

Securities Code: 6444  
Start date of electronic provision of materials: March 7, 2023  
Date of dispatch: March 14, 2023

## **Notice of Convocation of the 97th Ordinary General Meeting of Shareholders**

Dear Shareholders:

It is our pleasure to announce that the 97th Ordinary General Meeting of Shareholders of Sanden Corporation (hereinafter referred to as “Sanden” or “Company”) will be held as stated below.

For the convocation of this General Meeting of Shareholders, the Company has taken measures for the electronic provision of the information contained in the Reference Materials for the Ordinary General Meeting of Shareholders (matters for electronic provision), and has posted them, the Notice of Convocation of the 97th Ordinary General Meeting of Shareholders, on the Company’s website in accordance with Article 325-3 of the Companies Act. Please access the website below to check the contents of the notice.

Company website: <https://www.sanden.co.jp/ir/event/meeting.html>

In addition to the Company’s website, the matters to be provided electronically are also disclosed on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website (Listed Company Search) at the following link, enter the issue name (company name) or securities code and click on Search. Select “Basic information” and “Documents for public inspection/PR information” to confirm the posted information.

TSE website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you will be unable to attend the meeting, you can exercise your voting rights via the Internet or by mail. Please review the Reference Materials for the Ordinary General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Wednesday, March 29, 2023 (JST), following the instructions described below.

Sincerely,

Hideyuki Kobayashi  
Director & Executive Vice President,  
Sanden Corporation  
20, Kotobuki-cho, Isesaki City,  
Gunma Prefecture

## Details of the Meeting

1. Date and time: Thursday, March 30, 2023, 10:00 a.m. (The reception will start at 9:30 a.m.)
2. Venue: Sanden Communication Plaza  
961 Numawada, Honjou-shi, Saitama Prefecture

3. Meeting agenda:

*Items to be reported*

- (1) Business Report and Consolidated Financial Statements for the 97th Fiscal Year (from January 1, 2022 to December 31, 2022) and Reports of the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements
- (2) Non-Consolidated Financial Statements for the 97th Fiscal Year (from January 1, 2022 to December 31, 2022)

*Agenda item to be resolved*

**Item: Election of Eight (8) Directors**

4. About your vote

- (1) If you vote both by mail and via the Internet, only the vote placed via the Internet will be effective.
- (2) If you submit your vote more than once via the Internet, only the last vote submitted will be effective.
- (3) If no indication of approval or disapproval is made on the Voting Rights Exercise Form, it will be treated as a vote approving the Company's proposal.

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*\*This English-language translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version shall prevail.*

## Information on the Exercise of Voting Rights

### **If You Will Attend the Ordinary General Meeting of Shareholders**

Please bring the enclosed Voting Right Exercise Form and submit it at the reception desk at the place of the Meeting.

Date and Time: Thursday, March 30, 2023, 10:00 a.m. (The reception desk is scheduled to open at 9:30 a.m.)

### **If You Will Not Attend the Ordinary General Meeting of Shareholders**

#### **[Vote by mail]**

Please indicate your approval or disapproval of the agenda item on the Voting Rights Exercise Form and return it so that it will arrive by the exercise deadline.

Deadline to Exercise: Arrival by Wednesday, March 29, 2023, 5:30 p.m.

#### **[Vote by the Internet]**

##### **Access from smartphone**

Please access the Voting Rights Exercise website by scanning the QR Code® on the enclosed Voting Rights Exercise Form through your smartphone with its barcode reading function.

(QR code is a registered trademark of Denso Wave Inc.)

Deadline to Exercise: Wednesday, March 29, 2023, 5:30 p.m.

\*Voting right can be exercised using the above method only once.

##### **Access from PC**

Please access the Voting Rights Exercise website, enter the “Voting Rights Exercise Code” and “Password” noted on the enclosed Voting Rights Exercise Form, and input your approval or disapproval of the proposal following the on-screen instructions.

Voting Rights Exercise website: <https://www.web54.net>

Deadline to Exercise: Wednesday, March 29, 2023, 5:30 p.m.

For any questions about the exercise of voting rights via the Internet, please contact the following support desk.

Sumitomo Mitsui Trust Bank, Ltd. Stock Transfer Agency Online Support Desk, the administrator of the shareholder register

Dedicated line: 0120-652-031 (Operating hours: 9:00 a.m. to 9:00 p.m.)

#### **[Voting Rights Exercise Platform for Institutional Investors]**

Institutional investors may also vote by the ICJ platform, a voting platform provided by ICJ, Inc. subject to the application for subscription in advance.

The Reference Materials for the Ordinary General Meeting of Shareholders

**Item: Election of Eight (8) Directors**

The term of office of all eight (8) directors shall expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, we propose that the following eight (8) director nominees be elected.

The eight (8) director nominees are as follows:

Nominee No.	Name	Current Position and Responsibilities at the Company	Attendance at Board of Directors meetings
1	Re-election Dai Hui Zhong	Representative Director and Chairman, Member of Executive Nomination and Compensation Committee	62.5% 5/8
2	Re-election Zhu Dan	Representative Director & President, Member of Executive Nomination and Compensation Committee	87.5% 7/8
3	New nominee Yu Zhitao		-
4	Re-election Xiong Hao	Director & Executive Vice President, In charge of Quality/Safety and Health/Environmental Management, and General Manager of Business in Japan	100.0% 8/8
5	Re-election Hideyuki Kobayashi	Director & Executive Vice President, In charge of Administration/Legal Affairs/Internal Corporate Communications, and General Manager of Business in Australia and Asia, Member of Special Committee	100.0% 8/8
6	Re-election Zhao Fuquan	Outside Independent Director, Chairperson of Executive Nomination and Compensation Committee, Member of Special Committee	62.5% 5/8
7	Re-election Ju Dongying	Outside Independent Director, Member of Executive Nomination and Compensation Committee, Chairperson of Special Committee	100.0% 8/8
8	Re-election Wang Zhenpo	Outside Independent Director, Member of Executive Nomination and Compensation Committee	85.7% 6/7*

New nominee: Director nominee for new election    Re-election: Director nominee for re-election  
Outside: Outside Director nominee    Independent: Independent Director nominee

\*The attendance with an asterisk is for the period since the candidate became a Director on March 30, 2022.

