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(Stock Exchange Code 7315)  
June 8, 2018

**To Our Shareholders with Voting Rights:**

Masashi Harada  
President and Representative Director  
IJT Technology Holdings Co., Ltd.  
8-27, Kohnan 1-chome, Minato-ku,  
Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 5TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 5th Annual General Meeting of Shareholders of IJT Technology Holdings Co., Ltd. (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by one of the following methods. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (close of operation on that day) on Wednesday, June 27, 2018, Japan time.

[Exercise of voting rights in writing (document)]

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the above deadline.

[Exercise of voting rights via the Internet]

Please access the Company’s Web site for exercising voting rights (<https://evote.tr.mufg.jp/>) using your PC or smartphone, follow the instructions on the screen, and enter your vote for or against the proposals using the “login ID” and the “Temporary Password” printed on the enclosed Voting Rights Exercise Form by 5:30 p.m. on Wednesday, June 27, 2018, Japan time.

- 1. Date and Time:** Thursday, June 28, 2018, at 10:00 a.m. Japan time (The reception desk opens at 9 a.m.)
- 2. Place:** Nexuswind, TKP GardenCity Shinagawa, SHINAGAWA GOOS 1F, 13-3, Takanawa 3-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:  
Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company’s 5th Fiscal Year (April 1, 2017–March 31, 2018) and results of audits by the Accounting Auditor and the Board of Audit & Supervisory Board Members of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 5th Fiscal Year (April 1, 2017–March 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of 1 Director

**4. Matters determined for convocation of this General Meeting of Shareholders**

- (1) Handling of exercised voting rights without indication of vote for or against proposals  
If there is no indication of either for or against a proposal, the intent shall be deemed to be for the proposal.
  - (2) Exercise of voting rights through a proxy  
If you are unable to attend the meeting, you can exercise your voting rights through a proxy, who must be another shareholder of the Company with voting rights. Such proxy will be required to submit a document certifying his/her authority as proxy.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this convocation notice to the meeting with you to save natural resources.
  - The following items are posted on the Company's Web site (<http://www.ijtt-hd.co.jp/>) pursuant to laws and Article 15 of the Company's Articles of Incorporation, therefore they are not described in this convocation notice.
    - (1) Notes to Consolidated Financial Statements
    - (2) Notes to Non-consolidated Financial StatementsOther than the attached documents to this convocation notice, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements, which are posted on the Company's Web site, are included in the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor.
  - Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.ijtt-hd.co.jp/>).
  - On the day of the Meeting, the Company will adopt "Cool Biz" attire.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1: Appropriation of Surplus**

With regard to the appropriation of surplus, the Company intends to pay a year-end dividend for its 5th fiscal year, which ended March 31, 2018, as described below, considering such factors as business performance for the fiscal year under review and future business development.

1. Type of dividend property:  
Cash
2. Matters regarding the allocation of dividend property to shareholders and its total amount:  
¥9 per share (common stock of the Company) Total amount: ¥430,191,180
3. Effective date for dividends from surplus:  
June 29, 2018

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

Effective April 1, 2019, the Company plans to conduct an absorption-type merger with the Company being the surviving company and its fully owned subsidiaries—I Metal Technology Co., Ltd., Jidosha Buhin Kogyo Co., Ltd., and TDF Corporation—being absorbed, changing the Company from a pure holding company to an operating company. Accordingly, changing the trade name of the Company and its purpose is proposed.

2. Details of the amendments

Details of the amendments are as follows. These amendments shall become effective, subject to the occurrence of said absorption-type merger on said effective date.

(Amended portions are underlined.)

Current Articles	Amended Articles
<p>(Trade name) Article 1. The Company is called <u>IJT Tekunorojii Hoorudingusu Kabushiki Kaisha</u> in Japanese, which is indicated as <u>IJT Technology Holdings Co., Ltd.</u>, in English.</p> <p>(Purpose) Article 2. The Company makes it a purpose to operate the following businesses; <u>control and manage business activities of companies operating the following businesses and foreign companies operating the businesses equivalent to such businesses by holding shares or equity in said companies; and operate all businesses incidental thereto.</u></p>	<p>(Trade name) Article 1. The Company is called <u>Kabushiki Kaisha IJT</u> in Japanese, which is indicated as <u>IJT Co., Ltd.</u>, in English.</p> <p>(Purpose) Article 2. The Company makes it a purpose to operate the following businesses.</p>

**Proposal 3: Election of 1 Director**

Company Director Masayuki Fujimori will resign from office because he is to be appointed as Corporate Auditor of Isuzu Motors Limited at its 116th Annual General Meeting of Shareholders to be held on June 28, 2018. Accordingly, the election of 1 Director is proposed.

The term of office of the Director to be appointed at this General Meeting of Shareholders shall be until the expiration of the term of the Director currently in office, pursuant to the provision of Article 20 of the Company's Articles of Incorporation.

The candidate is as follows:

Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
Satoru Fujikura (September 16, 1958)	April 1983      Joined Isuzu Motors Limited February 2011      General Manager of Purchasing Administration Department of Isuzu Motors Limited April 2014      Executive Vice President and Director of Isuzu Motors Co., (Thailand) Ltd. April 2016      Executive Officer; Executive in charge of Purchasing Departments Nos. 1, 2 and 3, Purchasing Division, Operation Headquarters of Isuzu Motors Limited April 2017      Executive Officer; Executive in charge of Purchasing Administration Department and Purchasing Departments Nos. 1, 2 and 3, Purchasing Division, Operation Headquarters of Isuzu Motors Limited (to present)	0
Reasons for his nomination as Director	Mr. Satoru Fujikura has long served the purchasing division of Isuzu Motors Limited, accumulating abundant experience and knowledge concerning the purchasing operations, while engaging in corporate management as an Executive Officer of said company. Mr. Fujikura was nominated as Director because his experience and knowledge are essential to achieving the further growth of the Company.	

(Notes)

1. Mr. Satoru Fujikura is a new candidate for Director.
2. There are no special interests between the candidate for Director and the Company.
3. Mr. Satoru Fujikura is a business operator at Isuzu Motors Limited ("Isuzu Motors"), which is the Company's parent company. His positions and responsibilities at Isuzu Motors are as indicated in the brief career history above.