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Securities code: 3156
June 10, 2015

To our shareholders:

Yukio Fukuju
President

UKC Holdings Corporation
1-11-2 Osaki, Shinagawa-ku, Tokyo

Notice of Convocation of the 6th Ordinary General Meeting of Shareholders

UKC Holdings Corporation (hereinafter referred to as "the Company") will hold its 6th Ordinary General Meeting of Shareholders as explained below, and we respectfully request your attendance at the meeting.
If you are unable to attend in person on the day, you are able to use one of the methods below to exercise your voting rights. We ask that you exercise your voting rights after having considered the accompanying reference materials for the general meeting of shareholders.

[Exercising voting rights by mail]
Please indicate your approval or disapproval for each of the proposals on the enclosed form for exercising voting rights and ensure that we receive it no later than 5:30 PM on Thursday, June 25, 2015.
[Exercising voting rights over the Internet]
Please access our designated voting web site (http://www.evote.jp/) using the login ID and temporary password printed on the enclosed form for exercising voting rights and follow the on-screen instructions to enter your approval or disapproval for each of the proposals no later than 5:30 PM on Thursday, June 25, 2015.
In addition, if using the Internet to exercise your voting rights, we request that you kindly read "Procedure for Exercising your Voting Rights over the Internet" (Japanese only).

1. Date and time: 10:00 AM on Friday, June 26, 2015

2. Location Shinagawa Prince Hotel Main Tower, 30F, Diamond 30
4-10-30 Takanawa, Minato-ku, Tokyo

3. Agenda

Matters to be reported

1. Business Report for the 6th fiscal year (April 1, 2014 to March 31, 2015), consolidated financial statements and audit reports on the consolidated financial statements from the financial auditor and the board of statutory auditors
2. Report on non-consolidated financial statements for the 6th fiscal year (April 1, 2014 to March 31, 2015)

Matters to be resolved

Proposal No. 1 Election of Five Directors
Proposal No. 2 Election of One Substitute Statutory Auditor

We ask that those attending in person on the day to present their form for exercising voting rights at the reception desk of the meeting.
In the event of revisions to the reference materials for the general meeting of shareholders, the business report, the non-consolidated financial statements or the consolidated financial statements, the revised documents will be made available on the Company's web site (http://www.ukcgroup.com/).

Reference Materials for the General Meeting of Shareholders

Proposals and reference matters

Proposal No. 1: Election of Five Directors

The terms of office of all four members of the board of directors expire at the conclusion of this general meeting of shareholders. The Company proposes that, together with an increase of one outside director to enhance the board's supervisory capacity, a total of five directors be elected.

The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Important concurrently held positions)		Number of shares of the Company owned
1	Yukio Fukuju (May 2, 1949)	April 1979	Joined Sony Corporation	2,900
		October 2005	Divisional Manager, System LSI Divisional Headquarters, Sony Corporation	
		June 2007	Joined USC Corporation as Adviser	
		October 2007	Corporate Officer, USC Corporation	
		December 2007	President, International Semiconductor Marketing Company &General Manager, Field Application Engineering Department, USC Corporation	
		June 2008	Corporate Executive Officer, USC Corporation	
		October 2008	President, USC Corporation	
		October 2009	President, the Company (in charge of Internal Audit Office) (present post)	
		August 2010	President, Kyoshin Technosonic Co., Ltd.	
		October 2011	(in charge of Group Business Planning Division) (present post)	
		April 2012	Representative Director, UKC Electronics Corporation	
		October 2013	(in charge of Strategic Marketing Office) (present post)	

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Important concurrently held positions)		Number of shares of the Company owned
2	Masaaki Taguchi (April 10, 1958)	June 1995	Joined USC Corporation	3,600
		April 2003	General Manager, Accounting Department, Accounting & Finance Center, USC Corporation	
		April 2007	Corporate Officer, Accounting & Finance Division Manager & General Manager, Accounting Department, USC Corporation	
		June 2009	Director, USC Corporation	
		October 2009	Senior General Manager, Accounting & Finance Division, the Company	
			Group Executive, Administration Group, USC Corporation	
		June 2010	Director (in charge of Accounting & Finance Division), the Company	
		July 2010	(in charge of Finance Department, Accounting Division) (present post)	
		October 2011	(in charge of Human Resources & General Affairs Division) (present post)	
		June 2014	Executive Vice President, the Company (present post)	
3	Shigeru Ojima (February 25, 1953)	August 1980	Joined Tokyo SANYO Electric Co., Ltd.	8,575
		February 1990	Joined Technosonic Co., Ltd.	
		April 2000	General Manager, Sales & Marketing Dept. III, Devices Business Company, Kyoshin Technosonic Co., Ltd.	
		July 2000	Corporate Executive Officer, Kyoshin Technosonic Co., Ltd.	
		April 2003	Corporate Senior Vice President, Kyoshin Technosonic Co., Ltd.	
		June 2003	Director, Kyoshin Technosonic Co., Ltd.	
		June 2007	Executive Managing Director, Kyoshin Technosonic Co., Ltd.	
		October 2009	Senior Managing Director, Kyoshin Technosonic Co., Ltd.	
		October 2011	Senior Executive Director, UKC Electronics Corporation	
		April 2012	President, UKC Electronics Corporation	
		June 2012	Director, the Company	
		April 2014	(in charge of Domestic Marketing) (present post) President, UW Technologies Corporation (present post)	
		June 2014	Executive Vice President, the Company (present post)	

