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Securities code: 3156
June 13, 2016

To our shareholders:

Yukio Fukuju
President

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

Notice of Convocation of the 7th Ordinary General Meeting of Shareholders

UKC Holdings Corporation (hereinafter referred to as "the Company") will hold its 7th 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 Tuesday, June 28, 2016.
[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 Tuesday, June 28, 2016.
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 Wednesday, June 29, 2016

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 7th fiscal year (April 1, 2015 to March 31, 2016), 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 7th fiscal year (April 1, 2015 to March 31, 2016)

Matters to be resolved

Proposal No. 1 Partial Amendments to the Articles of Incorporation

Proposal No. 2 Election of Five Directors
Proposal No. 3 Election of One Statutory Auditor
Proposal No. 4 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: Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

(1) Considering the spread of the Internet, the Company proposes to change the Company's method of public notice from publication in the Nikkei as stipulated in Article 5 of the current Articles of Incorporation to electronic public notice to improve the convenience of viewing public notices and streamline public notice procedures, and to stipulate measures to be taken in the event electronic public notice is not possible for unavoidable reasons.

(2) The "Act on Partial Revision of the Companies Act" (Act No. 90 of 2014) came into effect on May 1, 2015, and due to the recognition of the conclusion of liability limitation contracts with Directors who are not Executive Directors, etc. and Statutory Auditors who are not Outside Statutory Auditors, the Company proposes to partially amend Article 27, Paragraph 2 and Article 35, Paragraph 2 of the current Articles of Incorporation to enable these Directors and Statutory Auditors to fully serve their expected roles.
The approval of statutory auditors for the amendment to Article 27, Paragraph 2 of the current Articles of Incorporation has been obtained.

2. Details of Amendments
The details of the amendment are as follows.

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
(Method of Public Notices) Article 5 The public notices of the Company shall be <u>given by the method of publication in the Nikkei.</u>	(Method of Public Notices) Article 5 The public notices of the Company shall be <u>given by way of electronic public notice; provided, however, if the Company is unable to give public notices by way of electronic public notice due to an accident or other unavoidable reasons, they shall be given by the method of publication in the Nikkei.</u>
(Exemption of Directors from Liabilities) Article 27 1. (Omitted) 2. The Company may conclude agreements with <u>Outside Directors</u> to limit their liabilities for damages due to negligence of their duties pursuant to Article 427, Paragraph 1 of the Companies Act; provided, however, the maximum amount of the liabilities pursuant to such agreement shall be limited to the amount prescribed by laws and regulations.	(Exemption of Directors from Liabilities) Article 27 1. (Unchanged) 2. The Company may conclude agreements with <u>Directors (excluding Executive Directors, etc.)</u> to limit their liabilities for damages due to negligence of their duties pursuant to Article 427, Paragraph 1 of the Companies Act; provided, however, the maximum amount of the liabilities pursuant to such agreement shall be limited to the amount prescribed by laws and regulations.

Current Articles of Incorporation	Proposed Amendment
(Exemption of Statutory Auditors from Liabilities) Article 35 1. (Omitted) 2. The Company may conclude agreements with Outside Statutory Auditors to limit their liabilities for damages due to negligence of their duties pursuant to Article 427, Paragraph 1 of the Companies Act; provided, however, the maximum amount of the liabilities pursuant to such agreement shall be limited to the amount prescribed by laws and regulations.	(Exemption of Statutory Auditors from Liabilities) Article 35 1. (Unchanged) 2. The Company may conclude agreements with Statutory Auditors to limit their liabilities for damages due to negligence of their duties pursuant to Article 427, Paragraph 1 of the Companies Act; provided, however, the maximum amount of the liabilities pursuant to such agreement shall be limited to the amount prescribed by laws and regulations.

Proposal No. 2: Election of Five Directors

The terms of office of all five members of the board of directors expire at the conclusion of this general meeting of shareholders, and the Company proposes that 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	3,100
		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	3,800
		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, the Company (in charge of Accounting & Finance Division)	
		July 2010	(in charge of Finance Department, Accounting Division)	
		October 2011	(in charge of Human Resources & General Affairs Division)	
		June 2014	Executive Vice President, the Company	
		June 2015	Executive Vice President (present post) (in charge of Administrative Divisions and Administration of Group Companies)	
		October 2015	(Executive General Manager, Administration Group, in charge of Administration of Group Companies) (present post)	
3	*Michiharu Inoue (June 18, 1956)	April 1980	Joined Kanematsu Semiconductor Corporation	1,535
		March 1989	Joined Sony Corporation	
		April 2000	Joined Kyoshin Technosonic Co., Ltd.	
		April 2005	Senior General Manager, Sales & Marketing Dept. II, Kyoshin Technosonic Co., Ltd.	
		April 2007	Senior General Manager, Device Sales & Marketing Dept. II, Electronic Device Sales & Marketing Group, Kyoshin Technosonic Co., Ltd.	
		June 2007	Director, Kyoshin Technosonic Co., Ltd.	
		October 2011	Director, Executive General Manager, Sales & Marketing Group I, UKC Electronics Corporation	
		April 2014	President, UKC Electronics Corporation	
		April 2015	Group Senior Executive Officer, the Company (present post) (in charge of Sales & Marketing Divisions)	
		October 2015	Executive General Manager, Device Sales & Marketing Group (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	300
		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)	
		June 2015	Outside Director, the Company (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 candidates for outside directors.
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. 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.
6. Mr. Nobuyuki Oneda and Mr. Noriaki Shimazaki are currently outside directors of the Company, and at the conclusion of this general meeting of shareholders, their terms of office as outside directors will have reached five years for Mr. Nobuyuki Oneda and one year for Mr. Noriaki Shimazaki.
7. The Company has concluded liability limitation contracts with Mr. Nobuyuki Oneda and Mr. Noriaki Shimazaki pursuant to Article 427, Paragraph 1 of the Companies Act such that their liabilities for damages outlined under Article 423, Paragraph 1 of the same act shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same act. If the election of Mr. Nobuyuki Oneda and Mr. Noriaki Shimazaki is approved, the Company plans to continue these liability limitation contracts.
8. The Company has notified the Tokyo Stock Exchange that Mr. Nobuyuki Oneda and Mr. Noriaki Shimazaki are designated independent directors according to the rules of the said stock exchange.

