

CANON INC  
Form 6-K  
March 04, 2003

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**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Report of Foreign Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the month of December 31, 2002**

**CANON INC.**

(Translation of registrant's name into English)

**30-2, Shimomaruko 3-Chome, Ohta-ku, Tokyo 146-8501, Japan**

(Address of principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F

Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CANON INC.**

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(Registrant)

Date March 4, 2003

By /s/ Shunji Onda

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(Signature)\*

Shunji Onda  
General Manager, Finance Division  
Canon Inc.

\*Print the name and title of the signing officer under his signature.

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The following materials are included.

1. Notice of convocation of the ordinary general meeting of shareholders for the 102nd business term
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March 4, 2003

**TO OUR SHAREHOLDERS**

**Canon Inc.**  
30-2, Shimomaruko 3-chome,  
Ohta-ku, Tokyo

Fujio Mitarai  
President and C.E.O.

**NOTICE OF CONVOCATION  
OF  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
FOR THE 102ND BUSINESS TERM**

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 102nd Business Term of the Company will be held as described below and that you are requested to attend the Meeting.

**If you do not expect to attend the Meeting, you may exercise your voting rights in writing. After reviewing the following Reference Materials, please indicate your consent/dissent and affix your seal on the enclosed Card for Exercise of Voting Rights, and return it to us.**

- 1. DATE AND HOUR:** March 28 (Friday), 2003 at 10:00 a.m.
- 2. PLACE:** Head Office of the Company  
30-2, Shimomaruko 3-chome, Ohta-ku, Tokyo  
(Please see the map on page 22.)
- 3. MATTERS CONSTITUTING THE PURPOSE OF THE MEETING**

**Matters to be Reported:**

Reports on the Business Report, Balance Sheets and Income Statements for the 102nd Business Term (from January 1, 2002 to December 31, 2002).

**Matters to be Resolved upon:**

**Propositions:**

**Item No. 1-** Approval of the Proposal of Profit Appropriation for the 102nd Business Term

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- Item No. 2** - Partial Amendment of the Articles of Incorporation  
Gist of this item is set forth in the Reference Materials for Exercise of Voting Rights hereafter.
- Item No. 3** - Acquisition of the Company's Own Shares  
Gist of this item is set forth in the Reference Materials for Exercise of Voting Rights hereafter.
- Item No. 4** - Election of Twenty-four Directors
- Item No. 5** - Election of One Corporate Auditor
- Item No. 6** - Grant of Retiring Allowance to Directors to be Retired

(The enclosed Report for the 102nd Business Term, from page 26 to page 55, is the accompanying document relating to Matters to be Reported and Item No.1 of the Propositions.)

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**Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist at the place of the Meeting.**

**REFERENCE MATERIALS FOR EXERCISE OF VOTING RIGHTS**

**1. Number of voting rights held by all shareholders:**

871,997 voting rights

**2. Propositions and Reference Matters**

**Item No. 1: Approval of the Proposal of Profit Appropriation for the 102nd Business Term**

Considering further reinforcement of the business organization and the development of the business operation in the future, the Proposal of Profit Appropriation for the 102nd Business Term is intended to be as described in the enclosed Report for the 102nd Business Term (page 51).

Regarding the dividends, in order to respond to the continuing support from our shareholders, it is intended to be 17.50 yen per share, which is an increase by 3.00 yen compared to the dividend for the previous term.

Since we have already paid an interim dividend of 12.50 yen per share, together with the above dividend, the dividend for the entire business term will be 30.00 yen total per share, an increase of 5.00 yen compared to the dividend for the previous entire business term.

As for the bonus for Directors, it is intended to be 139,300,000 yen.

In addition, you are requested to approve that, under the provision of tax law, Reserve for Deferral of Capital Gain on Property should be reversed and the Reserve for Special Depreciation should be reversed and accumulated.

**Item No. 2: Partial Amendment of the Articles of Incorporation**

1. Reason and purpose of amendment

- (1) Since the preparation of the register of shareholders by electronic means was provided by The Law to Revise Part of the Commercial Code, etc. effective as of April 1, 2002 (Law No. 128, 2001), the required amendments to Article 9, Article 32 and Article 33 shall be implemented.

