

(Securities Code: 6826)

June 6, 2022

To All Shareholders

Kinji Kashio  
President and Representative Director  
Honda Tsushin Kogyo Co., Ltd.

### **Notice of Ordinary General Meeting of Shareholders**

Honda Tsushin Kogyo Co., Ltd. (the “Company”) will hold an ordinary general meeting of shareholders on Monday, June 27, 2022. You are kindly requested to execute your voting rights.

■Date and time: 1:00 p.m., Monday, June 27, 2022

■Venue:

Osaki Bright Core Hall

(3F, Osaki Bright Core Hall, 5-5-15, Kitashinagawa. Shinagawa-ku, Tokyo)

■Purpose:

The Company will report on its financial results and business conditions for the fiscal year ended March 31, 2022, future policies, and the result of audits conducted by the accounting auditor/Board of Corporate Auditors. You are then requested to discuss the following agenda items.

First agenda item: Partial amendment of the Articles of Incorporation

Second agenda item: Selection of eight Directors

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

### **First agenda item: Partial amendment of the Articles of Incorporation**

The Company proposes revisions to the current Articles of Incorporation partially as described in the proposal for amendment.

1. From BCP perspectives, the Company will amend its Articles of Incorporation as follows to ensure that a flexible decision is made on a venue of a General Meeting of Shareholders.
  - (1) The Paragraph 2 of Article 11 in the current Articles of Incorporation, where conditions for venues of General Meetings of Shareholders are specified, shall be deleted.
  
2. With the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) to be enforced on September 1, 2022, a system will be introduced to ensure the electronic provision of general shareholder meeting materials. Accordingly, the Company proposes the following amendment of its Articles of Incorporation.
  - (1) Articles of incorporation will be legally required to specify that measures shall be taken to ensure the electronic provision with respect to information contained in general shareholder meeting reference documents, etc. Accordingly, the Company proposes the establishment of Article 14, Paragraph 1.
  - (2) With respect to information contained in general shareholder meeting reference documents, etc. for which measures are taken to ensure the electronic provision of information, the scope of matters that are described on documents to be provided to shareholders who request the provision of such documents may be limited to the scope specified by the ordinance of the Ministry of Justice. Accordingly, the Company proposes the establishment of Article 14, Paragraph 2.
  - (3) With the introduction of a system for providing information on the content of general shareholder meeting materials in electronic format, Article 14 of the current Articles of Incorporation will be unnecessary. Accordingly, the Company proposes the said provisions to be deleted.
  - (4) The Company proposes the establishment of supplementary provisions regarding the effect of the establishment and deletion of the above provisions. The said supplementary provisions shall be deleted after the expiration of specified periods.

Details of amendments are as follows.



Note: Underlined part indicates amendments.

Current Articles of Incorporation	Proposed Amendments
<p>(Convocation)</p> <p>Article 11. The Ordinary General Meeting of Shareholders of the Company shall be convened in June each year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p><u>2. A General Meeting of Shareholders may be convened in any ward of Tokyo as well as the location of the head office or a place adjacent thereto.</u></p>	<p>&lt;Unchanged&gt;</p> <p>&lt;Delete&gt;</p>
<p><u>(Disclosure via Internet of General Shareholder Meeting Reference Documents, etc. and Deemed Provision)</u></p> <p><u>Article 14. In conjunction with the convening of a General Meeting of Shareholders, information on matters that should be described or indicated in general shareholder meeting reference documents, business reports, financial statements and consolidated financial statements shall be deemed to have been provided to shareholders, if the Company discloses such information by any Internet-based means pursuant to the Ordinance of the Ministry of Justice.</u></p>	<p>&lt;Delete&gt;</p>
<p>&lt;New&gt;</p>	<p><u>(Electronic Provision Measure, etc.)</u></p> <p><u>Article 14. Upon convening a General Meeting of Shareholders, the Company shall take the electronic provision measure with respect to information that constitutes the content of general shareholder meeting reference documents, etc.</u></p> <p><u>2. The Company may omit all or part of information specified in the Ordinance of the Ministry of Justice and provided in an electronic form from documents delivered to shareholders who have requested paper-form documents before the record date of voting rights.</u></p>



<p>Supplementary Provisions</p> <p>&lt;New&gt;</p>	<p>Supplementary Provisions</p> <p><u>1. The amendment of the Article 14 of the Articles of Incorporation shall take effect on September 1, 2022, the date of enforcement of the revised provision in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70, 2019) (hereinafter, the “Enforcement Date”).</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, the current Article 14 of the Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held within six (6) months from the Enforcement Date.</u></p> <p><u>3. These Supplementary provisions shall be deleted on the date on which six (6) months have elapsed from the Enforcement Date or the date on which three (3) months have elapsed from the date of the General Meeting of Shareholders under the preceding paragraph, whichever is later.</u></p>
--	---

## Second agenda item: Selection of eight Directors

You are requested to approve the reappointment of eight incumbent Directors.

