

Note: This Notice of Convocation of the Ordinary General Meeting of the Shareholders is a translation of a document originally made in the Japanese language. In case of any inconsistency, the original document in Japanese shall prevail.

Securities Code: 3751
July 6, 2012

To the Shareholders:

Sandra Wu, Wen-Hsiu
President and Chief Executive Officer
Japan Asia Group Limited
3-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo

Notice of Convocation of the 25th Ordinary General Meeting of the Shareholders

You are cordially invited to attend the 25th ordinary general meeting of the shareholders that will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing; please carefully review and consider the “Reference Materials for the General Meeting of the Shareholders” enclosed herein, and exercise your voting rights by returning to us by mail the enclosed form for the exercise of voting rights, indicating your votes cast “For” or “Against” each agendum, which we should receive no later than 5:30 p.m. on Wednesday, July 25, 2012.

1. **Date and time:** 10:00 a.m., Thursday, July 26, 2012
2. **Place of Meeting:** “Suehiro-no-ma”
Meiji Kinenkan (Meiji Memorial Hall) 1F
2-2-23 Moto-Akasaka, Minato-ku, Tokyo, Japan
(See the attached map for directions.
Please note that the venue is different from that of the previous general meeting of shareholders.)

[The map is omitted.]

3. Objectives of Meeting:

Reporting:

1. Business Report, Consolidated Financial Statements and Audit Report by Independent Auditor and Audit Committee for the 25th Fiscal Term (from May 1, 2011 to April 30, 2012)
2. Financial Statements for the 25th Fiscal Term (from May 1, 2011 to April 30, 2012)

Matters to be resolved:

- Agendum No.1:** Partial Amendments to the Articles of Incorporation
 - Agendum No.2:** Election of Seven (7) Directors
 - Agendum No.3:** Election of Three (3) Corporate Auditors
 - Agendum No.4:** Election of One (1) Substitute Corporate Auditor
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(Translation)

- (Note 1) For those attending the meeting, please present the enclosed “Form for the Exercise of Voting Rights” at the reception desk at the meeting.
- (Note 2) If any changes need to be made to the Document attached to the Notice of Convocation and Reference Materials for the General Meeting of the Shareholders, those changes will be reported on our website. (<http://www.japanasiagroup.jp>)
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(Document attached to the Notice of Convocation of the Ordinary General Meeting of the Shareholders)

Business Report

(For the Period of May 1, 2011 through April 30, 2012)

1. Current Situation of the Corporate Group

(1) Current Situation of the Business for this Fiscal Year

A. Progress and Results of Business

During this consolidated fiscal year (from May 1, 2011 to April 30, 2012), the Japanese economy bounced back somewhat due in part to the early recovery of production and consumer sentiment, despite having been affected heavily by supply chain problems and electricity shortage problems stemming from the impact of the Great East Japan Earthquake early in the period. However, concerns over economic slowdown both at home and abroad have heightened as a result of such events as the escalation of Europe's sovereign debt crisis and the surge in crude oil prices, in addition to the rapid appreciation of the yen and the massive flooding in Thailand. Although these events were followed by the emergence of post-earthquake reconstruction demand and signs of correction of the strong yen partly due to additional quantitative easing measures taken by the Bank of Japan, they were not enough to eliminate uncertainties.

In light of such conditions, our Group not only shared Group-wide values and clarified its corporate stance but also made efforts to maximize synergies within the Group by accelerating strategic resources management and realizing a unified, agile organization. To further enhance such efforts, the Company reorganized the Group through a share-swap that turned subsidiary Kokusai Kogyo Holdings Co., Ltd. ("KKHD") into a fully-owned subsidiary effective April 1, 2012, and through the consolidation of the holding company's functions, developed a structure to demonstrate efficient management and the Group's collective strength.

As a result, our Group's performance for this consolidated fiscal year resulted in 60,919 million Yen of net sales (5.5% increase from the previous year), a 699 million Yen operating loss (compared with an operating loss of 1,153 million Yen in the previous year), and a 2,527 million Yen ordinary loss (compared with an ordinary loss of 2,094 million Yen in the previous year). Furthermore, extraordinary gains amounted to 8,611 million Yen, due to the gain on amortization of negative goodwill, etc. As a result of extraordinary losses amounting to 4,235 million Yen from the impairment loss and loss due to devaluation of investment securities, etc., the net income in this fiscal year amounted to 2,507 million Yen (compared with a net loss of 4,135 million Yen in the previous year).

