MIYAJI ENGINEERING GROUP, INC.

Securities code: 3431



Date and Time:Thursday, June 27, 2024 at 10:00 a.m.
(Japan time)Place:Event Hall, 2nd Floor, Bellesalle Kanda,
Sumitomo Fudosan Kanda Building
7, Kanda-Mitoshiro-cho, Chiyoda-ku, Tokyo,
JapanProposals:Proposal 1:
Proposal 2:Proposals:Proposal 2:
(excluding Directors Who Are
Audit and Supervisory

Committee Members)



Please exercise your voting rights in writing (by mail) or via the Internet. Exercise due date: No later than 5:50 p.m. on Wednesday, June 26, 2024

If you are unable to attend the General Meeting of Shareholders

MIYAJI ENGINEERING GROUP, INC.

Management Philosophy

"Contributing to the enrichment of our nation and the creation of a brighter society through the construction, maintenance, and repair of societal infrastructure such as bridges, buildings, and coastal structures"

To Our Shareholders

Please allow me to express my sincere gratitude for your continued support and patronage. I would like to hereby take the opportunity of this convocation notice to the 21st Annual General Meeting of Shareholders of MIYAJI ENGINEERING GROUP, INC. (the "Company") to share a few words. The Group celebrated the 115th anniversary since Eijiro Miyaji established its founding business, MIYAJI IRON WORKS CO., LTD. in 1908, and the 20th anniversary since the Company was established as a holding company. Over our long history, we have faced several major crises. It is with the solid support of our shareholders and the unflagging hard work and ingenuity of our predecessors that we made it through these crises, allowing us to enjoy today's steady increase in orders received and sales. Furthermore, we disclosed our "Action to Implement Management that is Conscious of Cost of Capital and Stock Price" on August 9, 2023, and we have striven to enrich our capital policies.

The Group will continue to make every effort to achieve sustainable growth and enhance its corporate value over the medium to long term, so we humbly ask our shareholders for your ongoing understanding and support.



Shigetoshi Aota President and Representative Director

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.

> Securities code: 3431 June 6, 2024 (Commencement date of measures for electronic provision: June 5, 2024)

To Shareholders with Voting Rights:

Shigetoshi Aota, President and Representative Director MIYAJI ENGINEERING GROUP, INC. 9-19 Nihonbashi-Tomizawa-cho, Chuo-ku, Tokyo, Japan

NOTICE OF THE 21st ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage. We hereby inform you that the 21st Annual General Meeting of Shareholders of MIYAJI ENGINEERING GROUP, INC. (the "Company") will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts such information on each of the following websites. Please access any of these websites using the internet addresses to review the information.

The Company's website:	https://www.miyaji-eng.com/en/zaimu/meeting.html
(Please access the above website to	check the information under "The 21st Annual General Meeting

(Please access the above website to check the information under "The 21st Annual General Meeting of Shareholders.")



The Tokyo Stock Exchange (TSE) website https://www2.jpx. (Listed Company Search): Show

(Please access the above TSE website and input "Miyaji Engineering Group" in "Issue name (company name)" field or the Company's security code "3431" in "Code" field, and click "Search," and then click "Basic information" and "Documents for public inspection/PR information" in succession. The information is available in "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" section under "Filed information available for public inspection.")

If you are not attending the meeting in person, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:50 p.m. on Wednesday, June 26, 2024.

Notice

1. Date and Time:	Thursday, June 27, 2024 at 10:00 a.m				
2. Place:	Event Hall, 2nd Floor, Bellesalle Kanda, Sumitomo Fudosar 7, Kanda-Mitoshiro-cho, Chiyoda-ku				
3. Meeting Agenda:	Matters to be reported:	1. The Busir Company results of Superviso	's 21st Fis audits by		
		2. The Non- Fiscal Yea			
	Proposals to be resolved:				
4. Notes on Exercising Voting Rights:	A vote for a pr Exercise Forn	•			

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=



m. (Japan time) (reception opens at 9:00 a.m.)

an Kanda Building u, Tokyo, Japan

ort and Consolidated Financial Statements for the fiscal Year (April 1, 2023 - March 31, 2024) and y the Accounting Auditor and the Audit and nittee of the Consolidated Financial Statements

ated Financial Statements for the Company's 21st 1, 2023 - March 31, 2024)

priation of Surplus

n of Four (4) Directors (excluding Directors Who dit and Supervisory Committee Members)

tion of approval or disapproval on the Voting Rights n indication of approval.

