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(Stock Exchange Code 7315)  
June 9, 2017

**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 4TH 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 4th 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 28, 2017, 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 (<http://www.evotep.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 28, 2017, Japan time.

- 1. Date and Time:** Thursday, June 29, 2017, 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 4th Fiscal Year (April 1, 2016–March 31, 2017) 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 4th Fiscal Year (April 1, 2016–March 31, 2017)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of 10 Directors

**Proposal 3:** Election of 4 Audit & Supervisory Board Members

**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 4th fiscal year, which ended March 31, 2017, 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:  
¥5 per share (common stock of the Company) Total amount: ¥238,997,745
3. Effective date for dividends from surplus:  
June 30, 2017

**Proposal 2:** Election of 10 Directors

The terms of office of Company Directors Haruki Mizutani, Masashi Harada, Makoto Saito, Kazunori Asada, Takuma Sakai, Masayuki Fujimori, Hideaki Oda, Ichiro Tsuchiya, Masatoshi Ito and Seiya Koike will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 10 Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
1	Haruki Mizutani (April 24, 1953)	<p>April 1977      Joined Isuzu Motors Limited</p> <p>February 2009      Executive Officer of Isuzu Motors Limited</p> <p>April 2010      Senior Executive Officer of Isuzu Motors Limited</p> <p>June 2011      Director of the Board and Senior Executive Officer of Isuzu Motors Limited</p> <p>April 2012      Director of the Board and Senior Executive Officer, Division Executive in charge of Manufacturing Division of Isuzu Motors Limited</p> <p>April 2013      Director of the Board and Senior Executive Officer, Division Executive in charge of Manufacturing Division, Operations Headquarters of Isuzu Motors Limited</p> <p>April 2014      Director of the Board of Isuzu Motors Limited</p> <p>April 2014      President and Representative Director of I Metal Technology Co., Ltd.</p> <p>June 2014      Director of the Company</p> <p>April 2016      Chairman and Representative Director of the Company (to present)</p> <p>Director of I Metal Technology Co., Ltd.</p> <p>April 2017      President and Representative Director of I Metal Technology Co., Ltd. (to present)</p> <p>Director of Jidosha Buhin Kogyo Co., Ltd. (to present)</p>	23,500
2	Masashi Harada (February 7, 1956)	<p>April 1980      Joined Isuzu Motors Limited</p> <p>April 2007      Executive Officer of Isuzu Motors Limited</p> <p>April 2010      Corporate Adviser of NIPPON FRUEHAUF COMPANY, LTD.</p> <p>June 2010      Senior Managing Director of NIPPON FRUEHAUF COMPANY, LTD.</p> <p>April 2012      Senior Executive Officer, Division Executive in charge of Sales Operation Division, Sales Headquarters of Isuzu Motors Limited</p> <p>October 2013      Senior Executive Officer, Division Executive in charge of Sales Planning Division, Sales Headquarters of Isuzu Motors Limited</p> <p>April 2014      Senior Executive Officer, Division Executive in charge of Sales Planning Division, Sales Division No. 1, Sales Headquarters of Isuzu Motors Limited</p> <p>April 2015      Corporate Adviser of the Company</p> <p>June 2015      President and Representative Director of the Company (to present)</p> <p>April 2016      Director of I Metal Technology Co., Ltd. (to present)</p> <p>Director of Jidosha Buhin Kogyo Co., Ltd. (to present)</p> <p>Director of TDF Corporation (to present)</p>	10,400

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
3	Makoto Saito (July 30, 1957)	<p>April 1980      Joined Isuzu Motors Limited</p> <p>February 2009      Senior Executive Officer of I Metal Technology Co., Ltd.</p> <p>June 2009      Director and Senior Executive Officer of I Metal Technology Co., Ltd.</p> <p>June 2010      Managing Director, in charge of Audit Division, Corporate Planning Division and Administration Division of I Metal Technology Co., Ltd.</p> <p>October 2010      Managing Director, in charge of Corporate Planning Division and Administration Division of I Metal Technology Co., Ltd.</p> <p>June 2011      Managing Director, in charge of Planning &amp; Administration Division of I Metal Technology Co., Ltd.</p> <p>June 2013      Senior Managing Director, in charge of Planning &amp; Administration Division of I Metal Technology Co., Ltd.</p> <p>October 2013      Director of the Company</p> <p>October 2015      Director; Division Executive of Corporate Relations Promotion Division of the Company</p> <p>April 2016      Director; Senior Division Executive of Administration and Business Operation; Division Executive of Corporate Planning Division; and Division Executive of Corporate Relations Promotion Division of the Company</p> <p>April 2017      Managing Director; Division Executive of Corporate Planning Division of the Company (to present)</p>	30,660
4	Kazunori Asada (April 15, 1956)	<p>March 1979      Joined Jidosha Buhin Kogyo Co., Ltd.</p> <p>July 2007      Executive Officer of Jidosha Buhin Kogyo Co., Ltd.</p> <p>June 2009      Director of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2010      Director; Division Executive of Production Engineering and Overseas Production Project of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2013      Director and Senior Executive Officer; Division Executive of Production Engineering and Overseas Production Project of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2014      Director and Senior Executive Officer; Division Executive of Production Division of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2015      Director and Managing Executive Officer; Division Executive of Production Division of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2016      President and Representative Director of Jidosha Buhin Kogyo Co., Ltd. (to present)</p> <p>June 2016      Director of the Company</p> <p>April 2017      Director; Division Executive of Manufacturing Engineering Planning Division and Product Development Division of the Company (to present)</p>	58,000