(Reference) Expertise and Experience of the Director Nominees (Skill Matrix)

Nominee No.	Name	Expertise and Experience						
		Corporate Planning/ Management Strategy	Technology/ Manufacturing Quality	Finance/ Accounting	Sales/CS	Overseas Business	HR Development/Social Improvements	Internal Control/ Governance
1	Dai Hui Zhong	○	○	○	○	○	○	○
2	Zhu Dan	○		○	○	○	○	○
3	Yu Zhitao	○	○	○	○	○	○	○
4	Xiong Hao	○	○	○			○	○
5	Hideyuki Kobayashi	○	○			○	○	○
6	Zhao Fuquan	○	○			○	○	○
7	Ju Dongying	○	○			○	○	
8	Wang Zhenpo	○	○			○	○	

No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
1	<p>Re-election</p> <p>Dai Hui Zhong (October 13, 1966) (56)</p> <p>[Period in office as Director] 1 year and 3 months</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p>[Attendance at the Board of Directors meeting] 62.5% (5 out of 8)</p>	<p>Nov. 2005 Vice General Manager, Qingdao Hisense Mould Co., Ltd.</p> <p>July 2012 Vice General Manager, Hisense Electric Co., Ltd. (now renamed as Hisense Visual Technology Co., Ltd., “Hisense Visual”)</p> <p>Nov. 2014 General Manager, Hisense Visual</p> <p>June 2015 Director &amp; General Manager, Hisense Visual</p> <p>Jan. 2016 Director, Hisense Visual Chairman &amp; President, Hisense Home Appliances Group Co., Ltd. (“Hisense Home Appliances”)</p> <p>Jun 2016 Director, Chairman &amp; President, Hisense Home Appliances</p> <p>Mar. 2017 Director &amp; General Manager, Hisense Visual Director, Hisense Home Appliances</p> <p>May 2018 Director, Hisense Visual (present) Director &amp; President, Chairman &amp; President, Hisense Broadband Multimedia Technology (BVI) Inc.</p> <p>Oct. 2021 Director &amp; President, Chairman &amp; President, Hisense Home Appliances (present)</p> <p>Dec. 2021 Representative Director and Chairman, Member of Executive Nomination and Compensation Committee, Sanden (present)</p> <p><b>(Major Concurrent Positions)</b> Director, Hisense Visual Technology Co., Ltd. Director &amp; President, Chairman &amp; President, Hisense Home Appliances Group Co., Ltd.</p> <p><b>(Reasons for selection as nominee for Director)</b> Mr. Dai Hui Zhong has a bachelor’s degree in machinery manufacturing engineering and facilities and has served as Vice General Manager of Qingdao Hisense Mould Co., Ltd., General Manager and Director of Hisense Visual Technology Co., Ltd., Director &amp; President and Chairman &amp; President of Hisense Broadband Multimedia Technology (BVI) Inc., among other positions. Since October 2021, he has been appointed as Director &amp; President and Chairman &amp; President of Hisense Home Appliances Group Co., Ltd. He has been involved in corporate management for many years, is highly capable of the formulation and execution of strategies and has a wealth of experience in such fields as strategic company management, the utilization of intelligent manufacturing systems, quality control, and plan management. We expect him to focus on the effective and efficient utilization of the Company’s outstanding management resources and to drive the Company’s growth and development by employing a logical methodology. We have judged that he is a person who can fully utilize the outstanding abilities and experience, and ensure the Group’s decision-making is implemented, and fulfill his supervision responsibilities as a Director, and select and train outstanding talents for corporate growth. Accordingly, we propose his re-election as Director.</p>

No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
2	<p>Re-election</p> <p>Zhu Dan (November 12, 1974) (48)</p> <p>[Period in office as Director] 1 year and 9 months</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p>[Attendance at the Board of Directors meeting] 87.5% (7 out of 8)</p>	<p>June 2003     Manager posted in North Africa Office, Africa Sales Department, General Manager, Sales Manager, Africa Sales Department, Hisense International Co., Ltd.</p> <p>Feb. 2010     General Manager, South Africa Development Enterprise Pty Ltd., Hisense International Co., Ltd</p> <p>Dec. 2010     General Manager, Middle-East and Africa Sales Department, General Manager, South Africa Development Enterprise Pty Ltd., Hisense International Co., Ltd</p> <p>Feb. 2012     Assistant General Manager, General Manager, Middle-East and Africa Sales Department, Hisense International Co., Ltd</p> <p>Jan. 2014     Deputy General Manager, General Manager in charge of Middle-East and Africa Region, Hisense International Co., Ltd</p> <p>Dec. 2017     Deputy General Manager, General Manager in charge of Middle-East and Africa Region, Russia Branch General Manager, General Manager in charge of the U.S. Region, Africa Local General Manager, Chief of the U.S. Research and Development (R&amp;D) Center, General Manager in charge of the U.S., General Manager in charge of Argentine, Deputy General Manager, Hisense Electronics Hisense International Co., Ltd</p> <p>Feb. 2020     President (present), General Manager in charge of Europe Region Europe Region Local General Manager (present), Hisense International Co., Ltd</p> <p>June 2021     Representative Director &amp; President, Member of Executive Nomination and Compensation Committee, Sanden (present)</p> <p><b>(Major Concurrent Positions)</b> President, General Manager in charge of Europe Region, Hisense International Co., Ltd.</p> <p><b>(Reasons for selection as nominee for Director)</b> Mr. Zhu Dan currently serves as President of Hisense International Co, Ltd and has a wealth of overseas work experience. Since joining Hisense International Co., Ltd in 2003, he has made a significant contribution to the development of Hisense Group's overseas operations. Since 2003, he has been engaged in sales in Africa, the U.S. and Europe, and possesses extremely high operational capabilities and high operational knowledge. Since 2012, he served as Assistant President, Regional General Manager, etc. of Hisense International Co, Ltd, and currently serves as President of Hisense International Co, Ltd. and General Manager in charge of the Europe region. He has a wealth of administrative experience in corporate management and is able to make correct</p>

