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(Stock Exchange Code 6059)  
June 10, 2015

**To Shareholders with Voting Rights:**

Fumiharu Uchiyama  
President and Representative Director  
UCHIYAMA HOLDINGS Co., Ltd.  
10-10, 2-chome, Kumamoto, Kokurakita-ku,  
Kitakyushu, Fukuoka, Japan

**NOTICE OF  
THE 9TH 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 9th Annual General Meeting of Shareholders of UCHIYAMA HOLDINGS Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, June 25, 2015, Japan time.

**1. Date and Time:** Friday, June 26, 2015 at 10:00 a.m. Japan time

**2. Place:** Banquet hall KISSHO on the fourth floor, STATION HOTEL KOKURA located at 1-1, 1-chome, Asano, Kokurakita-ku, Kitakyushu, Fukuoka, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 9th Fiscal Year (April 1, 2014 - March 31, 2015) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 9th Fiscal Year (April 1, 2014 - March 31, 2015)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of 10 Directors  
**Proposal 4:** Election of 2 Corporate Auditors

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ In accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, the following items are posted on the Company's website (<http://www.uchiyama-gr.jp>) and are therefore not included in the Attached Documents to this notice of convocation.
  - 1) The Notes to the Consolidated Financial Statements
  - 2) The Notes to the Non-consolidated Financial StatementsAccordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements described in the Attached Documents to this notice of convocation are part of the documents which have been audited by Accounting Auditor when it prepared the Accounting Auditor's Report.
- ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.uchiyama-gr.jp>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

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

Considering the enhancement of management structure and future business development and others, as well as internal reserve, the Company proposes to pay the following as the year-end dividend for the fiscal year 2014:

- (1) Type of dividend assets  
Cash
- (2) Appropriation of dividend property to shareholders and total amount  
¥5 per share of common stock, for a total of 108,092,120 yen
- (3) Effective date of distribution of surplus  
June 29, 2015

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

- (1) Reason for proposal
  - 1) To prepare for future business expansion, the Company proposes adding business objectives to Article 2 (Objectives) of the current Articles of Incorporation.
  - 2) The “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) was promulgated on May 1, 2015, and as the persons subject to liability limitation agreements changed, in order to allow for Directors and Corporate Auditors to fully execute their expected duties, the Company proposes changes to Article 30 and Article 40 of the current Articles of Incorporation. Furthermore, the changes to Article 30 have received the approval of each Corporate Auditor.

(2) Detail of the amendments

The Company proposes the following amendments to the current Articles of Incorporation (underlined sections indicate changes).