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
5	Takuma Sakai (August 31, 1954)	<p>April 1978      Joined Isuzu Motors Limited</p> <p>April 2008      Executive Officer of Jidosha Buhin Kogyo Co., Ltd.</p> <p>June 2008      Director of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2010      Managing Director; Division Executive of Corporate Planning and General Affairs of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2012      Executive Director; Division Executive of Corporate Planning, Overseas Business and General Affairs of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2013      Director and Senior Executive Officer; Division Executive of Corporate Planning, Overseas Business and General Affairs of Jidosha Buhin Kogyo Co., Ltd.</p> <p>October 2013    Director of the Company</p> <p>April 2015      Director and Senior Executive Officer; Division Executive of Corporate Planning and General Affairs of Jidosha Buhin Kogyo Co., Ltd.</p> <p>October 2015    Director; Division Executive of Overseas Business Division of the Company</p> <p>April 2017      Director of the Company (to present) President and Representative Director of TDF Corporation (to present)</p>	58,200
6	Masayuki Fujimori (September 14, 1957)	<p>April 1980      Joined Isuzu Motors Limited</p> <p>April 2010      Executive Officer; Deputy Division Executive in charge of Corporate Planning &amp; Finance Division of Isuzu Motors Limited</p> <p>April 2013      Senior Executive Officer; Division Executive of Sales Planning Division, Sales Headquarters of Isuzu Motors Limited</p> <p>October 2013    Senior Executive Officer of Isuzu Motors Limited; Senior Vice President of Isuzu Motors Co., (Thailand) Ltd.</p> <p>April 2014      Senior Executive Officer of Isuzu Motors Limited; President and Director, Isuzu Motors Co., (Thailand) Ltd.</p> <p>April 2015      Senior Advisor; in charge of Finance and Tax Affairs, Corporate Planning &amp; Finance Division of Isuzu Motors Limited</p> <p>June 2015      Director of the Company (to present)</p> <p>April 2017      Senior Advisor; in charge of IR, Financial Strategy of Isuzu Motors Limited (to present)</p>	0
7	Hideaki Oda (November 11, 1948)	<p>April 1971      Joined Diesel Kiki Co., Ltd. (currently Bosch Corporation)</p> <p>June 2001      Executive Officer of Diesel Kiki Co., Ltd.</p> <p>July 2002      Managing Executive Officer of Diesel Kiki Co., Ltd.</p> <p>March 2005     Executive Director of Diesel Kiki Co., Ltd.</p> <p>July 2007      Executive Vice President and Director of Diesel Kiki Co., Ltd.</p> <p>April 2009      President and Representative Director of Diesel Kiki Co., Ltd.</p> <p>April 2012      Chairman and Director of Diesel Kiki Co., Ltd.</p> <p>April 2014      Representative Director of GMR Co., Ltd. (to present)</p> <p>April 2015      Chairman of the Board, Saitama Industrial Promotion Public Corporation (SIPC) (to present)</p> <p>June 2015      Director of the Company (to present)</p> <p>June 2017      Visiting Professor of Saitama University Comprehensive Open Innovation Center (to present)</p>	10,400