		<p>judgments in conducting corporate management and decision-making and in executing such decisions. He is making a significant contribution to the globalization of Hisense Group, including the development of international businesses and the expansion of overseas scale.</p> <p>We have judged that he is a person who can utilize these outstanding abilities and experience fully, and ensure that the Business Revitalization Plans of the Company and its Group are implemented, and fulfill his supervision responsibilities as a Director, and select and train outstanding next generation for corporate growth. Accordingly, we propose his re-election as Director.</p>
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No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
3	<p data-bbox="331 748 453 770">New nominee</p> <p data-bbox="331 808 504 898">Yu Zhitao (April 6, 1976) (46)</p> <p data-bbox="331 936 549 994">[Period in office as Director]</p> <p data-bbox="331 1010 341 1032">-</p> <p data-bbox="331 1070 603 1285">[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p data-bbox="331 1323 549 1413">[Attendance at the Board of Directors meeting]</p> <p data-bbox="331 1429 341 1451">-</p>	<p data-bbox="639 300 1369 358">July 1998     Engineer, Research Center, Hisense Communication Co., Ltd.</p> <p data-bbox="639 367 1369 425">May 2005     Vice General Manager, Qingdao Hisense Mobile Technology Co., Ltd.</p> <p data-bbox="639 434 1369 524">Apr. 2008     Assistant General Manager, Vice General Manager, Qingdao Hisense Media Network Technology Co., Ltd.</p> <p data-bbox="639 533 1369 622">Jan. 2014     Assistant General Manager, Qingdao Hisense Electric Co., Ltd. (now renamed as Hisense Visual Technology Co., Ltd.)</p> <p data-bbox="639 631 1369 689">Apr. 2015     Executive Vice General Manager, Qingdao Hisense Communication Co., Ltd.</p> <p data-bbox="639 698 1369 846">Apr. 2016     Vice General Manager, Qingdao Hisense Electric Co., Ltd. (now renamed as Hisense Visual Technology Co., Ltd.) and General Manager, Qingdao Hisense Media Network Technology Co., Ltd.</p> <p data-bbox="639 855 1369 913">Mar. 2017     General Manager, Juhaokan Technology Co., Ltd.</p> <p data-bbox="639 922 1369 1048">Jan. 2019     General Manager, Hisense Electronics Co., Ltd. (now renamed as Hisense Visual Technology Co., Ltd.,) General Manager, Juhaokan Technology Co., Ltd.</p> <p data-bbox="639 1057 1369 1137">Feb. 2023     Executive Vice President, Hisense Group, President, Hisense Electronic Information Group, Chairman, Hisense Visual Technology Co., Ltd.</p>
		<p data-bbox="639 1144 916 1167"><b>(Major Concurrent Positions)</b></p> <p data-bbox="639 1173 1193 1263">Executive Vice President, Hisense Group President, Hisense Electronic Information Group Chairman, Hisense Visual Technology Co., Ltd.</p>
		<p data-bbox="639 1267 1070 1290"><b>(Reasons for selection as nominee for Director)</b></p> <p data-bbox="639 1296 1369 1895">Mr. Yu Zhitao has extensive experience in research and development, technology, and business management, and has been involved in those areas since joining a group company in 1998. He has served as general manager of many companies over the years, and is currently engaged in management as Executive Vice President of Hisense Group, President of Hisense Electronic Information Group, and Chairman of Hisense Visual Technology Co., Ltd. In terms of corporate management and administration, he has an accurate grasp of the company's strategy, focuses on markets, products, and technology, and has a strong ability to formulate and implement strategies. As such, he can drive the company's development through innovative technology and innovative management. As a director of the company, he would be capable of making full use of his personal abilities and experience, firmly executing decision of the Company and group companies, selecting and developing talent for the Company, and performing excellent supervisory duties. Therefore, we propose his election as Director.</p>