Proposal No. 3: Election of One Statutory Auditor

Statutory Auditor Harukazu Akiyama will resign at the conclusion of this general meeting of shareholders, and the Company proposes that one statutory auditor be elected as a substitute. Pursuant to the provisions of the Articles of Incorporation, the term of office of a statutory auditor elected as a substitute shall be the same as the remaining term of office of predecessor thereof.

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

The candidate for Statutory Auditor is as follows.

Name (Date of birth)	Career summary and positions within the Company (Important concurrently held positions)		Number of shares of the Company owned
*Yuji Sakakura (May 3, 1951)	April 1974	Joined Nissho Iwai Corporation	0
	April 1998	General Manager, Financial Market Dept., Nissho Iwai Corporation	
	June 1999	President and Chief Executive Officer, Nissho Iwai Securities Co., Ltd.	
	March 2004	President and Chief Executive Officer, Fides Securities Corporation	
	March 2005	Executive Officer, General Manager, Corporate Business Dept., E*Trade Securities Co., Ltd.	
	September 2005	Chief Financial Officer, GCA Co., Ltd.	
	May 2006	Board Member and Chief Financial Officer, GCA Co., Ltd.	
	July 2007	Chief Development Officer, GCA Savvian Corporation	
	May 2011	Representative Director, Relations Japan Corporation (present post)	
	June 2011	Outside Audit and Supervisory Board Member, AUTOBACS SEVEN Co., Ltd. (present post)	
	March 2014	Outside Audit and Supervisory Board Member, Fullcast Holdings Co., Ltd.	

(Notes)
1. An asterisk (*) indicates a new candidate for statutory auditor.
2. Mr. Yuji Sakakura has no significant conflicts of interest with the Company.
3. Mr. Yuji Sakakura is a candidate for outside statutory auditor.
4. The Company judges that supervision and monitoring of the Company's management by Mr. Yuji Sakakura will lead to the strengthening of the Company's corporate governance because of his many years of practical experience and various knowledge accumulated as a financial executive of a general trading company, a management executive of a securities company and the CFO of an M&A advisory firm, and it is therefore proposed that he be elected as outside statutory auditor.
5. If the election of Mr. Yuji Sakakura is approved, the Company intends to conclude a liability limitation contract with him pursuant to Article 427, Paragraph 1 of the Companies Act such that his liability for damages outlined under Article 423, Paragraph 1 of the same act shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same act.
6. The Company intends to notify the Tokyo Stock Exchange that Mr. Yuji Sakakura is a designated independent auditor according to the rules of the said stock exchange.

Proposal No. 4: Election of One Substitute Statutory Auditor

Due to the election of substitute statutory auditors in the 6th Ordinary General Meeting of Shareholders held on June 26, 2015 being in effect until the commencement of this general meeting, the Company proposes that one substitute statutory auditor be elected to prevent situations in which the number of statutory auditors might fall below the minimum number required by laws and regulations.

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

The candidate for Substitute Statutory Auditor is as follows.

Name (Date of birth)	Career summary and positions within the Company (Important concurrently held positions)		Number of shares of the Company owned
Harukazu Akiyama (September 4, 1942)	April 1961	Joined Ministry of Finance	3,700
	July 1998	District Director, Shinagawa Tax Office	
	July 1999	Deputy Assistant Regional Commissioner, Second Large Enterprise Examination Department, Tokyo Regional Taxation Bureau	
	July 2000	District Director, Shiba Tax Office	
	September 2001	Registered as Certified Tax Accountant (present)	
	June 2007	Outside Auditor, USC Corporation	
	June 2009	Director, Tokyo Certified Public Tax Accountants' Association	
	October 2009	Outside Statutory Auditor, the Company (present post)	

(Notes)
1. Mr. Harukazu Akiyama has no significant conflicts of interest with the Company.
2. Mr. Harukazu Akiyama is a candidate for substitute outside statutory auditor.
3. Mr. Harukazu Akiyama has not been involved in corporate management in the past other than in the role of outside statutory auditor, but the Company judges that as he is registered as Certified Tax Accountant 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 outside statutory auditor.
4. Mr. Harukazu Akiyama is currently an outside statutory auditor of the Company, and at the conclusion of this general meeting of shareholders, his term of office as outside statutory auditor will have reached six years and nine months.
5. The Company has concluded a liability limitation contract with Mr. Harukazu Akiyama pursuant to Article 427, Paragraph 1 of the Companies Act such that his liability for damages outlined under Article 423, Paragraph 1 of the same act shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same act. The current contract will expire when he resigns as an outside statutory auditor, and if he is elected as an outside statutory auditor again, the Company intends to conclude a similar liability limitation contract with him.