The performance of each business segment is as follows (net sales include internal net sales between segments):

Segment	Net sales	Operating income
Financial Service Business	6,927 million Yen	(754) million Yen
Technical Service Business	54,692	550

The Company's businesses, which had previously been divided into the Financial Service Business and the Technical Service Business, will be reorganized into four core businesses, namely, the *geospatial information consulting business*, *green property business*, *green energy business* and *financial service business*, following the intra-group reorganization in April 2012 which involved turning KKHD into a fully-owned subsidiary. The Company will thereby not only seek growth in each business segment but also enhance its business activities with a view to expanding into services and businesses that capitalize on the characteristics of a corporate group with financial functions.

1. Financial Service Business

The Financial Service Business of our Group is conducted mainly through the domestic and overseas securities service businesses of Japan Asia Securities Co., Ltd. ("JASCo"), Okinawa Securities Ltd. ("Okinawa Securities") and Japan Asia Securities Limited ("JASL" in Hong Kong), and the management of investment trust and investment advisory business of United Investments Co., Ltd. ("United Investments").

With respect to the stock market during this consolidated fiscal year, the Nikkei Stock Average started at 10,004.20 Yen and performed solidly on the back of expectations for post-earthquake reconstruction demand and the steady performance of U.S. stocks, reaching 10,137.73 Yen on July 8. After July, however, a series of negative events occurred overseas, including rekindled concerns over the solvency of governments in European countries, especially Greece and Spain, heightened recession concerns in the United States as reflected in employment indices, monetary tightening by emerging countries and the massive flooding in Thailand. As the Japanese yen surged on the back of these factors, the Nikkei Stock Average entered a correction phase and fell to as low as 8,160.01 Yen on November 25. Subsequent events, including the announcement of monetary easing measures by developed countries and the subsiding of the risk of Greek default, led to improvements in investor sentiment and a correction of the strong Yen, and in turn, the recovery of the Nikkei Stock Average, which recorded a new high for this consolidated fiscal year of 10,255.15 Yen on March 27. However, the Nikkei Stock Average has

since undergone a correction due to heightened concerns over fiscal restructuring in European countries, and closed at 9,520.89 Yen at the end of April.

Additionally, the exchange rate between the yen and dollar during the period started at around 82 Yen in May, following the trend set by the coordinated yen-selling intervention in March 2011. However, the yen appreciated as a result of rekindled concerns over the solvency of governments in European countries, and the exchange rate hovered at around 75 Yen in October. As subsequent events including the progress of Greek bailout measures were well-received by markets, the exchange rate recovered to around 84 Yen in March 2012, but thereafter it continued to hover at around 80 Yen toward the end of April.

Under these circumstances, at the beginning of the period, our Group's securities service businesses predicted that the Japanese stock market would be in a challenging situation. As such, JASCo focused on foreign stocks including Indonesian stocks, in addition to those issued in the United States, Hong Kong and Vietnam as it previously has, and engaged in the sales of exchangeable bonds (EBs), investment trusts, etc., according to market conditions. Okinawa Securities engaged in business activities by directing its efforts at the sales of foreign-currency-denominated bonds, investment trusts with a choice of currencies and other products offered for subscription. As a result, JASCo moved into the black on a full-year basis, but Okinawa Securities ended in the red as a result of sluggish growth in the sales of foreign bonds due to the strong yen.

Overseas securities subsidiary JASL has focused on intermediary businesses involving the sale and purchase of stocks based on orders from securities companies in Japan.

United Investments, which is engaged in the management of investment trusts and the investment advisory business, made such efforts as promoting the marketing of discretionary investment contracts targeted at pension funds, etc., concluding advisory agreements. For investment trusts, efforts were made to differentiate products from those of competitors, including launching new products targeted at Asia. Cost reduction was also pursued, such as the revision of investment trust accounting systems.

As a result of such activities, the Financial Service Business ended with 6,927 million Yen of net sales and a 754 million Yen segment loss (compared to net sales of 7,677 million Yen and segment loss of 726 million Yen in the previous year).

2. Technical Service Business

The Technical Service Business of our Group consists mainly of the geospatial information consulting business, green property business and green energy business of the group companies of KKHD.