When attending the meeting in person, please submit the Voting Rights Exercise Form at the reception desk.

If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.

To the shareholders who have requested the delivery of paper-based documents, we will also send the documents that describe the matters for which measures for providing information in electronic format are to be taken. However, such documents do not include the following matters pursuant to the provisions of laws and regulations as well as Article 15 of the Articles of Incorporation of the Company.

- (i) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements
- (ii) "Non-consolidated Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements contained in such documents are part of the documents included in the scope of audits by the Accounting Auditor and by the Audit and Supervisory Committee in preparing the accounting audit report and the audit report, respectively.



Guidance on Exercising Voting Rights

The right to vote at the General Meeting of Shareholders is an important right for all shareholders. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights. There are the following three ways to exercise your voting rights:



Guidance on Filling Out the Voting Rights Exercise Form



If you exercise your voting rights both in writing (by mail) and via the Internet, only the vote exercised via the Internet will be deemed valid. If you exercise your voting rights via the Internet more than once, your final vote will be deemed valid.



Guidance on Exercising Voting Rights via the Internet



Institutional investors may use the Electronic Voting Rights Exercise Platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

From a medium- to long-term perspective, the Company considers the establishment of a highly sustainable corporate structure, the enhancement of corporate value, and the return of profits to shareholders as important management policies, while at the same time we have a basic policy of implementing a well-balanced capital policy, including investments for sustainable growth, a concept shared by all shareholders and stakeholders.

In appreciation of its shareholders' support, the Company proposes to pay the year-end dividend for the fiscal year under review as follows, taking into consideration the business performance for the fiscal year under review, future business development, and other factors

1)	Type of dividend assets	Cash		
2)	Allotment of dividend assets and the total amount thereof	¥107 per share or Total: ¥1,456,23 Since the interim dividend of ¥10) dividend for the share.		
		* The Company co shares effective O is based on the as beginning of the f		
3)	Effective date of dividend of surplus	June 28, 2024		

of common shares of the Company 31,694

im dividend of ¥85 (including a commemorative per share was already paid, the Company's annual fiscal year under review will amount to ¥192 per

onducted a two-for-one stock split of its common October 1, 2023. The interim dividend stated above ssumption that the stock split was conducted at the fiscal year under review.



The Company conducted a two-for-one stock split of its common shares effective October 1, 2023. Dividends per share are calculated based on the assumption that the stock split was conducted at the beginning of the fiscal year ended March 31, 2020.

Dividend policy

The Company positions the return of profits to shareholders as an important management policy and intends to maintain and expand shareholder returns.

The Company will achieve the profit targets in its Medium-Term Business Plan (FY2022 to FY2026) with the goal of maintaining and further increasing dividends per share. We will also flexibly implement shareholder returns when performance is favorable and appropriately control the level of equity capital, paying careful attention to maintaining capital efficiency in order to achieve an ROE of 10%, the target of the Medium-Term Business Plan. At the same time, we have a basic policy of implementing a well-balanced capital policy, including investments for sustainable growth, a concept shared by all shareholders and stakeholders, and certain capital expansion.

Based on this policy, for shareholder returns by FY2026, the final year of the Medium-Term Business Plan, the Company aims to achieve a target total return ratio of 60% while maintaining an equity ratio of 55% and achieving an ROE of 10%.