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 (Omitted)</p> <p>(Objectives)</p> <p>Article 2 The Company’s objective is to operate the following businesses.</p> <p>1 Through holding of stock in companies that operate the following businesses and foreign companies that operate similar businesses, the Company will control and manage the business activities of these companies.</p> <p>(1) – (4) (Omitted) (Newly established)</p> <p><u>(5).</u> Caretaker training and study business (Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p><u>(6).</u> Operation of karaoke stores <u>(7).</u> Operation of restaurants <u>(8).</u> Operation of Internet cafes <u>(9).</u> Operation of game centers <u>(10).</u> Purchase, sale, rental, agency, and management of real estate <u>(11).</u> Building rental business <u>(12).</u> Travel agency business <u>(13).</u> Operation of hotels <u>(14).</u> Rental and sale of telephone devices and telecommunications devices <u>(15).</u> Rental and sale of telephones and mobile phones <u>(16).</u> Other businesses related to the above items</p> <p>2 – 5 (Omitted)</p>	<p>Article 1 (Unchanged)</p> <p>(Objectives)</p> <p>Article 2 The Company’s objective is to operate the following businesses.</p> <p>1 Through holding of stock in companies that operate the following businesses and foreign companies that operate similar businesses, the Company will control and manage the business activities of these companies.</p> <p>(1) – (4) (Omitted)</p> <p><u>(5).</u> <u>Business to support daycare for disabled children based on the Child Welfare Act</u> <u>(6).</u> Caretaker training and study business <u>(7).</u> <u>Management, operation, administration, and consulting business for osteopathic clinics, acupuncture clinics, and massage clinics</u> <u>(8).</u> <u>Management and administrative guidance for clinics involved in bonesetting, acupuncture, massage, Japanese massage, shiatsu, chiropractic, foot sole reflexology, and acupressure</u> <u>(9).</u> <u>Management and operation via franchise chain system for acupuncture, massage, bonesetting, chiropractic salons, beauty salons, and nail salons</u> <u>(10).</u> <u>Management of acupuncture, bonesetter, massage, Japanese massage, shiatsu, and rehabilitation clinics and sale and lease business for associated medical equipment</u> <u>(11).</u> Operation of karaoke stores <u>(12).</u> Operation of restaurants <u>(13).</u> Operation of Internet cafes <u>(14).</u> Operation of game centers <u>(15).</u> Purchase, sale, rental, agency, and management of real estate <u>(16).</u> Building rental business <u>(17).</u> Travel agency business <u>(18).</u> Operation of hotels <u>(19).</u> Rental and sale of telephone devices and telecommunications devices <u>(20).</u> Rental and sale of telephones and mobile phones <u>(21).</u> Other businesses related to the above items</p> <p>2 – 5 (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 3 – Article 29 (Omitted)</p> <p>(Liability Limitation Agreements for <u>Outside Directors</u>)</p> <p>Article 30 The Company may conclude agreements with <u>Outside Directors</u> to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act for matters to which stipulated laws and regulations apply. However, the limit of liability under these agreements shall be the minimum amount set forth by laws and regulations.</p>	<p>Article 3 – Article 29 (Unchanged)</p> <p>(Liability Limitation Agreements for <u>Directors</u>)</p> <p>Article 30 The Company may conclude agreements with <u>Directors (excluding Directors, etc., involved in the execution of business)</u> to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act for matters to which stipulated laws and regulations apply. However, the limit of liability under these agreements shall be the minimum amount set forth by laws and regulations.</p>
<p>Article 31 – Article 39 (Omitted)</p> <p>(Liability Limitation Agreements for <u>Outside Corporate Auditors</u>)</p> <p>Article 40 The Company may conclude agreements with <u>Outside Corporate Auditors</u> to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act for matters to which stipulated laws and regulations apply. However, the limit of liability under these agreements shall be the minimum amount set forth by laws and regulations.</p>	<p>Article 31 – Article 39 (Unchanged)</p> <p>(Liability Limitation Agreements for <u>Corporate Auditors</u>)</p> <p>Article 40 The Company may conclude agreements with <u>Corporate Auditors</u> to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act for matters to which stipulated laws and regulations apply. However, the limit of liability under these agreements shall be the minimum amount set forth by laws and regulations.</p>
<p>Article 41 – Article 49 (Omitted)</p>	<p>Article 41 – Article 49 (Unchanged)</p>

**Proposal 3: Election of 10 Directors**

The terms of office of all 9 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, with the intent of strengthening the future management structure and corporate governance, 1 Outside Director shall be added, and the election of 10 Directors is proposed.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Fumiharu Uchiyama (April 12, 1941)	<p>June 1971 President and Representative Director of Uchiyama Building Co., Ltd.</p> <p>October 1984 President and Representative Director of Uchiyama Urbest Co., Ltd.</p> <p>October 1984 Director of Bonheure Corporation</p> <p>March 1987 President and Representative Director of House Twenty-two Co., Ltd.</p> <p>February 1998 Director of Kouno LLC.</p> <p>December 2004 President and Representative Director of Sawayaka Club Co., Ltd. (current position)</p> <p>October 2006 President and Representative Director of the Company (current position)</p> <p>November 2009 President and Representative Director of Sawayaka Amanogawa Co., Ltd. (current Sawayaka Club Co., Ltd.) (to present)</p> <p>[Significant concurrent positions] President and Representative Director of Sawayaka Club Co., Ltd.</p>	2,210,420
2	Shinichi Ikushima (October 6, 1949)	<p>November 1995 Joined Uchiyama Building Co., Ltd.</p> <p>April 1997 Corporate Auditor of AMENITY Co., Ltd.</p> <p>October 1998 Director of Uchiyama Building Co., Ltd.</p> <p>December 2004 Director of Sawayaka Club Co., Ltd.</p> <p>November 2005 President and Representative Director of Bonheure Corporation</p> <p>October 2006 Senior Managing Director of the Company (current position)</p> <p>April 2011 Chairman and Representative Director of Bonheure Corporation (current position) (to present)</p> <p>[Significant concurrent positions] Chairman and Representative Director of Bonheure Corporation</p>	61,823