Candidate No.	Name (Date of birth)	Overview of current position, career summary, responsibilities, and important positions held concurrently	Number of the Company's shares held
1	 Kinji Kashio (July 12, 1967)	<p>&lt;Current position&gt;            President and Representative Director            Managing Director in charge of engineering department</p> <p>&lt;Career summary&gt;            Mar. 1988: Joined the Company            Oct. 2010: Group Manager in charge of product development &amp; design of automotive connectors            Apr. 2014: Operating Officer            Deputy General Manager of the Automotive/Consumer Connector Business            Apr. 2015: General Manager of the Automotive Connector business            Jun. 2016: Director            Apr. 2020: Managing Director            Nov. 2020: President and Representative Director</p> <p>■ Attendance at meetings of the Board of Directors:            Attended 13 meetings out of 13 meetings held</p>	32,500 shares
<p>Mr. Kashio has engaged in the design and development of Japanese and overseas markets since joining the Company.            He began developing automobile connectors after returning from assignments in North America and contributed to growing the segment into the core business of the Company.            He has been leading and guiding the Company after taking office as President and Representative Director in November 2020.</p>			
2	 Masami Yamamoto (March 31, 1957)	<p>&lt;Current position&gt;            Director in charge of sales administration</p> <p>&lt;Career summary&gt;            Nov. 1980: Joined the Company            Jul. 2002: Manager of the Business Development Department and concurrently Manager of Sales Department II.            Subsequently took on a series of important positions in sales divisions.            Jun. 2010: Director</p> <p>■ Attendance at meetings of the Board of Directors:            Attended 13 meetings out of 13 meetings held</p>	34,000 shares
<p>Mr. Yamamoto developed his career in sales mainly through the cultivation of new markets such as the in-vehicle and medical areas. After becoming an officer, he took on the position of a divisional manager and broadened his duties. He has been in his current position since 2013. He has been playing the leading role to promote sales from a range of perspectives by demonstrating his excellent business ability and providing proper guidance.</p>			

3	 <p>Osamu Mizuno (May 25, 1958)</p>	<p>&lt;Current position&gt; Director in charge of planning and finance</p> <p>&lt;Career summary&gt; Apr. 1982: Joined Mitsubishi Bank, Ltd. (now the Bank of Tokyo-Mitsubishi UFJ, Ltd.) Mar. 2001: Manager of Credit Department II of the bank Feb. 2013: Joined the Company (accounting division) Apr. 2015: Operating Officer in charge of planning and finance Jun. 2017: Director</p> <p>■ Attendance at meetings of the Board of Directors: Attended 13 meetings out of 13 meetings held</p>	29,500 shares
<p>Mr. Mizuno has experience in corporate rehabilitation and management support in addition to extensive knowledge of financial affairs developed while working at the bank for 30 years. Since joining the Company in 2013, he has been using his expertise to contribute to strengthening its management base and sustainability in terms of financial accounting, personnel management, corporate governance, etc.</p>			
4	 <p>Eiji Masuta (March 26, 1965)</p>	<p>&lt;Current position&gt; Director in charge of production and quality administration</p> <p>&lt;Career summary&gt; Mar. 1985: Joined the Company Jul. 2009: General Manager of the Manufacturing Apr. 2014: Operating Officer Apr. 2017: General Manager of the Business Connector Sector Jun. 2018: Director</p> <p>■ Attendance at meetings of the Board of Directors: Attended 13 meetings out of 13 meetings held</p>	25,600 shares
<p>Mr. Masuta engaged in assignments on production/manufacturing technologies after joining the Company. He completed important projects as a leader after becoming an operating officer in 2014. Leveraging views he has broadened as General Manager since 2017, he supervises production and quality divisions companywide in his present capacity as Director, focusing mainly on improvements in production efficiency.</p>			
5	 <p>Hitoshi Yonezawa (December 14, 1960)</p>	<p>&lt;Current position&gt; Director in charge of engineering department</p> <p>&lt;Career summary&gt; Apr. 1983: Joined Matsushita Electric Works Co., Ltd. (now Panasonic Corporation) Apr. 2006: Connector business unit of Matsushita Electric Works Manager of product planning and development Apr. 2017: Mechatronics Division of Panasonic Chief of Production Technology Center Jul. 2020: Temporary transfer to the Company as the head of Azumino Factory Jan. 2021: Retired from Panasonic Corporation General Manager in charge of engineering department of the Company Jun. 2021: Director</p> <p>■ Attendance at meetings of the Board of Directors: Attended 10 meetings out of 10 meetings held</p>	5,700 shares
<p>Mr. Yonezawa worked in technical divisions for approx.35 years since joining Matsushita Electric Works (current Panasonic Corporation). He has worked with a range of divisions such as R&amp;D, product planning and design, and production technology and taken a number of important positions leading the Company's factories and centers. Since becoming Director in 2021 to supervise the Company's engineering divisions, he has been facilitating the creation of new products and reinforcement of the technological foundations.</p>			

6	 <p>Osamu Sawada (December 7, 1945)</p>	<p>&lt;Current position&gt; Outside Director</p> <p>&lt;Career summary&gt; Apr. 1968: Joined Mitsubishi Corporation Jun. 2004: President and Representative Director of Net One Systems Co., Ltd. Mar. 2014: Resigned from the company after serving as Chairman and Adviser Jun. 2015: Outside Director of the Company</p> <p>&lt;Important concurrent positions&gt; Outside Director of BrainSellers.com Corporation</p> <ul style="list-style-type: none"> <li>■ Attendance at meetings of the Board of Directors: Attended 13 meetings out of 13 meetings held</li> <li>■ Number of years since assuming the position of an Outside Director of the Company: 7 years</li> </ul>	25,100 shares
<p>Mr. Sawada undertook many important duties at Net One Systems Co., Ltd, a listed company where he served as the president for eight years. He oversees management as a whole by building on his extensive experience and provides advice by leveraging his global awareness, incubation capabilities and expertise in the ICT area. He also contributes to the Company as the chairperson of the nominating committee.</p>			
7	 <p>Takashi Hanazawa (May 9, 1951)</p>	<p>&lt;Current position&gt; Outside Director</p> <p>&lt;Career summary&gt; Apr. 1976: Joined Nippon Telegraph and Telephone Public Corporation (now NTT) Jun. 2007: Director of the company Jun. 2010: President and Representative Director of NTT Advanced Technology Corporation Jun. 2016: Retired from the company after serving as a director and adviser Jun. 2017: Outside Director of the Company</p> <p>&lt;Important concurrent positions&gt; Director (Audit and Supervisory Committee Member) of Wellnet Corporation Part-time instructor, Department of Policy Studies, Tsuda University</p> <ul style="list-style-type: none"> <li>■ Attendance at meetings of the Board of Directors: Attended 13 meetings out of 13 meetings held</li> <li>■ Number of years since assuming the position of an Outside Director of the Company: 5 years</li> </ul>	13,400 shares
<p>In addition to a broad range of experience he developed as a manager, Mr. Hanazawa gained knowledge on, and experience in, telecommunications while also serving as a technical committee member for a number of public organizations. He provides appropriate oversight of management and technical advice. He also contributes to the Company as the chairperson of the remuneration committee.</p>			