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company (Important concurrently held positions)		Number of shares of the Company owned
4	Nobuyuki Oneda (May 6, 1945)	April 1969	Joined Sony Corporation	0
		June 2002	Corporate Senior Vice President, Sony Corporation	
		June 2003	Senior Vice President, Executive Officer, Sony Corporation	
		February 2004	Officer in charge of Corporate Planning and Control, Accounting and Tax, Sony Corporation	
		June 2004	Senior Vice President, Corporate Executive Officer, Sony Corporation	
		June 2005	EVP and Chief Financial Officer, Corporate Executive Officer, Sony Corporation	
		April 2009	EVP and Chief Financial Officer, Representative Corporate Executive Officer, Sony Corporation	
		June 2009	Members of the Board, Representative Corporate Executive Officer, Executive Deputy President, and CFO, Sony Corporation	
		July 2010	Special Adviser, StylingLife Holdings Inc.	
		March 2011	Outside Auditor, Kirin Holdings Company, Limited Outside Director, KOKUYO Co., Ltd. Visiting Professor, Hitotsubashi University (present post)	
		June 2011	Outside Director, the Company (present post)	
		March 2012	Outside Director, SUMIDA CORPORATION	
5	* Noriaki Shimazaki (August 19, 1946)	April 1969	Joined Sumitomo Corporation	0
		June 1998	Director, Sumitomo Corporation	
		April 2002	Managing Director, Sumitomo Corporation	
		April 2004	Senior Managing Director, Sumitomo Corporation	
		April 2005	Executive Vice President, Member of the Board, Sumitomo Corporation	
		July 2009	Special Adviser, Sumitomo Corporation	
		June 2011	Outside Director, AUTOBACS SEVEN CO., LTD. (present post) Public Governor, Chair of Self-regulation Board, Japan Securities Dealers Association (present post)	
		September 2013	Executive Adviser, The Japanese Institute of Certified Public Accountants (present post)	
		March 2014	Member of Executive Advisory Committee, SBI Holdings, Inc. (present post)	

(Notes) 1. An asterisk (*) indicates a new candidate for director.
2. No candidate has any significant conflicts of interest with the Company.
3. Mr. Nobuyuki Oneda and Mr. Noriaki Shimazaki are both candidates for outside director.
4. Due to Mr. Nobuyuki Oneda's long involvement with the electronics industry, he possesses abundant experience and a deep knowledge of the sector, and having been engaged in the management of international corporations, is also well-versed in management and economics. The Company expects that

Mr. Oneda will be able to offer advice on the general management of the Company from a range of perspectives and therefore requests that his election as outside director be approved.

5. Within the past five years, Mr. Nobuyuki Oneda has been an executive person at the Company's specified related business operator, Sony Corporation.
6. Due to Mr. Noriaki Shimazaki's broad experience as a manager in a general trading company and his superior insight in the field of accounting, it is anticipated that he will be able to offer appropriate advice from an objective standpoint while also strengthening the Company's corporate governance, for which reasons it is requested that he be elected an outside director.
7. Mr. Nobuyuki Oneda is currently an outside director of the Company, and at the conclusion of this general meeting of shareholders, his term of office as outside director will have reached four years.
8. The Company and Mr. Nobuyuki Oneda have concluded a liability limitation contract such that provided that the latter performs his duties in good faith and without gross negligence, his liability for damages shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Mr. Oneda's election is approved, the Company plans to continue this liability limitation contract. In addition, if Mr. Noriaki Shimazaki's election is approved, the Company plans to conclude the same kind of liability limitation contract with Mr. Shimazaki.
9. The Company has notified the Tokyo Stock Exchange that Mr. Nobuyuki Oneda is a designated independent director according to the rules of said stock exchange. Furthermore, the Company intends to notify the Tokyo Stock Exchange that Mr. Noriaki Shimazaki is a designated independent director according to the rules of said stock exchange.

Proposal No. 2: Election of One Substitute Statutory Auditor

The term of office of the substitute statutory auditor who was elected at the 5th Ordinary General Meeting of Shareholders on June 27, 2014, Mr. Hiroshi Kurawaka, comes to an end at the beginning of this general meeting of shareholders. Accordingly, to prevent situations in which the number of statutory auditors might fall below the minimum number required by laws and regulations, it is proposed that one substitute statutory auditor be elected.

The approval of the board of statutory auditors for this proposal has been obtained in advance.

The candidate for Substitute Statutory Auditor is as follows.

Name (Date of birth)	Career summary (Important concurrently held positions)		Number of shares of the Company owned
Hiromu Kurawaka (February 27, 1937)	April 1955	Joined Ministry of Finance	0
	July 1991	Arakawa District Director of Taxes	
	July 1992	National Tax Agency Commissioner's Secretariat Tokyo-assigned Chief Internal Inspector	
	July 1994	Shibuya District Director of Taxes	
	September 1995	Established as Certified Tax Accountant	
	June 2003	Outside Auditor, USC Corporation	

(Notes) 1. Mr. Hiromu Kurawaka has no significant conflicts of interest with the Company.
2. Mr. Hiromu Kurawaka is a candidate for substitute statutory auditor.
3. Mr. Hiromu Kurawaka has not been involved in corporate management in the past other than in the role of outside statutory auditor, but the Company judges that he will be able to make use of his long years of experience and specialized knowledge of the taxation business to conduct audits in an objective manner and it is therefore proposed that he be elected as substitute statutory outside auditor.
4. If Mr. Hiromu Kurawaka assumes office as statutory auditor, the Company intends to conclude with him a liability limitation contract such that provided that the latter performs his duties in good faith and without gross negligence, his liability for damages shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.