No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions	
4	<p>Re-election</p> <p>Xiong Hao (July 9, 1982) (40)</p> <p>[Period in office as Director] 1 year and 9 months</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p>[Attendance at the Board of Directors meeting] 100.0% (8 out of 8)</p>	<p>Aug. 2004</p> <p>Feb. 2008</p> <p>Aug. 2014</p> <p>July 2018</p> <p>Feb. 2019</p> <p>Feb. 2020</p> <p>June 2021</p> <p>Nov. 2021</p> <p>Nov. 2022</p>	<p>Quality Control, Production Control, Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd.</p> <p>Vice Section Manager, Section Manager, Manufacturing Division, Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd.</p> <p>General Manager, Manufacturing Department, Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd.</p> <p>Deputy General Manager, Quality &amp; Production Control, Hisense Home Appliances Group Co., Ltd. General Manager, Manufacturing Department, Hisense Hitachi Air-conditioning Systems Co., Ltd.</p> <p>Assistant General Manager, General Manager, Manufacturing Center, General Manager, Production Control Department, General Manager, Chips Business Department, Hisense Broadband Multimedia Technologies. Ltd.</p> <p>Vice President, General Manager, Manufacturing Center, General Manager, Production Control Department, General Manager, Chips Business Department, Hisense Broadband Multimedia Technologies. Ltd.</p> <p>Director &amp; Executive Vice President, Sanden (Present)</p> <p>In charge of Manufacturing/Quality/Production Planning/Procurement/Logistics/IT/Safety and Health/Environmental Management, Sanden</p> <p>In charge of Quality/Safety and Health/Environmental Management, and General Manager of Business in Japan, Sanden (present)</p>

		<p><b>(Reasons for selection as nominee for Director)</b></p> <p>Mr. Xiong Hao has a wealth of knowledge and experience in production and manufacturing. Since 2004, he has been involved in production, quality control, manufacturing, and other businesses, and possesses strong management capability regarding manufacturing process.</p> <p>He currently serves as Vice President of Hisense Broadband Multimedia Technologies Ltd., where he is responsible for manufacturing and the laser chip business.</p> <p>He has the ability to conduct business in a prudent and appropriate manner and is able to consider issues from a long-term perspective. Also, he has strong adaptability which enables him to respond promptly to changes in operation and duties.</p> <p>He performed bold business development and led the team with excellent leadership, turning the laser chips business to profit in 2020.</p> <p>We have judged that he is a person who can utilize these outstanding abilities and experience fully, and ensure that the Business Revitalization Plans of the Company and its Group are implemented, and fulfill his supervision responsibilities as a Director, and select and train outstanding next generation for corporate growth. Accordingly, we propose his re-election as Director.</p>
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No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
5	<p>Re-election</p> <p>Hideyuki Kobayashi (April 26, 1967) (55)</p> <p>[Period in office as Director] 3 years and 9 months</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 15,911 (9,411)</p> <p>[Attendance at the Board of Directors meeting] 100.0% (8 out of 8)</p>	<p>Apr. 1991      Joined Sanden</p> <p>Sep. 2012      Plant Manager, Compressor Business Plant</p> <p>June 2013      Deputy Division General Manager, Compressor Division</p> <p>Apr. 2015      General Manager, Product Strategy Department, Business Division, Sanden Automotive Components Corporation</p> <p>Jan. 2016      General Manager, Business Strategy Department, Corporate Planning Office</p> <p>June 2017      Corporate Officer General Manager, Corporate Planning Office</p> <p>June 2019      Director &amp; Executive Corporate Officer, Division General Manager of Management Strategy Division in charge of Business Development</p> <p>April 2020     Director &amp; Executive Corporate Officer in charge of Corporate Strategy and Corporate Communications/SDGs, General Manager of Corporate Planning Office</p> <p>June 2021     Director &amp; Executive Vice President (present)</p> <p>Nov. 2021     In charge of Administration/Legal Affairs/Strategic Management/Business Innovation</p> <p>Mar. 2022     Member of Special Committee (present)</p> <p>Nov. 2022     In charge of Administration/Legal Affairs/Internal Corporate Communications, and General Manager of Business in Australia and Asia, Sanden (present)</p> <p><b>(Reasons for selection as nominee for Director)</b> Mr. Hideyuki Kobayashi led the initiatives in the fields of technical development and production management of compressors for automotive air conditioners, one of the Company's core products, for many years and has extensive knowledge and experience in those fields. He has contributed to expansion of global business by supporting manufacturing and technical development on a global scale as a Plant Manager in 2012 and being engaged in business management as a Deputy Division General Manager in 2013. As a Corporate Officer and General Manager of the Corporate Planning Office from 2017, and Director since 2019, he appropriately supervised management with an emphasis on strategic and technical perspectives, and played a central role in establishing and promoting the Medium-term Management Plan. We expect him, in the current drastically changing market environment, to drive the tangible promotion of the management strategy, especially with his experience and capabilities in the technical development field, as a person responsible for planning and implementing the Medium-term Management Plan based on the new concept of management. We also have judged that as a Director, he is an appropriate person to provide the Group with appropriate decision-making and supervision. Accordingly, we propose his re-election as Director.</p>