8	 <p>Mami Yamashita (May 23, 1978)</p>	<p>&lt;Current position&gt; Outside Director</p> <p>&lt;Career summary&gt; May. 2006: Received an MBA from the University of Missouri in the United States Dec. 2013: Founded Kokoruku Co., Ltd. Assumed the position of representative director of the company Jun. 2018: Outside Director of the Company</p> <p>&lt;Important concurrent positions&gt; Representative Director of Kokoruku Co., Ltd. Director of Learning Journey, a general incorporated association Outside Director of AEON Fantasy Co., Ltd.</p> <p>■ Attendance at meetings of the Board of Directors: Attended 13 meetings out of 13 meetings held ■ Number of years since assuming the position of an Outside Director of the Company: 4 years</p>	8,100 shares
<p>Ms. Yamashita went to the United States by herself after resigning from a large electric company and earned an MBA. After returning to Japan, she engaged in international operations and risk management in the financial sector, and then, founded Kokoruku, a company that provides child-care support. As an advisor to the Sustainability Committee, she provides advice chiefly on environmental, social and personnel matters, as well as management as a whole.</p>			

(Notes)

1. The candidates for Director have no special interest in the Company.
2. The Company apply for the registration of Outside Directors as independent officers because they meet the independence criteria specified by the Tokyo Stock Exchange.
3. The Company has concluded limited liability agreements with the Outside Directors with the minimum limits specified in the Companies Act.
4. The Company has signed a directors and officers liability insurance policy that insures the Directors.
5. Mr. Hitoshi Yonezawa took office as a new Director in the middle of the fiscal year under review. Therefore the number of meetings of the Board of Directors held and the number of meetings he attended cover meetings of the Board of Directors held after June 28, 2021, the date on which he took office.



**(Reference) The skills matrix of Directors and Corporate Auditors**

If candidates for Directors and Corporate Auditors included in the Notice of Convocation are elected as originally proposed, the skills matrix is as follows.

Name	Title at the Company (plan)	Areas where they can demonstrate their expertise particularly						
		Corporate management	Marketing	Technology and development	Manufacturing	International business	Finance and accounting	Legal affairs and risk
Kinji Kashio	President and Representative Director	●	●	●		●		
Masami Yamamoto	Director		●	●				
Osamu Mizuno	Director	●					●	●
Eiji Masuta	Director			●	●			
Hitoshi Yonezawa	Director			●	●			
Osamu Sawada	Outside Director	●				●		
Takashi Hanazawa	Outside Director	●		●				
Mami Yamashita	Outside Director	●				●		●
Masahiro Uchiyama	Full-time auditor						●	●
Kazuo Moro	Outside Auditor						●	●
Mami Nagasaki	Outside Auditor						●	●

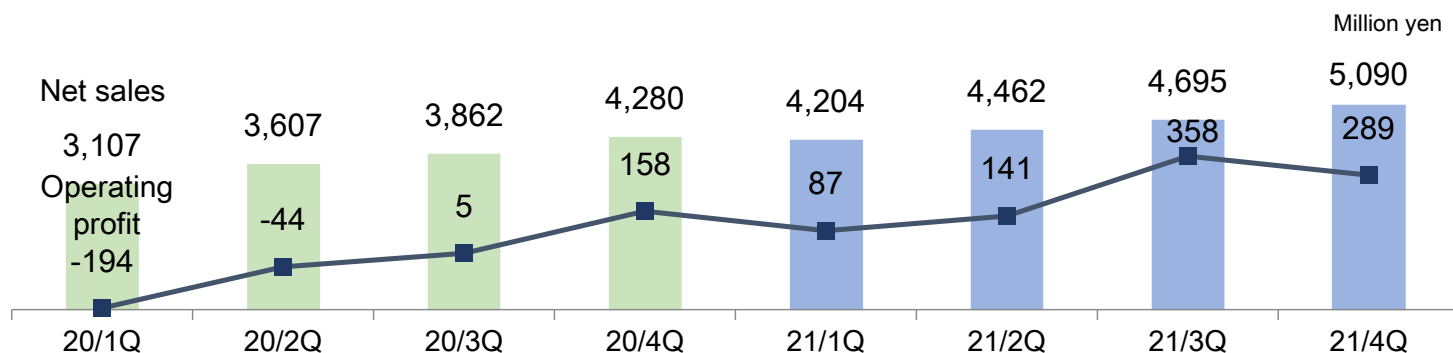
Note: The above list does not show all of the knowledge and experience of the Directors and Corporate Auditors.