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
8	Ichiro Tsuchiya (January 6, 1951)	<p>April 1973      Joined Mitsubishi Trust and Banking Corporation (current Mitsubishi UFJ Trust and Banking Corporation)</p> <p>June 2002      Executive Officer; and General Manager of Corporate Banking Division, Head Office of Mitsubishi Trust and Banking Corporation</p> <p>June 2004      Representative Director of Ryoshin Resort Co., Ltd.</p> <p>June 2005      Auditor of I Metal Technology Co., Ltd.</p> <p>June 2006      Chairman and Representative Director of Mitsubishi UFJ Trust Hosyo Co., Ltd.</p> <p>June 2006      Company Auditor of Maruzen Showa Unyu Co., Ltd.</p> <p>June 2011      Company Auditor of Jidosha Buhin Kogyo Co., Ltd.</p> <p>October 2013    Audit &amp; Supervisory Board Member of the Company</p> <p>June 2016      Director of the Company (to present)</p>	3,060
*9	Kazuyoshi Takeshima (March 3, 1962)	<p>April 1984      Joined Isuzu Motors Limited</p> <p>April 2012      Cost Control Group Leader, Procurement Planning Department of Isuzu Motors Limited</p> <p>October 2013    Director; in charge of Finance and Purchasing of TDF Corporation</p> <p>April 2015      Director; responsible for General Affairs, Finance and Purchasing of TDF Corporation</p> <p>May 2015      Director; responsible for Administration Division and in charge of Corporate Planning of TDF Corporation</p> <p>April 2017      Director; Division Executive of Corporate Planning Division of I Metal Technology Co., Ltd. (to present)</p>	0
*10	Toshihiko Fujino (September 22, 1954)	<p>April 1978      Joined Isuzu Motors Limited</p> <p>April 2005      General Manager of Accounting Department of Isuzu Motors Limited</p> <p>April 2012      General Manager of Audit Department of Isuzu Motors Limited</p> <p>April 2014      Executive Officer; Deputy Division Executive of Corporate Planning, Overseas Business, General Affairs; and General Manager of General Affairs Department of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2015      Executive Officer; Deputy Division Executive of Corporate Planning and General Affairs; and General Manager of General Affairs Department of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2016      Senior Executive Officer; Division Executive of Information System and Internal Audit; Deputy Division Executive of Corporate Planning and General Affairs; and General Manager of Internal Audit Office of Jidosha Buhin Kogyo Co., Ltd.</p> <p>April 2017      Director and Senior Executive Officer; Division Executive of Corporate Planning, General Affairs, Information Systems and Internal Audit; and General Manager of Internal Audit Office of Jidosha Buhin Kogyo Co., Ltd.</p>	7,700

(Notes)

- \* indicates a new candidate for Director.
- There are no special interests between each candidate for Director and the Company.
- Masayuki Fujimori 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.
- Hideaki Oda and Ichiro Tsuchiya are candidates for Outside Directors. Both candidates are currently Outside Directors of the Company. The terms of office as Outside Directors of Hideaki Oda and Ichiro Tsuchiya at the conclusion of this General Meeting of Shareholders are two years and one year, respectively. Both candidates have been designated as independent directors as stipulated by the Tokyo Stock Exchange.
- The Company appointed Hideaki Oda as a candidate for Outside Director based on Mr. Oda’s abundant experience and broad insights as a corporate management of Bosch Corporation, and the Company expects Mr. Oda to supervise the management of the Company and to help strengthen corporate governance by providing useful advice on overall

management of the Company.

6. The Company appointed Ichiro Tsuchiya as a candidate for Outside Director based on Mr. Tsuchiya's abundant experience and broad insights as a corporate management, and the Company expects Mr. Tsuchiya to supervise the management of the Company and to help strengthen corporate governance by providing useful advice on overall management of the Company.
7. The Company has a contract with Mr. Oda and Mr. Tsuchiya for limitation of indemnity liability for damages as provided in Article 423, Paragraph 1, of the Companies Act on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act (This contract shall continue to be in effect if they are reelected.). The limit of the liability under the contract shall be the amount set forth in Article 425, Paragraph 1, of the Companies Act.



**Proposal 3:** Election of 4 Audit & Supervisory Board Members

The terms of office of the Company's Audit & Supervisory Board Members, Hiroshi Oyama, Masanori Ota, Koichi Seto and Akiko Urabe will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 4 Audit & Supervisory Board Members is proposed.