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	Yoshiaki Takemura (August 23, 1963)	January 1989 Joined Uchiyama Building Co., Ltd. May 1991 Corporate Auditor of AMENITY Co., Ltd. October 1995 Director of ZEN Corporation Co., Ltd. June 1996 President and Representative Director of AMENITY Co., Ltd. October 1998 Director of Uchiyama Building Co., Ltd. December 2004 Senior Managing Director of Sawayaka Club Co., Ltd. (current position) October 2006 Senior Managing Director of the Company (current position) November 2009 Senior Managing Director of Sawayaka Amanogawa Co., Ltd. (current Sawayaka Club Co., Ltd.) (to present) [Significant concurrent positions] Senior Managing Director of Sawayaka Club Co., Ltd.	61,823
4	Shigemi Utano (June 28, 1965)	September 1990 Joined Uchiyama Building Co., Ltd. June 1994 Director of AMENITY Co., Ltd. October 1995 Director of ZEN Corporation Co., Ltd. January 1998 Director of Uchiyama Building Co., Ltd. November 2005 Senior Managing Director of Bonheure Corporation October 2006 Senior Managing Director of the Company (current position) April 2011 President and Representative Director of Bonheure Corporation (current position) (to present) [Significant concurrent positions] President and Representative Director of Bonheure Corporation	61,823

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
5	Takehiro Yamamoto (January 30, 1971)	<p>July 1994 Joined Saito LLC</p> <p>March 2002 Director of NOA LLC</p> <p>March 2002 Director of Kouno LLC.</p> <p>March 2002 Director of ZEN Corporation Co., Ltd.</p> <p>February 2004 Corporate Auditor of Uchiyama Building Co., Ltd.</p> <p>November 2005 Senior Managing Director of Bonheure Corporation (current position)</p> <p>October 2006 Senior Managing Director of the Company</p> <p>March 2008 Senior Managing Director and General Manager of Corporate Planning Office of the Company (current position)</p> <p>June 2010 Senior Managing Director of Sawayaka Club Co., Ltd. (current position) (to present)</p> <p>[Significant concurrent positions]</p> <p>Senior Managing Director of Bonheure Corporation</p> <p>Senior Managing Director of Sawayaka Club Co., Ltd.</p>	15,823
6	Nobuyuki Yoshioka (January 2, 1956)	<p>March 2002 Office Manager of Social Welfare Corporation Sawayaka</p> <p>October 2006 Director of the Company (current position)</p> <p>March 2007 Director of Sawayaka Club Co., Ltd. (current position) (to present)</p> <p>[Significant concurrent positions]</p> <p>Director of Sawayaka Club Co., Ltd.</p>	25,305



No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
7	Kenji Kawamura (August 30, 1961)	August 2003 Joined Kouno LLC. June 2005 Director of Sawayaka Club Co., Ltd. (current position) October 2006 Director of the Company (current position) (to present) [Significant concurrent positions] Director of Sawayaka Club Co., Ltd.	16,605
8	Koji Futamura (January 15, 1976)	May 1996 Joined Bonheure Corporation March 2002 Director of NOA LLC March 2002 Director of Kouno LLC. March 2002 Director of ZEN Corporation Co., Ltd. November 2005 Managing Director of Bonheure Corporation June 2010 Director of the Company (current position) April 2011 Senior Managing Director of Bonheure Corporation (current position) (to present) [Significant concurrent positions] Senior Managing Director of Bonheure Corporation	32,823

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
9	Itsuo Yada (February 12, 1940)	February 1964 Joined Kokurakita Welfare Office, Kitakyushu City Office March 2000 Joined Incorporated Foundation Kitakyushu Water and Sewerage Association June 2008 Corporate Auditor of the Company June 2014 Director of the Company (current position) (to present)	605
10	*Eiichi Kamio (August 25, 1933)	April 1971 Established Kamio CPA firm (current Kamio and Partners) (current position) July 1979 Representative member of Fukuoka Office of Dai-ichi Audit Firm July 1992 Director of The Japanese Institute of Certified Public Accountants April 2000 Representative member and Director of Century Ota Showa & Co. (current Ernst & Young ShinNihon LLC) November 2000 Adviser of Century Ota Showa & Co. April 2001 Member of Audit Committee, Kitakyushu City May 2009 Corporate Auditor of KYOKUTO Co., Ltd. (current position) (to present)	8,000