Proposal 2:

Members)

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to elect four (4) Directors. With regard to this proposal, the Audit and Supervisory Committee of the Company believes that all candidates for Director proposed herein are suitable for the position after reviewing this proposal based on a summary of discussions, etc. at the Nomination and Compensation Committee. The candidates for Director are as follows:



Election of Four (4) Directors (excluding Directors Who Are Audit and Supervisory Committee

	Positions at the Company	Attendance at the Board of Directors meetings
	President and Representative Director	100% (10/10)
	Representative Director	100% (10/10)
	Director	100% (10/10)
Indepen- dent	Outside Director	100% (7/7)

ndependent officer as prescribed by the regulations of the Tokyo Stock Exchange

No. 1

Reappointment

Shigetoshi Aota (September 28, 1947) Male

Number of Company shares owned7,804 Attendance at the Board of Directors meetings 10/10 (100%)

[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

[Curver building	iai), positions and responsionnes at the con	inpunij (biutub bi	i siginiteant concartent positions)]
Nov. 1970	Joined MIYAJI IRON WORKS CO., LTD. (currently MIYAJI ENGINEERING CO.,	June 2007	Director of MIYAJI CONSTRUCTION & ENGINEERING CO., LTD. (currently
	LTD.)		MIYAJI ENGINEERING CO., LTD.)
June 1999	President, Osaka Branch	June 2009	Senior Managing Director; Senior Managing
Aug. 2001	Deputy General Manager, Bridge Sales		Operating Officer and Assistant to the
	Division; President, Osaka Branch		President; General Manager, Corporate
June 2002	Director and General Manager, Bridge Sales		Planning Division of MIYAJI IRON
	Division; General Manager, Overseas		WORKS CO., LTD.
	Business Department	June 2010	President and Representative Director
June 2003	Director and Operating Officer; General	March 2011	President and Representative Director of
	Manager, Bridge Sales Division and General		MIYAJI ENGINEERING CO., LTD.
	Manager, Overseas Business Department	June 2011	Vice President and Representative Director of
June 2004	Director, Operating Officer and General		the Company
	Manager, Sales Division; General Manager,	Apr. 2013	President and Representative Director of the
	Overseas Business Department		Company (to present)
June 2005	Director of the Company	June 2019	Chairman and Representative Director of
June 2007	Managing Director; Managing Operating		MIYAJI ENGINEERING CO., LTD.
	Officer and General Manager, Sales Division	June 2022	Consultant of the Company (current position)
	of MIYAJI IRON WORKS CO., LTD.		

[Reason for nomination as candidate for Director]

Mr. Aota has demonstrated leadership in management with his wealth of experience and broad knowledge as a manager at the Group, and he possesses experience and abilities appropriate for the Company's Representative Director, including familiarity with corporate planning, sales and other departments. In particular, he led the merger of MIYAJI IRON WORKS CO., LTD. and MIYAJI CONSTRUCTION & ENGINEERING CO., LTD., which marked a major turning point for the Company, and the conversion of MM BRIDGE CO., LTD. (MMB) into a group company with strong conviction, thereby helping the Group recover from weak business performance and achieve growth. In addition, he played a leading role in organizing the "Action to Implement Management but is Conscioure of Coard of Stork Price" in the arxivum frond user and he also contributed to the antherearement of that is Conscious of Cost of Capital and Stock Price" in the previous fixed year, and he also contributed to the enhancement of corporate value. Considering these reasons, the Company has determined that he is qualified as the Company's Director and has therefore continued to nominate him as a candidate for the position.