# Results for fiscal year ended March 31, 2022

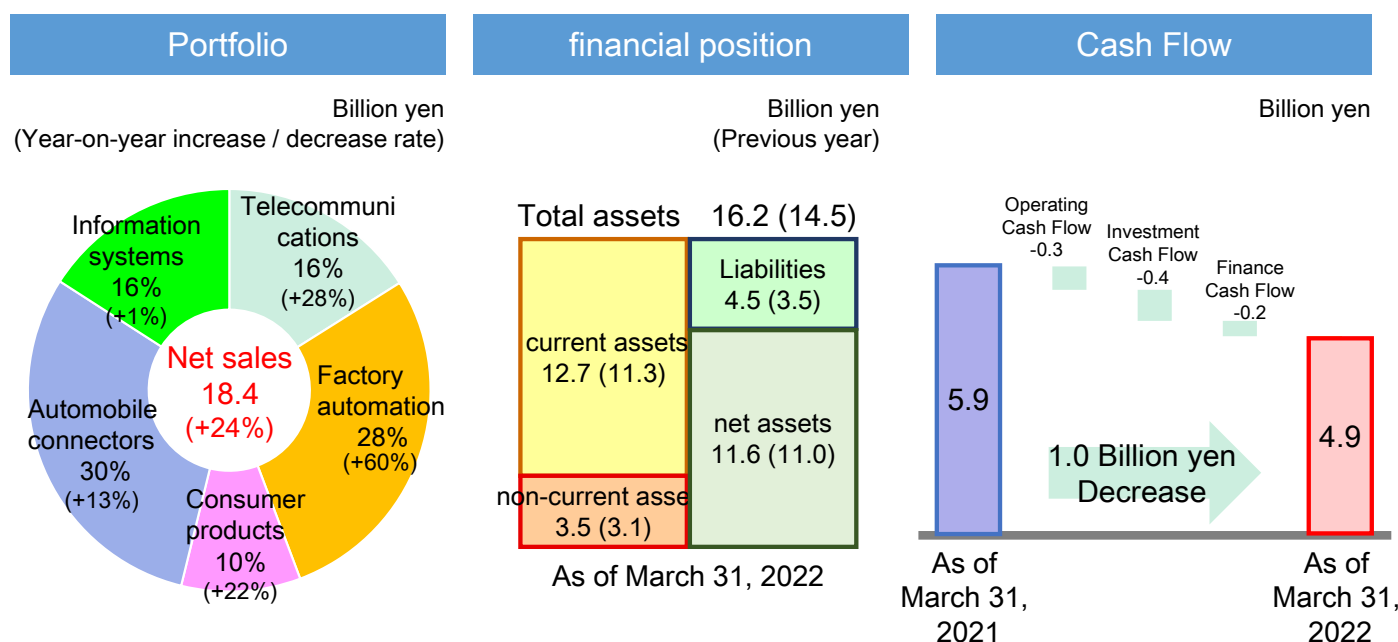
- Net sales increased 24% year on year after recovery or growth in all the sectors.
- Operating profit improved significantly following the sales increase and streamlining, overcoming soaring material and distribution costs.
- Ordinary profit and profit achieved greater increases than in the previous fiscal year, due partly to subsidies and the weaker yen.
- Total assets increased 1.7 billion yen due to higher sales, and non-current assets increased 0.3 billion yen, reflecting active investments
- Cash and deposits decreased 1.0 billion yen mainly due to rises in inventories and investments

(Year-on-year increase / decrease rate)

Net sales	Operating profit	Ordinary profit	Profit	Cash dividend
18,451 Million yen (+24%)	875 Million yen (FY3/21: -74 Million yen)	1,043 Million yen (+606%)	693 Million yen (+814%)	12 yen (+5 yen)



\* Values from past financial results were corrected retrospectively due to the application of the Accounting Standard for Revenue Recognition.