(Notes)

1. \* indicates a new candidate for Director.
2. There are no special interests between each candidate for Director and the Company.
3. Messrs. Itsuo Yada and Eiichi Kamio are candidates for Outside Director. Furthermore, the Company has designated Mr. Itsuo Yada as an Independent Director as stipulated by the Tokyo Stock Exchange, and has submitted him to the aforementioned Exchange.
4. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with candidate for Director Mr. Itsuo Yada to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the amount set forth by laws and regulations, and if his reappointment is approved at this General Meeting, the Company plans to continue with this agreement. Additionally, if candidate for Director Mr. Eiichi Kamio is elected, the Company plans to conclude an identical agreement with him.
5. Mr. Itsuo Yada has a wealth of experience at the Kitakyushu City Office and is particularly well-versed in welfare administration at the Kokurakita Welfare Office, and the Company has determined that his personality and views will allow him to appropriately execute duties, and proposes his election as Outside Director. Furthermore, although he has not been involved in corporate management outside of roles as Outside Officer, due to the above reasons, the Company has determined that he would appropriately execute duties as an Outside Director, and has thus made him a candidate.
6. The term of office of Mr. Itsuo Yada as Outside Director will be 1 year at the close of this General Meeting.
7. Mr. Eiichi Kamio has past experience as a Representative member of a major auditing company as a certified public accountant, and has a high level of views and experiences, and as he has been involved in business practice for corporate accounting for many years, the Company has determined him to be appropriate as an Outside Director, and has thus made him a candidate.
8. The number of shares of the Company held by candidates for Director are the effective number of shares held, which include shares held individually under the Uchiyama Holdings Officer Shareholding Association.

**Proposal 4:** Election of 2 Corporate Auditors

The terms of office of Corporate Auditors, namely Messrs. Taro Shimai and Mamoru Sumikawa, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Corporate Auditors is proposed.

The Board of Corporate Auditors 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	Taro Shimai (July 15, 1974)	April 1997 Joined NTT DATA Corporation March 2001 Joined Bonheure Corporation October 2006 Joined the Company April 2007 Corporate Auditor of Bonheure Corporation (current position) June 2014 Corporate Auditor of the Company (current position) Corporate Auditor of Sawayaka Club Co., Ltd. (current position) (to present) [Significant concurrent positions] Corporate Auditor of Bonheure Corporation Corporate Auditor of Sawayaka Club Co., Ltd.	8,644
2	Mamoru Sumikawa (December 16, 1947)	April 1966 Joined Kumamoto Regional Taxation Bureau July 1971 Personnel Division of Nagasaki Tax Office July 1991 Large Enterprise Examination and Criminal Investigation Department, Fukuoka Regional Taxation Bureau July 2005 Lead Examiner of Yahata Tax Office July 2007 Resigned from Yahata Tax Office October 2007 Established Mamoru Sumikawa Tax Accountant Office (current position) July 2009 Corporate Auditor of the Company (current position) (to present)	1,214

(Notes)

1. There is no special interests between each candidate for Corporate Auditor and the Company.
2. The number of shares of the Company held by candidates for Corporate Auditor are the effective number of shares held, which include shares held individually under the Uchiyama Holdings Officer Shareholding Association.
3. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with candidate for Corporate Auditor Mr. Mamoru Sumikawa to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the amount set forth by laws and regulations, and if his reappointment is approved at this General Meeting, the Company plans to continue with this agreement. Additionally, assuming that Proposal 2 "Partial Amendments to the Articles of Incorporation" is approved, if candidate for Corporate Auditor Mr. Taro Shimai is elected, the Company plans to conclude an identical agreement with him.
4. Mr. Mamoru Sumikawa is a candidate for Outside Corporate Auditor.
5. Mr. Mamoru Sumikawa has specialized knowledge and experience in accounting as a certified public tax accountant and possesses objective views, and although he does not have experience of being directly involved in corporate management, the Company has determined that he would be able to fulfill the duties of Outside Corporate Auditor, and has thus made him a candidate.
6. The term of office of Mr. Mamoru Sumikawa as Outside Corporate Auditor will be 5 years and 11 months at the close of this General Meeting.