Further, due to the creation of the share acquisition rights system, Article 34 and Article 35, which relate to convertible debentures, are

no longer necessary, and thus they will be deleted.

Please note that, pursuant to Article 7 of the supplementary provisions of the abovementioned law, the initial date for calculating dividends for the shares to be issued upon the conversion of convertible debentures which have already been issued shall be the same as before.

- (2) Since the Auditors' obligation to attend the meetings of the Board of Directors and to state their opinions have been stipulated by The Law to Revise Part of the Commercial Code and the Law Regarding Exceptional Rules of the Commercial Code concerning Auditing, etc. of Stock Corporation effective as of May 1, 2002 (Law No. 149, 2001), and the term of office of Corporate Auditors has been extended from three years to four years by the same law, the required amendments to Article 20 and Article 25 shall be implemented.

Please note that, pursuant to Article 7 of the supplementary provisions of the abovementioned law, the term of office of Corporate Auditors who are already in office before the end of this Meeting shall remain to be three years.

- (3) Since the system for buying additional shares of less-than-one-unit shares was created by The Law to Revise Part of the Commercial Code, etc. effective as of April 1, 2003 (Law No. 44, 2002), in order to adopt this system, the required amendments to Article 6, Article 7 and Article 8 shall be implemented.

Also, since it is possible to relax the quorum for the special resolution of the General Meeting of Shareholders, an amendment for such purpose shall be implemented to Article 12.

Further, in accordance with the creation of the system for the annulment of stock certificates, the required amendments to Article 7 and Article 8 shall be implemented.

In this connection, in order to clarify that these amendments shall become effective as of April 1, 2003, a supplementary provision shall be inserted.

- (4) For the purpose of building a management structure capable of responding rapidly to changes in the business environment, the Company proposes to shorten the term of office of Directors provided in Article 16 from two years to one year.

## 2. Substance of Amendment

The substance of the amendment is as follows:  
(The amended parts are underlined.)



**Current Articles of Incorporation**

**Chapter II. Shares**

Article 5. (Text Omitted)

(Number of shares to constitute one unit)

Article 6. One thousand (1,000) shares of the Company shall constitute one unit of shares.

2. The Company will not issue stock certificates as to shares of less-than-one-unit, unless the Company deems it necessary for the shareholder.

(new)

**Proposed Amendment**

**Chapter II. Shares**

Article 5. (Same as present text)

(Number of shares to constitute one unit)

Article 6. One thousand (1,000) shares of the Company shall constitute one unit of shares.

2. The Company will not issue stock certificates as to shares of less-than-one-unit (hereinafter Less-than-one-unit Shares ), unless the Company deems it necessary for the shareholder.

3. Shareholders (including the beneficial owners; hereinafter the same shall apply) who own Less-than-one-unit Shares of the Company may request that the Company sell a number of shares which, when added to the Less-than-one-unit Shares, would equal one unit of shares; provided, however, that the Company is not obliged to do so if the Company does not own its own shares in the number which it is requested to sell.

**Current Articles of Incorporation**

**Proposed Amendment**

(Transfer agent)

- Article 7. The Company shall have a transfer agent with respect to its shares.
2. The transfer agent and its place of handling business shall be selected by resolution of the Board of Directors and a public notice shall be given of such matters.
  3. The register of shareholders of the Company (including the beneficial owners list; hereinafter the same shall apply) shall be kept at the transfer agent's place of handling business and the business relating to shares, such as transfer of shares on the register of shareholders, registration of pledges, indication of trust property or cancellation of such registration or indication, delivery of share certificates, acceptance of notification, purchase of less-than-one-unit shares, etc. shall be caused to be handled by the transfer agent and shall not be handled by the Company.

(Transfer agent)

- Article 7. The Company shall have a transfer agent with respect to its shares.
2. The transfer agent and its place of handling business shall be selected by resolution of the Board of Directors and a public notice shall be given of such matters.
  3. The register of shareholders of the Company (including the beneficial owners list; hereinafter the same shall apply) and the register of loss of share certificates shall be kept at the transfer agent's place of handling business and the business relating to shares, such as transfer of shares on the register of shareholders, registration of pledges, indication of trust property or cancellation of such registration or indication, delivery of share certificates, acceptance of notification, registration of loss of share certificates, purchase and sale of Less-than-one-unit Shares, etc. shall be caused to be handled by the transfer

**Current Articles of Incorporation**

**Proposed Amendment**

agent and shall not be handled by the Company.