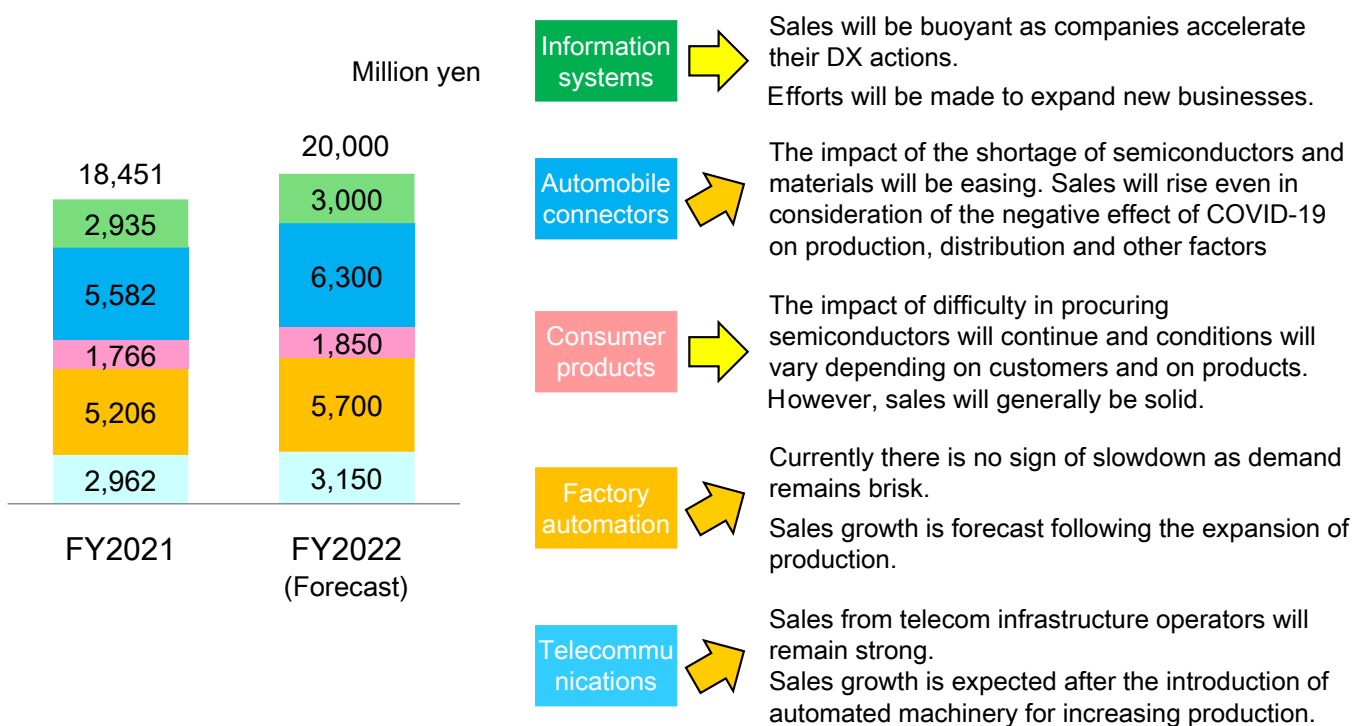


- Net sales are forecast to surge given continuously brisk demand in all sectors and a large order backlog.
- Operating profit will rise at a higher rate of 7.0% as a result of streamlining and price revisions offsetting increased investments in development and human resources, soaring procurement prices and other cost hikes.
- Dividends are forecast at 17 yen per share (with a payout ratio of 39%) in consideration of performance trends and the financial position.

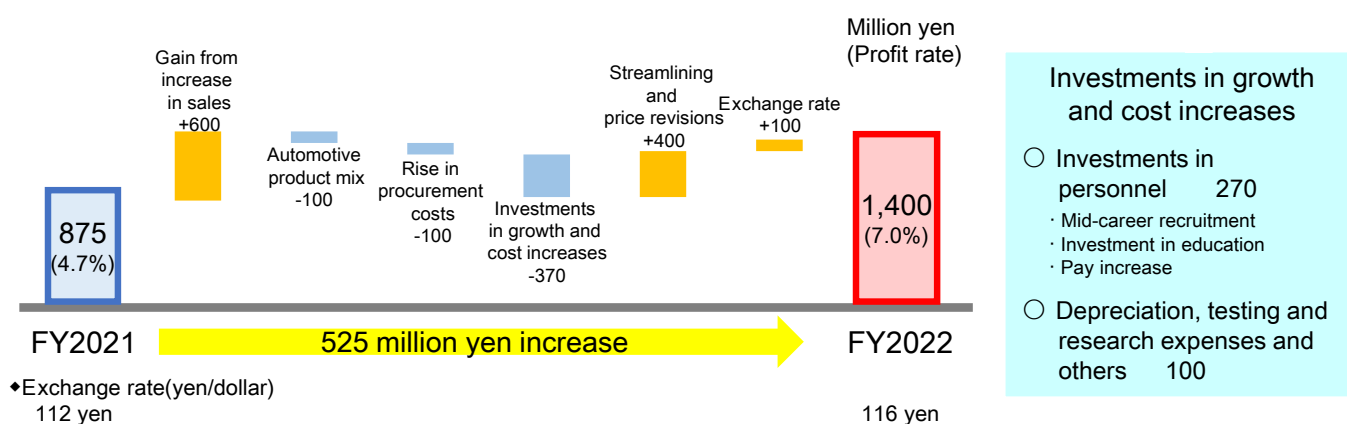
(Year-on-year increase / decrease rate)

Net sales	Operating profit	Ordinary profit	Profit	Cash dividend
20,000 Million yen (+8%)	1,400 Million yen (+60%)	1,400 Million yen (+34%)	1,000 Million yen (+44%)	17 yen (+5 yen)