No. Reappointment 2

Oct. 2010





[Career summary, positions and responsibilities at the Joined MIYAJI IRON WORKS CO., LTE (currently MIYAJI ENGINEERING CO., LTD.) Apr. 1983 General Manager, Construction Planning Apr. 2008 Department, Construction Division General Manager, Engineering Proposal Office, Sales Division March 2009

Ottice, Sales Division General Manager, Engineering Departme Engineering Division General Manager, Engineering Departme Engineering Division, Bridge Business Division of MIYAJI ENGINEERING CO March 2011 LTD. LTD. General Manager, Planning Department, Chiba Works, Bridge Business Division Operating Officer and General Manager, Engineering Department, Chiba Works Director, General Manager, Engineering Division and General Manager, Engineering Department; Deputy General Manager, Planning Division Apr. 2013 Apr. 2015 June 2017

[Reason for nomination as candidate for Director] Received for nomination as calculate for Director] Mr. Uchara has a wealth of experience in construction planning/design engineering at the Group. In particular, he played a central role during construction of the Akashi Kaikyo Bridge, which is a super-large suspension bridge. Furthermore, he demonstrated leadership not only on the construction front but also on the order receipt fronts in the design, construction planning, and sales areas. He led the effort of MEC to receive orders for large-scale renewal works while displaying strong leadership as a manager to contribute to the strong business performance. Based on these and other factors, the Company has determined that he is qualified as the Company's Director since he has the experience and abilities appropriate for serving as the Company's Director, and has therefore continued to nominate him as a candidate for the position.

(April 11, 1960)

Number of Company shares owned1,368 Attendance at the Board of Directors meetings10/10 (100%)

he Co	mpany (Status c	of significant concurrent positions)]
ГD.	Apr. 2019	Director and General Manager, Engineering
).,		Division
	June 2019	Director of MM BRIDGE CO., LTD.
g	June 2020	Director of the Company
	Apr. 2021	Director and Managing Operating Officer;
1		Deputy General Manager, Sales Division of
		MIYAJI ENGINEERING CO., LTD.
nent,	Apr. 2022	Representative Director and General
		Manager, Group Planning and Administration
nent,		Division of the Company (to present)
	Apr. 2022	President and Representative Director of
:O.,		MIYAJI ENGINEERING CO., LTD. (current position)

No. 3

Reappointment

(February 7, 1959) Masahiro Ikeura Male

Number of Company shares owned Attendance at the Board of Directors meetings 10/10 (100%)

(significant concurrent positions)) Operating Officer and Chief Researcher, Presidential Administration Office of MM BRIDGE CO., LTD. Managing Operating Officer and General Manager, Presidential Administration Office Director and Managing Operating Officer and General Manager, Presidential Administration Office Director and Managing Operating Officer

Director and Managing Operating Officer President and Representative Director

(current position) Director of the Company (to present)

[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)] Apr. 1982 Apr. 2008 32 une 2008 Oct. 2009 May 2012

ary, positions and responsibilities at the Co Joined Mitsubishi Heavy Industries, Ltd. General Manager, Sales Department I, Sales Management Department, Bridge Business Division of Mitsubishi Heavy Industries Apr. 2015 June 2017 Bridge & Steel Structures Engineering Co., Ltd. (currently MM BRIDGE CO., LTD.) General Manager, Sales Management Department, Bridge Business Division June 2019 Apr. 2020 June 2020 General Manager, Corporate Planning Division Chief Researcher, New Business June 2020 Development Office Chief Researcher, Presidential Administration Apr. 2014 Office

[Reason for nomination as candidate for Director]

Mr. Ikeura has a wealth of experience in areas such as sales in the steel structure business at the Group. In particular, he is familiar also with the practical aspects such as the operation method in super-large construction works like the Honshu-Shikoku Bridge Project, and has steadily improved the business performance of MMB, with his insightful leadership, among other achievements. In addition, he played a major role in the conversion of MMB into a group company, which was the trigger for the Company's rapid growth, with his astute ideas. As such, the Company has determined that he is qualified as the Company's Director and has therefore continued to nominate him as a candidate for the position.