The Board of Audit & Supervisory Board Members has previously given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Oyama (May 22, 1956)	<p>April 1979      Joined Isuzu Motors Limited</p> <p>April 2007      Executive Officer of Isuzu Motors Limited</p> <p>February 2009    President and Representative Director of Isuzu U-Max Corporation</p> <p>April 2012      Chairman and Representative Director of Isuzu Umax Corporation</p> <p>April 2012      Provisional Standing Corporate Auditor of Isuzu Motors Limited</p> <p>June 2012      Standing Corporate Auditor of Isuzu Motors Limited</p> <p>June 2016      Standing Audit &amp; Supervisory Board Member of the Company (to present)</p>	2,600
2	Masanori Ota (November 8, 1956)	<p>April 1979      Joined Isuzu Motors Limited</p> <p>April 2008      General Manager of PT Plant Operation Planning Department of Isuzu Motors Limited</p> <p>April 2013      General Manager of Plant Operation Planning Department of Isuzu Motors Limited</p> <p>October 2013    Executive Officer; Executive in charge of PT Manufacturing Departments Nos. 1, 3 and 4, and PT Quality Control Department, Manufacturing Division, Engineering Headquarters of Isuzu Motors Limited</p> <p>April 2014      Executive Officer; Executive in charge of PT Plant Operation Planning Department, PT Manufacturing Departments Nos. 1, 3 and 4, and PT Quality Control Department, Manufacturing Division, Engineering Headquarters of Isuzu Motors Limited</p> <p>June 2014      Audit &amp; Supervisory Board Member of the Company (to present)</p> <p>April 2015      Executive Officer; Executive in charge of PT Plant Operation Planning Department, PT Manufacturing Departments Nos. 1, 3 and 4, PT Quality Control Department, PT Engineering Department and Element Technology Department, Manufacturing Division, Engineering Headquarters of Isuzu Motors Limited</p> <p>April 2016      Senior Executive Officer; Executive in charge of PT Plant Operation Planning Department, PT Manufacturing Departments Nos. 1, 3 and 4, PT Quality Control Department, PT Engineering Department and Element Technology Department, Manufacturing Division, Engineering Headquarters of Isuzu Motors Limited</p> <p>April 2017      Senior Executive Officer; Deputy Division Executive in charge of Manufacturing Division, Engineering Headquarters of Isuzu Motors Limited (to present)</p>	0
3	Akiko Urabe (November 29, 1972)	<p>April 2000      Registered as a lawyer</p> <p>January 2010    Partner of South Toranomon Law Offices (to present)</p> <p>June 2016      Audit &amp; Supervisory Board Member of the Company (to present)</p>	0

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
*4	Junya Fujiwara (February 19, 1965)	<p>April 1988      Joined Isuzu Motors Limited</p> <p>April 2012      Strategic Business Group Leader, Sales Planning Department of Isuzu Motors Limited</p> <p>August 2012    Senior General Manager, Sales Department of Isuzu Motors International Operations (Thailand) Co., Ltd.</p> <p>April 2015      General Manager of GM Operations Department of Isuzu Motors Limited</p> <p>April 2016      General Manager of Corporate Planning Department of Isuzu Motors Limited (to present)</p>	0

(Notes)

1. \* indicates a new candidate for Audit & Supervisory Board Member.
2. There are no special interests between each candidate for Audit & Supervisory Board Member and the Company.
3. Masanori Ota and Junya Fujiwara are business operators of Isuzu Motors Limited (“Isuzu Motors”), which is the Company’s parent company. Their positions and responsibilities at Isuzu Motors are as indicated in the brief career history above.
4. Hiroshi Oyama and Akiko Urabe are both candidates for Outside Audit & Supervisory Board Members of the Company. Their terms of office as Outside Audit & Supervisory Board Members will each be one year at the conclusion of this year’s Annual General Meeting of Shareholders.
5. Akiko Urabe has been designated as an independent auditor & supervisory board member as stipulated by the Tokyo Stock Exchange.
6. The Company appointed Hiroshi Oyama as a candidate for Outside Audit & Supervisory Board Member because Mr. Oyama possesses long business experience accumulated for many years mainly in corporate legal affairs at Isuzu Motors and possesses abundant experience and broad insights as a Standing Corporate Auditor at Isuzu Motors for the past five years. Based on his expertise, the Company expects Mr. Oyama to monitor the Company’s overall management and provide effective advice. Therefore, the Company proposes to elect him as Outside Audit & Supervisory Board Member.
7. The Company appointed Akiko Urabe as a candidate for Outside Audit & Supervisory Board Member because Ms. Urabe possesses outstanding capabilities and insights in laws and regulations, based on which the Company judged her to be able to conduct objective audits. Therefore, the Company seeks the election of Ms. Urabe as an Outside Audit & Supervisory Board Member. Although Ms. Urabe has not been involved in corporate management as a business operator, for the above reasons, the Company believes she will be able to fulfill the duties as Outside Audit & Supervisory Board Member appropriately.
8. The Company has a contract with Hiroshi Oyama and Akiko Urabe for limitation of indemnity liability for damages as provided in Article 423, Paragraph 1, of the Companies Act on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act (This contract shall continue to be in effect when they are reelected.). The limit of the liability under the contract shall be the amount set forth in Article 425, Paragraph 1, of the Companies Act.