## Forecast by sector



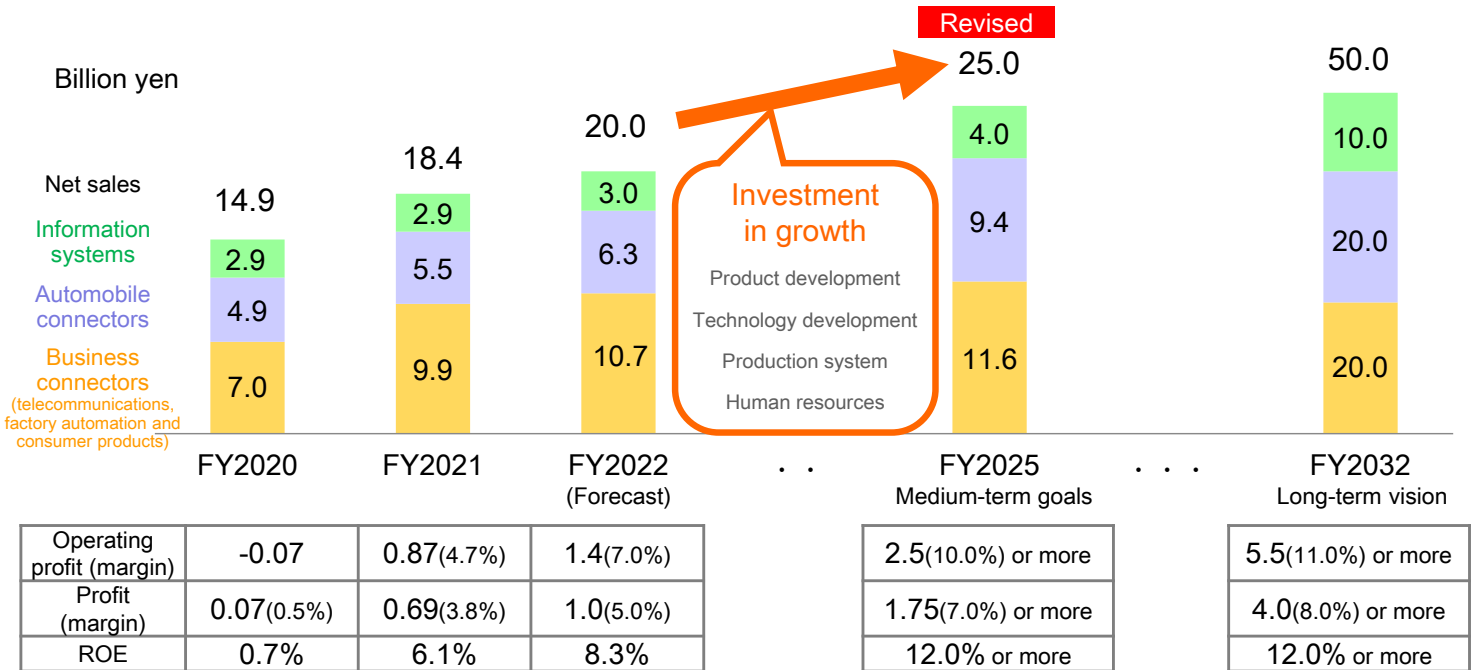
## Analysis of operating profit



## Basic strategies

Create and launch new products swiftly in "connecting" markets that will expand with Society 5.0.

- Medium-term goals: Record highs in net sales and in operating profit in FY2025
- FY2022: Step up investments for growth to accelerate the creation of new products and businesses



## Business connectors

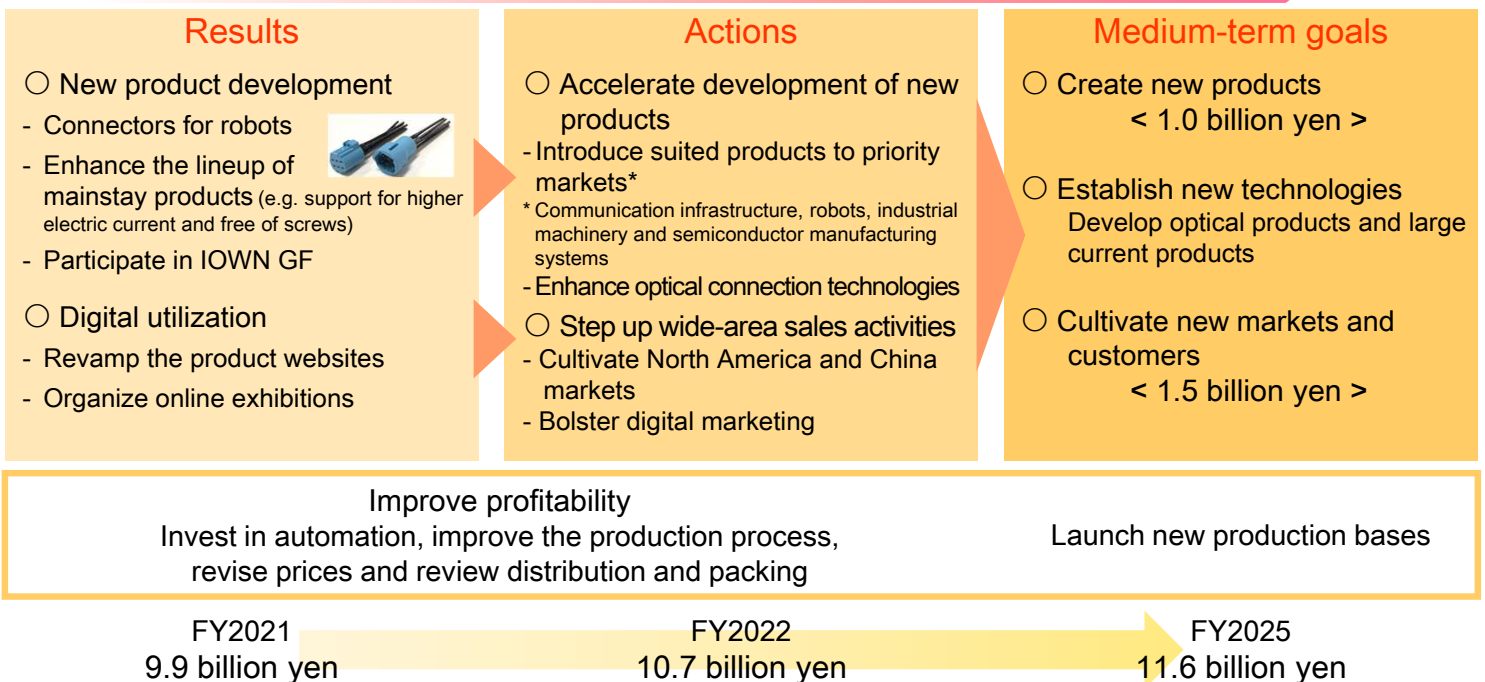
Launch a series of new products to meet expanding and diversifying needs.

### Market expansion & diversification of needs

Increase investments in manufacturing facilities and in telecom infrastructure

IoT for connecting all devices

Market expansion forecast from 2020 to 2025: 1.8 times in robots, 1.5 times in semiconductor manufacturing systems and 1.4 times in optical communication and network equipment



# Automobile connectors

Expand business based on our strong track record in vehicle cameras and high-speed transmission technology.