No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
6	<p>Re-election Outside Independent</p> <p>Zhao Fuquan (December 23, 1963) (59)</p> <p>[Period in office as Director] 1 year and 9 months</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p>[Attendance at the Board of Directors meeting] 62.5% (5 out of 8)</p>	<p>Apr. 1992 PhD in Mechanical Engineering, Hiroshima University, Japan</p> <p>July 1993 Research Fellow, Imperial College of Science and Engineering, London</p> <p>May 1994 Post Doctor and Assistant Professor of Mechanical Engineering Department, Wayne State University</p> <p>Sep. 1997 Product Engineer, Chrysler and DaimlerChrysler of USA</p> <p>Nov. 1998 Engineering Specialist, Chrysler and DaimlerChrysler of USA</p> <p>Sep. 1999 Senior Engineering Specialist, Chrysler and DaimlerChrysler of USA</p> <p>June 2003 Research Executive of Technical Affairs, Chrysler and DaimlerChrysler of USA</p> <p>Apr. 2004 Vice President and R&amp;D General Manager, Shenyang Brilliance Jinbei Automobile Co., Ltd., Assistant President, Brilliance Auto Group</p> <p>Nov. 2006 Vice President, Zhejiang Geely Holding Group</p> <p>May 2013 Professor (present), Doctoral Advisor (present), School of Vehicle and Mobility, Tsinghua University, Director (present), Tsinghua Automotive Strategy Research Institute (TASRI)</p> <p>May 2020 Independent Outside Director, Guangzhou Automobile Group Co., Ltd. (present)</p> <p>June 2021 Outside Director, Chairperson of Executive Nomination and Compensation Committee, Sanden (present)</p> <p>Mar. 2022 Member of Special Committee (present)</p> <p><b>(Major Concurrent Positions)</b> Professor, Doctoral Advisor, School of Vehicle and Mobility, Tsinghua University Director, Tsinghua Automotive Strategy Research Institute (TASRI) Independent Outside Director, Guangzhou Automobile Group Co., Ltd.</p> <p><b>(Reasons for selection as nominee for Outside Director and roles expected as Outside Director)</b> Mr. Zhao Fuquan serves as Professor of School of Vehicle and Mobility at Tsinghua University and Director of Tsinghua Automotive Strategy Research Institute (TASRI) and is currently primarily engaged in strategic research in areas such as the development of the automotive industry, corporate operations and business management, and technological routes. He has worked in the automotive industries in the United States, Japan, and Europe for around 20 years. Since returning in 2004, he has served as Vice President for Shenyang Brilliance Jinbei Automobile Co., Ltd. and Zhejiang Geely Holding Group, Director of BMW Brilliance Automotive, Executive Director of GEELY Holdings (Hong Kong), Representative Director of Austria DSI Holdings Pty. And Director of British Manganese</p>

		<p>Bronze Holdings Plc.</p> <p>He has participated in several international M&amp;As as one of its core members, including Volvo, and led business consolidations thereafter. While studying and working overseas for nearly 20 years, he has many track records in academic and business fields in Japan, Europe and the United States.</p> <p>In nearly 30 years of career in connection with automobiles, he has been in charge of the development of approximately 20 types of automobiles and more than 10 types of powertrain products, released eight (8) publications in Chinese, English and Japanese (two (2) English publications that were translated into Chinese) and more than 300 academic papers, and owns more than 200 patents.</p> <p>He has profound academic knowledge and technological expertise, as well as valuable business experience in the automotive industry, and has earned a strong reputation in the automotive industry as a high-profile international automotive expert with diversified knowledge, abilities and experience.</p> <p>We have judged that he is an appropriate person who can utilize his specialized technical abilities and experience, contribute to making the Group's management transparent, and supervise the management to improve, in a sustained manner, the corporate value. Accordingly, we propose his re-election as Outside Director.</p> <p>(Independence)</p> <p>There is no business relationship between the Company and Mr. Zhao Fuquan. He meets the Independence Criteria for Outside Directors established by the Company and is thus considered independent. The Company has notified the Tokyo Stock Exchange of his appointment as an Independent Director as provided for by the aforementioned exchange. If he is re-elected, he will continue to be an Independent Director.</p>
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No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
7	<p>Re-election Outside Independent</p> <p>Ju Dongying (July 17, 1954) (68)</p> <p>[Period in office as Director] 1 year and 9 months</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p>[Attendance at the Board of Directors meeting] 100.0% (8 out of 8)</p>	<p>Apr. 1992      Specific Researcher, Kyoto University Dec. 1992      Lecturer, Saitama Institute of Technology Dec. 1996      Associate Professor, Saitama Institute of Technology Apr. 2002      Professor, Saitama Institute of Technology Apr. 2011      Vice President, Saitama Institute of Technology Apr. 2014      Senior Researcher of High-tech Research center, Saitama Institute of Technology June 2017      Representative Director, Japan China Science, Technology and Culture Center (present) Apr. 2020      Foreign member, The Engineering Academy of Japan (present) June 2021      Outside Director, Member of Executive Nomination and Compensation Committee, Sanden (present) Mar. 2022      Chairperson of Special Committee (present)</p> <p><b>(Major Concurrent Positions)</b> Representative Director, Japan China Science, Technology and Culture Center Foreign member, The Engineering Academy of Japan</p> <p><b>(Reasons for selection as nominee for Outside Director and roles expected as Outside Director)</b> Mr. Ju Dongying enrolled in the Department of Engineering Mechanics, Tsinghua University in 1985, received a master’s degree from Kyoto University in 1989, and received a doctor’s degree from Kyoto University in 1992. After that, he became a specific researcher at Kyoto University and, between November 1992 and March 2020, served as a lecturer, associate professor, professor, and vice president of Saitama Institute of Technology, as well as director of the institute’s Advanced Science Research Laboratory. In April 2020, the institute gave him the title of professor emeritus. In addition, he serves as Executive Director of the Japan China Science, Technology and Culture Center, as a member of IMS Research Committee of Ministry of Economy (IMS), as Director of the China Society for Heat Treatment, as a member of the editorial committee of “Journal of the Japan Society for Heat Treatment,” as Vice President of the Materials Calculation and Simulation Committee of The Chinese Society for Metals, Materials Science Society, and as a member of the International Exchange Committee of the Japan Society for Heat Treatment. He also serves as a Doctoral Professor at Shanghai Jiao Tong University and University of Science and Technology Liaoning. His research results in the field of materials, including heat treatment, surface treatment, and functional materials, have been applied to the automotive field, and he has a high level of expertise in this field. We have judged that he is an appropriate person who can utilize his specialized technical abilities and experience, contribute to making the Group’s management transparent, and supervise the management to improve, in a sustainable manner, the corporate value. Accordingly, we propose his re-election as Outside Director. (Independence) There is no business relationship between the Company and Mr. Ju Dongying. He meets the Independence Criteria for Outside Directors established by the Company and is thus considered independent. The Company has notified the Tokyo Stock Exchange of his appointment as an Independent Director as provided for by the aforementioned exchange. If he is re-elected, he will continue to be an Independent Director.</p>