(Regulations for handling of shares)

Article 8. The denomination of share certificates of the Company, transfer of shares on the register of shareholders, registration of pledges, indication of trust property or cancellation of such registration or indication, delivery of share certificates, acceptance of notifications, purchase of less-than-one-unit shares and other procedures and fees relating to shares shall be governed by the regulations for handling of shares to be established by the Board of Directors.

(Regulations for handling of shares)

Article 8. The denomination of share certificates of the Company, transfer of shares on the register of shareholders, registration of pledges, indication of trust property or cancellation of such registration or indication, delivery of share certificates, acceptance of notifications, registration of loss of stock certificates, purchase and sale of Less-than-one-unit Shares and other procedures and fees relating to shares shall be governed by the regulations for handling of shares to be established by the Board of Directors.

(Record date)

Article 9. The Company shall regard the shareholders (including the beneficial owners; hereinafter the same shall apply) entitled to vote and written in the register of shareholders as of the last day of each business year as the shareholders who are

(Record date)

Article 9. The Company shall regard the shareholders entitled to vote and written or recorded in the register of shareholders as of the last day of each business year as the shareholders who are entitled to exercise the right as shareholders at

**Current Articles of Incorporation**

entitled to exercise the right as shareholders at the ordinary general meeting of shareholders for such business year.

2. In addition to the preceding paragraph, the Company may, whenever the needs arise, regard the shareholders or registered pledgees written in the register of shareholders as of a certain date as shareholders or pledgees who are entitled to exercise the right thereof, by giving public notice thereof in advance.

Chapter III. General Meeting of Shareholders

Article 10.  
thru (Text Omitted)  
Article 11.

(Method of adopting resolutions)

Article 12. Unless otherwise provided by laws or ordinances or by these Articles of Incorporation, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present

**Proposed Amendment**

the ordinary general meeting of shareholders for such business year.

2. In addition to the preceding paragraph, the Company may, whenever the needs arise, regard the shareholders or registered pledgees written or recorded in the register of shareholders as of a certain date as shareholders or pledgees who are entitled to exercise the right thereof, by giving public notice thereof in advance.

Chapter III. General Meeting of Shareholders

Article 10.  
thru (Same as present text)  
Article 11.

(Method of adopting resolutions)

Article 12. Unless otherwise provided by laws or ordinances or by these Articles of Incorporation, resolutions at a general meeting of shareholders shall be adopted by a majority of the votes of the shareholders present

**Current Articles of Incorporation**

**Proposed Amendment**

at the meeting

at the meeting.

(new)

2. As to the resolutions under Article 343 of the Commercial Code, they shall be adopted by the vote of two-third or more of the voting rights at a general meeting of shareholders where the shareholders holding one-third or more of the voting rights of all shareholders are present.

Article 13. (Text Omitted)

Article 13. (Same as present text)

Chapter IV. Director and Board of Directors

Chapter IV. Director and Board of Directors

Article 14.  
Thru (Text Omitted)  
Article 15.

Article 14.  
Thru (Same as present text)  
Article 15.

(Term of office)

(Term of office)

Article 16. The term of office of Directors shall expire at the end of the ordinary general meeting of shareholders for the final settlement date within two (2) years after their assumption of office.

Article 16. The term of office of Directors shall expire at the end of the ordinary general meeting of shareholders for the final settlement date within one (1) year after their assumption of office.

2. The term of office of the Director elected by reason of increase in number or in order to fill

2. The term of office of the Director elected by reason of increase in number or in order to fill

**Current Articles of Incorporation**

the vacancy shall expire with the expiration of the remaining term of office of the other Directors presently in office.

Article 17.  
thru (Text Omitted)  
Article 19.

(Board of Directors)

Article 20. The Board of Directors shall be composed of the Directors and, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, shall make decision on the execution of important business of the Company.

2. The Corporate Auditors of the Company may attend the Board meetings and express their opinions.

Article 21.  
thru (Text Omitted)  
Article 22.

Chapter V. Corporate Auditor and Board of Corporate Auditors

Article 23.  
thru (Text Omitted)  
Article 24.