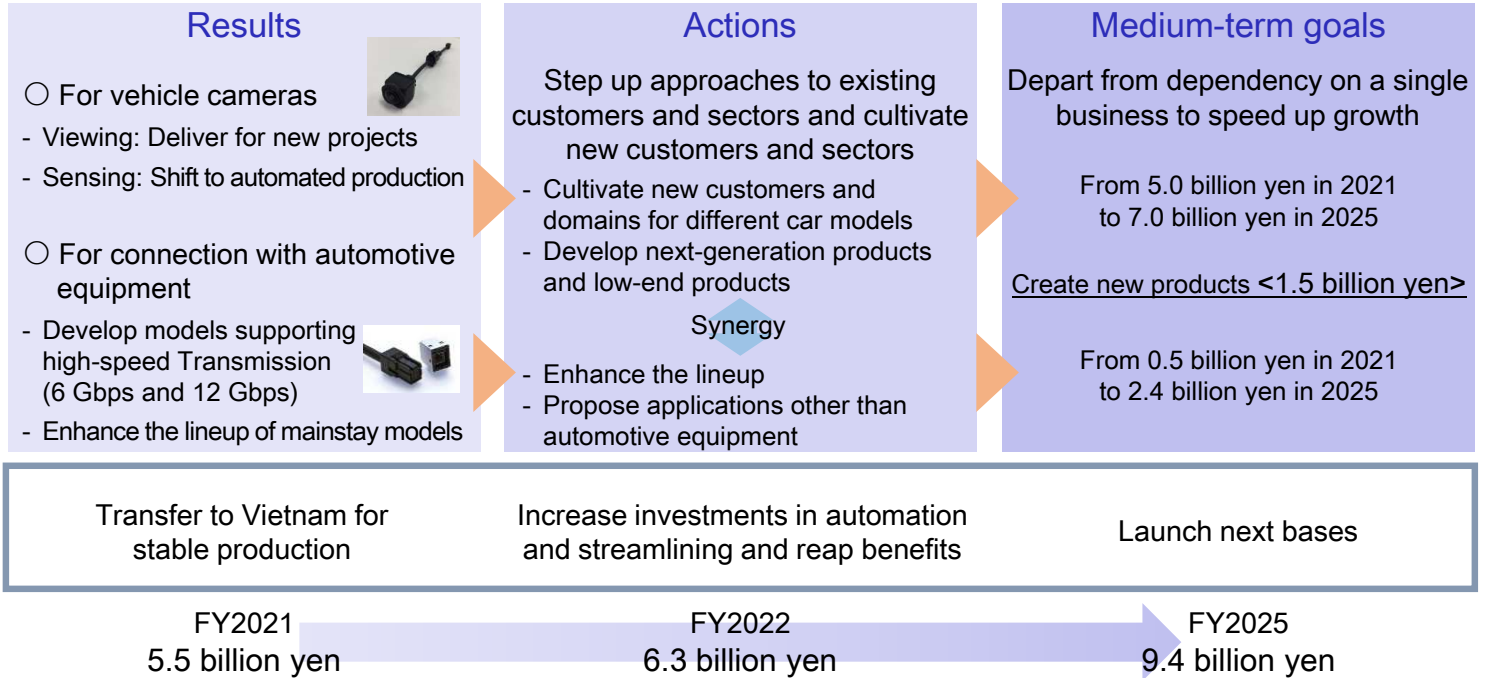
Advance the shift to electronics with an eye towards CASE

Automobile connector market

Automotive camera market

Expected to grow 1.5 times from 2020 to 2025

Expected to grow twice from 2020 to 2025



# Information systems

Expand business domains by developing our own DX businesses, utilizing new technologies.

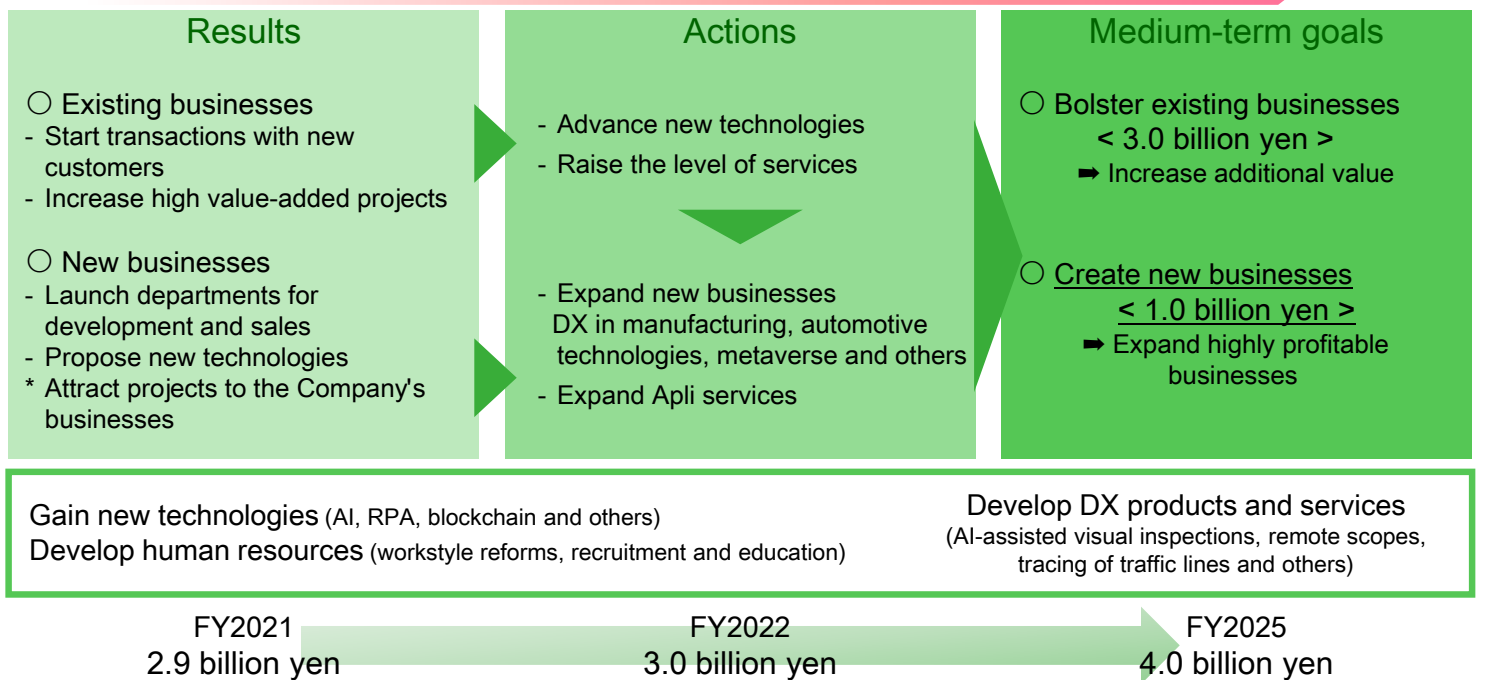
Digital implementation in society is speeding up.