No.	Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
8	<p>Re-election Outside Independent</p> <p>Wang Zhenpo (August 21, 1976) (46)</p> <p>[Period in office as Director] 1 year</p> <p>[No. of Sanden shares held] (No. of shares delivered under the Stock Compensation system) 0 (0)</p> <p>[Attendance at the Board of Directors meeting] 85.7% (6 out of 7)</p>	<p>Mar. 2005 Lecturer of Vehicle Engineering Department, Beijing Institute of Technology</p> <p>Dec. 2015 Chairman, Beijing Institute of Technology Xinyuan Information Technology Co., Ltd. (present)</p> <p>Sep. 2017 Outside Director, Yinyi Co., Ltd. (present)</p> <p>Feb. 2018 Representative Director, Guangxi Shuangying Group Co., Ltd. (present)</p> <p>Apr. 2018 Chairman, Zhuhai Automation Technologies Co., Ltd. (present)</p> <p>Dec. 2018 Director of National Engineering Laboratory for Electric Vehicle, Beijing Institute of Technology (present)</p> <p>Jan. 2022 Director of National Engineering Research Center for Electric Vehicle, Beijing Institute of Technology (present)</p> <p>Mar. 2022 Outside Director, ActBlue Co., Ltd. (present)</p> <p>Nov. 2022 Outside Director, Sanden (present)</p> <p>Member of Executive Nomination and Compensation Committee (present)</p>
		<p><b>(Major Concurrent Positions)</b></p> <p>Representative Director, Beijing Institute of Technology Xinyuan Information Technology Co., Ltd.</p> <p>Chairman, Zhuhai Automation Technologies Co., Ltd.</p> <p>Outside Director, Yinyi Co., Ltd.</p> <p>Representative Director, Guangxi Shuangying Group Co., Ltd.</p> <p>Outside Director, ActBlue Co., Ltd</p>
		<p><b>(Reasons for selection as nominee for Outside Director and roles expected as Outside Director)</b></p> <p>Mr. Wang Zhenpo is a professor and doctoral tutor at Beijing Institute of Technology, and the director of National Engineering Laboratory for Electric Vehicle of Beijing Institute of Technology. He has headed the 863 Program and National Key Research &amp; Development Program of China and has published more than 100 SCI / SI papers as the lead author or corresponding author. So far, he has published 10 specialized books (translations) as the lead author and has been approved as the first inventor of more than 40 patented inventions. He has received 1 second prize for the National Science and Technology Progress Award, 3 first prizes and 2 second prizes for scientific research awards at provincial and ministerial levels and 1 first prize of Automobile Industrial Science and Technology Awards of China.</p> <p>Centering on the safe, efficient and reliable application of new energy vehicles, he has a high degree of expertise centered on theoretical research work such as system integration and control of the entire vehicle, identification and management of power battery parameters, and planning and matching of charging equipment. He has headed the research and development of the national regulatory platform of new energy vehicles and has been building the operation monitoring and management technology system of new energy vehicles for national, local and corporate enterprise. In addition, he has made an outstanding socio-economic contribution in cooperation with many automobile manufacturers and major parts manufacturers by being in charge of research and development of distributed driving and collaborative control technology, power battery replacement technology for electric buses, and safety prediction/early warning technologies for new energy vehicles.</p>

		<p>We have judged that he is an appropriate person who can utilize his specialized technical abilities and experience, contribute to making the Group's management transparent, and supervise the management to improve, in a sustainable manner, the corporate value. Accordingly, we propose his re-election as Outside Director.</p> <p>(Independence)  There is no business relationship between the Company and Mr. Wang Zhenpo. He meets the Independence Criteria for Outside Directors established by the Company and is thus considered independent. The Company has notified the Tokyo Stock Exchange of his appointment as an Independent Director as provided for by the aforementioned exchange. If he is re-elected, he will continue to be an Independent Director.</p>
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Notes:

- 1: There is no special interest between any of the director nominees and the Company.
- 2: The Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions of Dai Hui Zhong, Zhu Dan, Yu Zhitao, and Xiong Hao include the positions and areas of responsibility as executive officers in each of the following companies of Hisense Group, whose ultimate parent company is Hisense Group Holdings Co., Ltd., to which Hisense Home Appliances Group Co., Ltd., the parent company of the Company belongs.  
Hisense Group Holdings Co., Ltd., Hisense (Beijing) Electric Co., Ltd., Hisense Ronshen (YangZhou) Refrigerator Co., Ltd., Hisense (Shandong) Refrigerator Co., Ltd., Hisense Home Appliances Group Co., Ltd., Hisense Co., Ltd., Hisense International Co., Ltd., Hisense Electronics, Hisense Visual Technology Co., Ltd., Qingdao Hisense Air-conditioning Systems Co., Ltd., Hisense Kelon Electrical Holdings Company Limited, Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd., Hisense Broadband Multimedia Technologies, Ltd., Research Center, Hisense Communication Co., Ltd., Qingdao Hisense Mobile Technology Co., Ltd., Qingdao Hisense Media Network Technology Co., Ltd., Hisense Electric Co., Ltd., Hisense Visual Technology Co., Ltd., Qingdao Hisense Communication Co., Ltd., Juhaokan Technology Co., Ltd., and Hisense Electronic Information Group.
- 3: The Company has entered into a “Liability Limitation Agreement” with Zhao Fuquan, Ju Dongying, and Wang Zhenpo that limits the liability under Paragraph 1 of Article 423 of the Companies Act to the ceiling amount under laws and regulations. If they are elected as proposed, the Company will renew the agreement.
- 4: The number of the Company’s shares held by Hideyuki Kobayashi among the above nominees, includes the number of shares scheduled to be delivered at his resignation as of this Ordinary General Meeting of Shareholders under the Performance-Linked Stock Compensation system. The relative number of shares is shown in the brackets under the total number of shares held by such nominee.  
[Explanation about the number of shares to be delivered under the Performance-Linked Stock Compensation System]  
From the 90th (2015) fiscal year to the expiration of the trust period on August 31, 2021, the Company introduced the Performance-Linked Stock Compensation System (the “System”) for directors and corporate officers and senior general managers with whom the Company has entered into an engagement agreement (excluding foreign residents, outside directors, and part-time directors; hereinafter “Directors, Etc.”).  
The System is a stock compensation system where the Directors, Etc. will be awarded a certain number of points according to the attainment level of performance targets of each fiscal year and position on June 1 immediately after the end of the fiscal year. Upon retirement, the shares of the Company and money equivalent to the amount for the conversion to cash of the shares of the Company (“Company Shares, Etc.”) with five points as one share of the Company according to the accumulated points will be delivered or paid (“Delivery, Etc.”) to the Directors, Etc. who satisfy the beneficiary terms. The number of shares shown for each nominee above as the shares delivered under this system is the number equivalent to the accumulated points by the end of the System. No voting rights shall be exercised on the Company shares prior to their actual future delivery to the above nominees. The shares accounting for 10% of the shares to be delivered will be sold in the market and the proceeds will be delivered.
- 5: The Company has entered into a directors and officers liability insurance contract with an insurance company, as set forth in Paragraph 1 of Article 430-3 of the Companies Act. If, during the insurance period, a claim for damages is made against the insured due to an act conducted by the insured in connection with his/her duties as a director or an officer of the Company, the Company shall indemnify the insured from any legal damages and disputes and litigation expenses, provided, however, that the insurance company will be exempted from liability for certain damages, including but not limited to those arising from an act conducted by the insured while recognizing that such act is in violation of laws and regulations. In addition, the insured under such directors and officers liability insurance contract is a director, auditor, executive officer or management employee of the Company and its subsidiaries, and the Company shall bear all insurance premiums for all insureds.  
The director nominees will be included in the insureds under such insurance contract. The Company plans to renew such insurance contract under the same terms at the next contract-renewal time.
- 6: The age of each director nominee described is as of this Ordinary General Meeting of Shareholders.
- 7: The attendance at the Board of Directors meetings of each director nominee described is for FY2022.

**Consolidated Balance Sheet**  
(As of December 31, 2022)

(In millions of yen)

Item	Amount	Item	Amount
<b>[Assets]</b>		<b>[Liabilities]</b>	
<b>Current assets:</b>	<b>101,840</b>	<b>Current liabilities:</b>	<b>123,244</b>
Cash and deposits	18,620	Notes and accounts payable – trade	35,737
Notes and accounts receivable – trade, and contract assets	47,667	Short-term loans payable	48,381
Merchandise and finished goods	15,016	Current portion of long-term loans payable	268
Work in process	8,050	Accounts payable – other	7,344
Raw materials	10,755	Lease obligations	1,921
Other inventories	1,789	Income taxes payable	1,155
Accounts receivable – other	3,378	Provision for bonuses	1,692
Consumption taxes receivable	4,540	Provision for product warranties	4,798
Other	9,338	Provision for loss on compensation for damage	2,356
Allowance for doubtful accounts	(17,317)	Provision for structural reform	9,749
		Other	9,838
<b>Noncurrent assets:</b>	<b>55,588</b>	<b>Noncurrent liabilities:</b>	<b>10,816</b>
<b>Property, plant and equipment</b>	<b>35,267</b>	Long-term loans payable	355
Buildings and structures	14,016	Lease obligations	4,408
Machinery, equipment and vehicles	7,008	Deferred tax liabilities	1,772
Tools, furniture and fixtures	2,810	Net defined benefit liability	2,229
Land	6,552	Provision for environmental measures	532
Lease assets	1,868	Other	1,518
Construction in progress	3,011		
<b>Intangible assets</b>	<b>1,138</b>	<b>Total Liabilities</b>	<b>134,061</b>
Other	1,138	<b>[Net assets]</b>	
<b>Investments and other assets</b>	<b>19,181</b>	<b>Shareholders' equity</b>	<b>18,525</b>
Investment securities	18,188	Capital stock	21,741
Net defined benefit asset	88	Capital surplus	14,081
Deferred tax assets	14	Retained earnings	(16,765)
Other	2,051	Treasury stock	(531)
Allowance for doubtful accounts	(1,160)	<b>Accumulated other comprehensive income</b>	<b>3,959</b>
		Valuation difference on available-for-sale securities	(12)
		Foreign currency translation Adjustment	3,561
		Remeasurements of defined benefit plans	410
		<b>Non-controlling interests</b>	<b>881</b>
		<b>Total net assets</b>	<b>23,366</b>
<b>Total assets</b>	<b>157,428</b>	<b>Total liabilities and net assets</b>	<b>157,428</b>

**Consolidated Statement of Income**  
(From January 1, 2022 to December 31, 2022)

(In millions of yen)