**Proposed Amendment**

the vacancy shall expire with the expiration of the remaining term of office of the other Directors presently in office.

Article 17.  
thru (Same as present text)  
Article 19.

(Board of Directors)

Article 20. The Board of Directors shall be composed of the Directors and, in addition to the matters provided by laws or ordinances or by these Articles of Incorporation, shall make decision on the execution of important business of the Company.

2. The Corporate Auditors of the Company are required to attend the Board meetings and express their opinions when they deem it necessary.

Article 21.  
thru (Same as present text)  
Article 22.

Chapter V. Corporate Auditor and Board of Corporate Auditors

Article 23.  
thru (Same as present text)  
Article 24.

Current Articles of Incorporation

Proposed Amendment

(Term of office)

Article 25. The term of office of Corporate Auditors shall expire at the end of the ordinary general meeting of shareholders for the final settlement date within three (3) years after their assumption of office.

2. The term of office of the Corporate Auditor elected to fill the vacancy shall expire with the expiration of the remaining term of office of the retired Corporate Auditor.

Article 26.  
thru (Text Omitted)  
Article 30.

Chapter VI. Accounting

Article 31. (Text Omitted)

(Dividends of profits)

Article 32. Dividends of profits shall be paid to the shareholders or registered pledgees written in the register of shareholders as of the last day of each business year.

(Term of office)

Article 25. The term of office of Corporate Auditors shall expire at the end of the ordinary general meeting of shareholders for the final settlement date within four (4) years after their assumption of office.

2. The term of office of the Corporate Auditor elected to fill the vacancy shall expire with the expiration of the remaining term of office of the retired Corporate Auditor.

Article 26.  
thru (Same as present text)  
Article 30.

Chapter VI. Accounting

Article 31. (Same as present text)

(Dividends of profits)

Article 32. Dividends of profits shall be paid to the shareholders or registered pledgees written or recorded in the register of shareholders as of the last day of each business year.

**Current Articles of Incorporation**

**Proposed Amendment**

(Interim dividends)

Article 33. By resolution of the Board of Directors, the Company may distribute interim dividends to the shareholders or registered pledgees written in the register of shareholders as of June 30 each year.

(Interim dividends)

Article 33. By resolution of the Board of Directors, the Company may distribute interim dividends to the shareholders or registered pledgees written or recorded in the register of shareholders as of June 30 each year.

(Time of conversion of convertible debentures)

Article 34. The first dividends of profits or interim dividends on the shares issued by the conversion of convertible debentures which the Company has issued shall be paid as if such conversion were made on January 1 when the request for conversion is made from January 1 to June 30, and on July 1 when the request for conversion is made from July 1 to December 31.

(delete)

Supplementary Provisions

Supplementary Provisions

(Transfer agent in respect of foreign currency convertible debentures)

Article 35. With respect to the convertible debentures in foreign currency issued by the Company, the Company shall have a transfer agent or agents

(delete)



**Current Articles of Incorporation**

in foreign countries.

(new)

**Proposed Amendment**

Amendments to Article 6, Article 7, Article 8 and Article 12 shall become effective as of April 1, 2003.

Note: Regarding the underlined word adopted in Article 12, although the Japanese expression has been changed, it was not necessary to amend the English translation.

**Item No. 3: Acquisition of the Company's Own Shares**

In order to respond to requests of additional purchase of less-than-one-unit shares, etc., pursuant to Article 210 of the Commercial Code, the Company wishes that it is permitted to acquire the common stock of the Company, starting from the end of this Meeting through the end of the next Ordinary General Meeting of Shareholders, within the limitation of one (1) million shares or five (5) billion yen in total.

**Item No. 4: Election of Twenty-four Directors**

The term of offices of all of the twenty-one Directors will expire at the end of this Meeting. Therefore, we would like you to newly elect twenty-four Directors.