Reappointment Outside Independent No. 4 (October 30, 1969) Mayumi Hirase (Octobe Female

Apr. 1988 June 1988 June 1988 Jan. 1996 March 2000 Aug. 2010

[Career summary, positions and responsibilities at the Trainee of Ohmi Hills Golf Training Cou Passed professional test of Japan Ladies Professional Golfers' Association Participated in Japan Golf Tour Participated in US Golf Tour Participated in Japan Golf Tour Coached junior golf trainees at Himekko Golf School

[Reason for nomination as candidate for Outside Director and overview of expected roles] [Reason for nomination as candidate for Outside Director and overview of expected roles] Ms. Hirase actively addresses "promotion of women's advancement" and "promotion of measures to support raising the next generation," which are our key issues for diversity promotion, in the Board of Directors by utilizing her experience as an athlete who excelled in the tough world of sport as a top professional not only in Japan but also overseas. She has the strength to drive reforms and improvements from an objective and universal perspective. Furthermore, since 2016, she has been active as a "Dream Teacher" of the "JFA Kokoro Project" of the Japan Football Association as a social contribution activity. As such, the Company has determined that she is qualified as the Company's Outside Director as a leader of social contribution activities of the Company, which also works to solve various social issues, and as a supervisor of sustainable management that takes into consideration the sustainability of society by utilizing her experience in an environment completely different from our industry, and has therefore continued to nominate her as a candidate for the position.

Number of Company shares owned0 Attendance at the Board of Directors meetings

he Cor	npany (Status o	of significant concurrent positions)]
urse	Oct. 2013	Started activities as TV commentator
5	July 2016	Instructor as "Dream Teacher," "JFA Kokoro
		Project" social contribution of Japan Football Association (current position)
	June 2023	Outside Director of the Company (to present)

- Notes: 1. None of the candidates has a special interest in the Company.
 - 2. Ms. Mayumi Hirase's name in the family register is Mayumi Kato.
 - 3. Ms. Mayumi Hirase is a candidate for Outside Director.
 - 4. Ms. Mayumi Hirase is currently an Outside Director of the Company, whose term of office at the conclusion of this General Meeting of Shareholders will be one year.
 - 5. The Company has entered into an agreement with Ms. Mayumi Hirase pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit her liability for damages under Article 423, Paragraph 1 of the same act. Upon approval of her reappointment, the Company plans to continue such agreement with her. The outline of the agreement is as follows:

The Company may enter into agreements with Directors (excluding Directors who are Executive Directors, etc.) that limit liability with regard to liability provided for in Article 423, Paragraph 1 of the Companies Act, if the requirements stipulated in laws and regulations are met; provided, however that the amount of liability under such agreement shall be limited to the minimum amount of liability provided for in laws and regulations.

- 6. The Company has registered Ms. Mayumi Hirase as an independent officer as prescribed by the regulations of the Tokyo Stock Exchange. Upon approval for her election, the Company plans to continue to appoint her as an independent officer.
- 7. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement shall cover any damages including compensation for damages and legal expenses to be borne by the insureds. Upon approval for the election of each candidate, all candidates will be included as the insureds under this insurance agreement, which is scheduled to be renewed in the middle of their terms of office. The outline of the insurance agreement is stated on page 24 of the Business Report.

[Reference]

1. Skills Matrix of Directors (Skills Particularly Expected)

If Proposal 2 is approved as originally proposed, the coparticularly expected of each Director will be as follows:

Name	Position	Corporate Management	Sustainability	Governance	Universal	Finance / Accounting	Legal Affairs	Risk Management	Human Resources / Labor	Sales / Marketing	Engineering / Safety
Shigetoshi Aota	President and Representative Director	0		0		0		0			
Tadashi Uehara	Representative Director		0						0		0
Masahiro Ikeura	Director		0						0	0	
Mayumi Hirase	Director (Outside)		0		0						
Hidemi Ota	Director (Outside) Audit and Supervisory Committee Member	0		0							
Masato Tsujikawa	Director (Outside) Audit and Supervisory Committee Member			0			0				
Masato Higuchi	Director (Outside) Audit and Supervisory Committee Member			0				0			

Note: The \circ marks in this matrix represent the skills particularly expected of each Director and do not represent all the skills

If Proposal 2 is approved as originally proposed, the composition of the Board of Directors and the skills

2. Skills of Directors required by the Company

Our Group's management philosophy is to contribute to the enrichment of our nation and the creation of a brighter society through the construction, maintenance, and repair of societal infrastructure such as bridges, buildings, and coastal structures. In our age of rapidly advancing globalization, Directors who take on the difficult task of steering the Company are required to have a variety of skills in order to embody its management philosophy and ensure its sustainable growth.