Item	Amount	
<b>Net sales</b>		<b>175,683</b>
<b>Cost of sales</b>		<b>154,030</b>
<b>Gross profit</b>		<b>21,653</b>
<b>Selling, general and administrative expenses</b>		<b>27,382</b>
<b>Operating loss</b>		<b>5,729</b>
<b>Non-operating income</b>		
Interest income	48	
Dividends income	25	
Share of profit of entities accounted for using equity method	3,439	
Rental income	772	
Other	1,146	5,432
<b>Non-operating expenses</b>		
Interest expenses	1,142	
Foreign exchange losses	612	
Provision of allowance for doubtful accounts	481	
Other	1,605	3,842
<b>Ordinary loss</b>		<b>4,140</b>
<b>Extraordinary income</b>		
Gain on sales of noncurrent assets	73	
Gain on sales of shares of subsidiaries and associates	1,050	
Reversal of allowance for doubtful accounts	2,487	
Reversal of provision for structural reform	3,732	
Other	133	7,477
<b>Extraordinary loss</b>		
Impairment loss	2,906	
Loss on disposal of noncurrent assets	131	
Other	909	3,947
<b>Loss before income taxes and minority interests</b>		<b>610</b>
Income taxes – current		842
Income taxes – deferred		221
<b>Loss before minority interests</b>		<b>1,674</b>
Net loss attributable to non-controlling shareholders		60
<b>Net loss</b>		<b>1,613</b>

**Non-Consolidated Balance Sheet**  
(As of December 31, 2022)

(In millions of yen)

Item	Amount	Item	Amount
<b>[Assets]</b>		<b>[Liabilities]</b>	
<b>Current assets:</b>	<b>60,070</b>	<b>Current liabilities:</b>	<b>75,577</b>
Cash and deposits	3,002	Notes payable - trade	347
Notes receivable - trade	5	Electronically recorded obligations - operating	15,830
Accounts receivable - trade	27,581	Accounts payable - trade	4,839
Merchandise and finished goods	1,188	Short-term loans payable	40,138
Work in process	3,996	Lease obligations	1,502
Supplies	553	Accounts payable – other	2,710
Accounts receivable – other	6,468	Accrued expenses	1,341
Prepaid expenses	599	Provision for product warranties	3,413
Short-terms loan receivable from subsidiaries and affiliates	33,473	Provision for loss on compensation for damage	2,356
Other	2,157	Provision for bonuses	940
Allowance for doubtful accounts	(18,956)	Other	2,156
<b>Noncurrent assets:</b>	<b>39,806</b>	<b>Noncurrent liabilities:</b>	<b>6,098</b>
<b>Property, plant and equipment</b>	<b>12,771</b>	Lease obligations	3,252
Buildings	6,585	Deferred tax liabilities	717
Structures	608	Provision for loss on business of subsidiaries and associates	2,003
Machinery and equipment	112	Other	125
Vehicles	0		
Tools, furniture and fixtures	68	<b>Total liabilities</b>	<b>81,675</b>
Land	5,394	<b>[Net assets]</b>	
Lease assets	0	<b>Shareholders' equity</b>	<b>18,208</b>
Construction in progress	1	Capital stock	21,741
<b>Intangible assets</b>	<b>0</b>	Capital surplus	15,158
<b>Investments and other assets</b>	<b>27,035</b>	Legal capital surplus	15,158
Investment securities	348	Retained earnings	(18,348)
Stocks of subsidiaries and affiliates	3,415	Other retained earnings	(18,348)
Investments in capital of subsidiaries and affiliates	15,915	Retained earnings brought forward	(18,348)
Long-term loans receivable from subsidiaries and associates	9,393	Treasury stock	(342)
Prepaid pension costs	88	<b>Valuation and translation adjustments</b>	<b>(7)</b>
Other	254	Valuation difference on available-for-sale securities	(7)
Allowance for doubtful accounts	(2,380)	<b>Total net assets</b>	<b>18,201</b>
<b>Total assets</b>	<b>99,877</b>	<b>Total liabilities and net assets</b>	<b>99,877</b>

**Non-Consolidated Statement of Income**  
(From January 1, 2022 to December 31, 2022)

(In millions of yen)

Item	Amount	
<b>Net sales</b>		<b>75,107</b>
<b>Cost of sales</b>		<b>66,755</b>
<b>Gross profit</b>		<b>8,351</b>
<b>Selling, general and administrative expenses</b>		<b>15,674</b>
<b>Operating loss</b>		<b>7,322</b>
<b>Non-operating income</b>		
Interest income	1,089	
Dividends income	3,501	
Rental income	775	
Miscellaneous income	600	5,965
<b>Non-operating expenses</b>		
Interest expenses	623	
Taxes and dues	209	
Foreign exchange losses	124	
Provision of allowance for doubtful accounts	401	
Miscellaneous loss	1,050	2,410
<b>Ordinary loss</b>		<b>3,767</b>
<b>Extraordinary income</b>		
Gain on sales of shares of subsidiaries and associates	1,573	
Reversal of allowance for doubtful accounts	1,193	
Reversal of provision for loss on business of subsidiaries and associates	4,701	
Other	93	7,562
<b>Extraordinary loss</b>		
Impairment loss	1,810	
Loss on valuation of shares of subsidiaries and associates	4,229	
Provision for loss on compensation for damage	38	
Loss on extinguishment of tie-in shares	2,292	
Other	420	8,792
<b>Loss before income taxes</b>		<b>4,997</b>
Income taxes – current		321
Income taxes – deferred		6
<b>Net loss</b>		<b>5,324</b>