The candidates for the Directors are as follows:

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Candidate No.	Name (Date of birth)	Brief personal record and representation in other companies	Number of Company's shares held
1	Fujio Mitarai (Sep. 23, 1935)	As of Apr. 1961: Entered the Company Mar. 1981: Director of the Company Mar. 1985: Managing Director of the Company Mar. 1989: Senior Managing & Representative Director of the Company Mar. 1993: Executive Vice President & Representative Director of the Company Sep. 1995: President & C.E.O. of the Company (present)	56,828 shares
2	Ichiro Endo (Jan. 2, 1941)	As of Apr. 1964: Entered the Company Mar. 1989: Director of the Company Mar. 1995: Managing Director of the Company Mar. 1999: Senior Managing Director of the Company (present) Jan. 2000: Group Executive of Technology Management Headquarters of the Company (present)	16,678 shares
3	Yukio Yamashita (May 15, 1939)	As of Mar. 1962: Entered the Company Mar. 1991: Director of the Company Jan. 1996: Group Executive of Human Resources Management & Organization Headquarters of the Company (present) Mar. 1997: Managing Director of the Company Mar. 1999: Senior Managing Director of the Company (present) (Representation in other company) Chairman of the Board of Canon (China) Co., Ltd.	10,120 shares

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Candidate No.	Name (Date of birth)	Brief personal record and representation in other companies	Number of Company's shares held
4	Toshizo Tanaka (Oct. 8, 1940)	As of Apr. 1964: Entered the Company Mar. 1995: Director of the Company Apr. 1995: Group Executive of Finance & Accounting Headquarters of the Company (present) Mar. 1997: Managing Director of the Company Mar. 2001: Senior Managing Director of the Company (present)	10,668 shares
5	Takashi Saito (Apr. 15, 1941)	As of Apr. 1967: Entered the Company Mar. 1991: Director of the Company Mar. 1996: Managing Director of the Company (present) Apr. 2002: Deputy Managing Director of Canon Europe Ltd.	21,664 shares
6	Yusuke Emura (Nov. 30, 1944)	As of Apr. 1967: Entered the Company Mar. 1993: Director of the Company Mar. 1999: Managing Director of the Company (present) Apr. 1999: Group Executive of Production Management Headquarters of the Company (present) Jan. 2002: Group Executive of Global Environment Promotion Headquarters of the Company (present)	10,733 shares
7	Kinya Uchida (Nov. 21, 1938)	As of Apr. 1963: Entered the Company Mar. 1995: Director of the Company Mar. 1999: Managing Director of the Company (present) Apr. 1999: President of Canon U.S.A., Inc. (present) (Representation in other company) President of Canon U.S.A., Inc.	13,595 shares

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Candidate No.	Name (Date of birth)	Brief personal record and representation in other companies	Number of Company's shares held
8	Akira Tajima (Dec. 8, 1940)	As of Apr. 1964: Entered the Company Mar. 1995: Director of the Company Mar. 1999: Managing Director of the Company (present) Apr. 1999: Chief Executive of Optical Products Operations of the Company (present)	11,555 shares
9	Nobuyoshi Tanaka (Dec. 23, 1945)	As of Apr. 1970: Entered the Company Mar. 1993: Director of the Company Apr. 1999: Group Executive of Corporate Intellectual Property and Legal Headquarters of the Company (present) Mar. 2001: Managing Director of the Company (present)	9,555 shares
10	Tsuneji Uchida (Oct. 30, 1941)	As of Apr. 1965: Entered the Company Mar. 1997: Director of the Company Jan. 2001: Chief Executive of Image Communication Products Operations of the Company (present) Mar. 2001: Managing Director of the Company (present)	4,200 shares
11	Junji Ichikawa (Feb. 9, 1943)	As of Jan. 1970: Entered the Company Mar. 1997: Director of the Company Apr. 2000: Chief Executive of Peripheral Products Operations of the Company (present) Mar. 2001: Managing Director of the Company (present)	7,931 shares

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Candidate No.	Name (Date of birth)	Brief personal record and representation in other companies	Number of Company's shares held
12	Hajime Tsuruoka (Jul. 9, 1943)	As of Nov. 1973: Entered the Company Mar. 1997: Director of the Company Mar. 1999: President of Canon Europa N.V. (present) Mar. 2001: Managing Director of the Company (present) (Representation in other company) President of Canon Europa N.V.	4,495 shares
13	Teruomi Takahashi (Jun. 10, 1943)	As of Sep. 1971: Entered the Company Mar. 1999: Director of the Company (present)	5,931 shares