory Board Members, Article 30 (Number of Audit & Supervisory Board Members) of the current Articles of Incorporation shall be amended.

### **2. Details of amendments**

Details of amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed amendments
Articles 1. – 14. (Omitted)	Articles 1. – 14. (Unchanged)
Article 15. Convenor and Chairperson Unless otherwise provided for by laws and regulations, <u>the president-and-director</u> shall convene a General Meeting of Shareholders <u>by</u> a resolution of the Board of Directors’ meeting, <u>and shall act as chairperson to such General Meeting of Shareholders.</u>	Article 15. Convenor and Chairperson Unless otherwise provided for by laws and regulations, <u>a director stipulated in advance by the Board of Directors</u> shall convene a General Meeting of Shareholders <u>in accordance with</u> a resolution of the Board of Directors’ meeting.
2. If the <u>president-and-director</u> becomes unable to be the convenor and chairperson of a General Meeting of Shareholders, another director shall do so in his or her place in accordance with an order of priority stipulated in advance by the Board of Directors.	2. <u>The chairperson of a General Meeting of Shareholders shall be a director stipulated in advance by the Board of Directors; provided, however, that if the said director</u> becomes unable to be the chairperson for a General Meeting of Shareholders, another director shall do so in his or her place in accordance with an order of priority stipulated in advance by the Board of Directors.

Articles 16. – 29. (Omitted)	Articles 16. – 29. (Unchanged)
Article 30. Number of Audit & Supervisory Board Members The number of Audit & Supervisory Board Members of the Company shall be no more than four persons.	Article 30. Number of Audit & Supervisory Board Members The number of Audit & Supervisory Board Members of the Company shall be no more than six persons.
Articles 31. – 47. (Omitted)	Articles 31. – 47. (Unchanged)

(Note) Some underlining does not coincide with the Japanese version because of translation adjustments.

### 3. Schedule

Date of General Meeting of Shareholders to Amend the Articles of Incorporation:

February 25, 2015 (Wed)

Effective Date:

Same as above

End