The Company defines the skills particularly expected of Directors, which are important for enhancing corporate value and promoting sustainable management and diversity, as follows:

Skills	
Corporate	Capabilities to guide and supervise the Company as
Management	stakeholders, with experience in overcoming manager
	Capabilities to guide and supervise the Company's
Sustainability	organizations, with knowledge related to environment
	and development over the medium- to long-term as we
	Capabilities to prevent crises, to enhance employees' a
Governance	a company that makes social contributions, with a h
	company such as corporate governance, internal contr
	The Company is a group of professionals that engage
	infrastructure. As a company responsible for protectin
Universal	to keep a universal perspective in mind at all times. Ca
	perspective and to appropriately guide and supervise
	through substantial social contribution activities.
Finance /	Capabilities to supervise financial positions and ope
Accounting	accounting irregularities, such as window dressing,
Accounting	background as a leader supervising finance/accounting
	Capabilities to identify laws and regulations that may
Legal Affairs	supervise appropriate measures from a legal perspectiv
	which requires the prompt development of systems an
	Capabilities to identify various risks that may have an e
Risk Management	appropriate measures, with broad insight into risk man
	environment is drastically changing.
II D	Capabilities to appropriately guide and supervise the C
Human Resources	with a drive for systemic reforms to draw out the abilit
/ Labor	of the Company, as well as knowledge related to hu
	awareness about compliance with labor regulations.
~	Capabilities to understand the nature of the order-base
Sales / Marketing	grasp current challenges and their impact on changes
	policies and sales policies for developed products.
Engineering /	Capabilities to guide and supervise the technological d
Safety	business, with technologies important in the design, i
2	knowledge related to safety control.

Definitions

as a company that "works together" and "grows together" with its ement crises and ideas that can create the future amid such hardships. "s social contribution activities in cooperation with external expert rutal and social initiatives necessary for continuing sustainable growth well as deep insight into "coexistence and co-prosperity with society." "awareness of compliance, and to guide and supervise the Company as high degree of awareness about the important factors in governing a ttrols, compliance, and risk management.

ges in social contribution activities through the development of social ting the safety and security of people's lives, we believe it is important capabilities to grasp the Company's corporate activities from a universal se these activities by leveraging experience in a different environment

perating results in cooperation with external audit firms, to prevent g, and to ensure compliance in corporate accounting, with a career ing and tax affairs.

y have an enormous impact on corporate management and to guide and ive, with broad insight into legal affairs in the Company's management, nd processes to adapt to changes in the market environment.

enormous impact on corporate management and to guide and supervise nagement in the Company's current management, in which the market

Company's activities in cooperation with external expert organizations, lities of employees and motivate them to contribute to the development uman resources development and labor, along with a high degree of

sed industry with public works at the core of management, to accurately es in the market, and to guide and supervise the Company's business

development policies or safety management systems in the Company's manufacturing, and engineering on site of steel structures as well as



Guide Map to the Venue for the Annual General Meeting of Shareholders



Approx. 2 minutes on foot from Exit B6 of Ogawamachi Station on the Toei Subway Shinjuku LineApprox. 2 minutes on foot from Exit B6 of Shin-ochanomizu Station on the Tokyo Metro Chiyoda LineApprox. 3 minutes on foot from Exit A6 of Awajicho Station on the Tokyo Metro Marunouchi LineApprox. 7 minutes on foot from the North Exit of Kanda Station on the JR Line



見やすいユニパーサルデザイン フォントを展用しています。