IoT business market

Cloud services market

Expected to grow 1.5 times from 2020 to 2025

Expected to grow twice from 2020 to 2025



## Sustainability Initiatives

Aim to realize a sustainable society and to increase corporate value.



### Realizing a sustainable society

#### Environment

Toward the creation of a decarbonized and recycling-based society

- Greenhouse gas emission reduction
- Waste reduction

**CO2 reduction targets** 2030: 38% reduction from the 2013 level  
2050: carbon neutrality

#### Society

Toward the sound development of society

- Improve the connecting technologies
- Build a sound and firm supply chain
- Contribution to local communities



#### Human resources

Toward the growth of individuals and organizations

- Strengthen the potential of human resources
- Create workplaces that offer comfortable workstyles and job satisfaction
- Promote health and productivity management

#### Governance

Toward the establishment of optimal governance

- Enhance the governance system
- Strengthen corporate governance
- Enhance disclosures and dialogues

### Topics (1): Response to the reorganization of the Tokyo Stock Exchange

The Company was transferred to the Prime Market following the reorganization of the Tokyo Stock Exchange in April 2022.

It is increasing efforts to meet the listing criteria because it does not achieve full conformity at the present time.

Items that do not conform with the Prime Market listing criteria

Category	Criteria	Status of Conformity As of the end of June 2021
Market value of outstanding shares	10 billion yen or more	7.37 billion yen
Trading value	20 million yen or higher per day on average	19 million yen

Efforts are being made for conformity by 2024

- (1) Increase in financial results through the implementation of the management plan
- (2) Increase in the number of outstanding shares through stock measures
- (3) Enhancement of IR activities

## Topics (2): New products development

### Compact high-speed (6 Gbps and 12 Gbps) transmission LVDS connectors



#### <Features and Applications>

- An industry-leading level of transmission speed among automobile LVDS connectors
- Connection with automotive equipment, automotive LAN and others

➔ Business talks for details started

### Enhance the lineup of compact high-speed transmission automobile connectors



#### <Features and Applications>

- Supporting transmission of various signals at a maximum of 3 Gbps
- Introduced to automotive equipment, supercomputers and others

➔ Adding surface mount technology (SMT) models, etc.

Offer cutting-edge technologies and broad choices in answer to mounting needs for high speed transmission from automotive equipment

### Compact relay connectors for robots



#### <Features and Applications>

- The industry's smallest-sized connectors with high wiring workability
- Industrial robots, multi-joint robots and others

➔ Introduce problem-solving products to growing markets

### 0.8mm-pitch I/O connector models with increased current capacity



#### <Features and Applications>

- Current capacity of mainstay products increased
- Control devices, small-sized display monitors and other devices requiring power supply and control signals

➔ Helping reduce sizes and spaces for devices

Offer problem-solving products in response to growing and diversifying needs

## Topics (3): Examples of sustainability initiatives

### Reduction of CO2 emissions

Introduction of equipment with high energy-saving performance



Heavy oil-based room heating



Electricity-based air conditioning

### Waste reduction

Introduction of more recycled materials in the molding process

### Promotion of health and productivity management

- Acquisition of certifications  
2022 Certified Health & Productivity Management Outstanding Organizations  
Efforts to receive certification for an excellent company in health – Silver



-Holding of a health event



Event to encourage stretching



Event to encourage walking (increase in the number of steps)

### Development of organizations and human resources

- Organizing the training system  
Enhancement of training programs for managers and young employees



- Enhancement of programs to encourage self-improvement  
Increased the number of applicable qualifications (20→35)

Number of employees qualified:  
6 in 2020 → 8 in 2021

- Promotion to regular employees  
Promoted 11 temporary and part-time employees



HONDA TSUSHIN KOGYO CO., LTD.

Osaki MT Building, 5-9-11, Kitashinagawa, Shinagawa-ku, Tokyo 141-0001 JAPAN

Contact information : Corporate Planning Group E-mail: ir@htk-jp.com