During this consolidated fiscal year, in the related public services field, the government budgeted for recovery/reconstruction-related projects focusing on regions affected by the Great East Japan Earthquake. In unaffected regions, however, public works budgets remain on a downtrend overall, except for measures to deal with rainstorms and other such disasters. The situation also remained harsh in general in the private sector, where companies' capital investments have been recovering but are still hovering at low levels. In the field of renewable energy, there has been a worldwide expansion of feed-in tariff systems, which subsidize the widespread adoption of solar and other renewable energy sources as part of measures against global warming and efforts to secure energy resources. In Europe, however, the future of the business remains uncertain, due in part to changes in the business environment stemming from the review of feed-in tariffs and the impact of the sovereign debt crisis, etc. Conversely, solar and other renewable energy markets are expected to expand dramatically in the lead up to the launch of the feed-in tariff system in Japan.

As a result of such activities, the Technical Service Business as a whole recorded net sales totalling 54,692 million Yen and segment income totalling 550 million Yen (compared to net sales of 50,877 million Yen and segment income of 267 million Yen in the previous year).

The consolidated business results of KKHD's former segments are as follows.

a. Geospatial information consulting business

In the geospatial information consulting business, Kokusai Kogyo Co., Ltd. ("KKC") plays a central role in providing: business support service for local governments; national land conservation services utilizing geospatial information, low carbon infrastructure and urban development services; geospatial information services for areas related to international environmental and climate change; and solutions utilizing geospatial information archives.

During the consolidated fiscal year, efforts were aggressively made especially in the recovery and reconstruction of areas affected by the Great East Japan Earthquake by mobilizing the technologies and knowledge gained over the years. Specifically, various activities were conducted immediately after the earthquake, including identifying the status of damage using geospatial information technology and performing tsunami simulations, as well as in the reconstruction stage, including conducting surveys for the restoration of roads,

ports and other social infrastructure damaged by the earthquake, performing administrative tasks on the behalf of municipalities ravaged by the earthquake, and formulating post-earthquake debris disposal plans. Current activities are not limited to formulating various reconstruction plans; they also include making specific proposals for regional redevelopment based on the reconstruction plans by mobilizing our Group's resources and collective strength. Particularly noteworthy is Sendai City's Tagonishi Land Rezoning Project outsourced to KKC, where efforts are being made to build a new town with the cooperation of the landowners, based on the alliance and collaboration with Sendai City, Tohoku University, and private enterprises.

As a result of such activities, orders received by the geospatial information consulting business increased 9.8% year-on-year to 35,923 million Yen, and net sales increased 6.9% to 35,898 million Yen (compared to net sales of 33,586 million Yen in the previous year). In terms of profit and loss, the geospatial information consulting business recorded a segment loss of 19 million Yen (compared to a segment loss of 34 million Yen in the previous year).

b. Green property business

In the green property business, Kokusai Land & Development Co., Ltd. ("KLD"), Kokusai Environmental Solutions, Co., Ltd. and KHC Ltd. ("KHC") are engaged in the real-estate rental business, asset management & property management business, consulting service for building and real estate and soil and groundwater protection, and detached housing business. Based on these businesses, efforts are being made to realize a low-carbon society (i.e., green property service), including providing energy-generation/energy-saving solutions (e.g., design and construction of solar power plants), and environmentally friendly housing.

During the consolidated fiscal year, KHC's detached housing business bounced back ahead of others from the impact of the Great East Japan Earthquake and posted an increase in the number of houses supplied. KLD also expanded the number of houses under its management and received more orders for energy-generation/energy-saving solutions, etc.

As a result of such activities, net sales generated by the green property business increased 9.6% year-on-year to 17,406 million Yen, and segment income increased 1.3% to 577 million Yen (compared to net sales of 15,882 million Yen and segment income of 570 million Yen in the previous year).

c. Green energy business

In the green energy business, KOKUSAI EUROPE GmbH (Germany) is engaged in the development of solar power plants in Europe, while Miyazaki Solar Way Co., Ltd. is engaged in power generation business in the town of Tsuno, Miyazaki Prefecture as well as the development of power plants in view of the feed-in tariff system due to be launched in July 2012.

The future outlook for the business in Europe is uncertain, due to the impact of exchange rate fluctuations as reflected in the weak Euro, in addition to rapid changes in the business environment stemming from the review of terms of feed-in tariff systems in Germany, Italy, etc. In response to such changes in the business environment, efforts were made to adapt, including rectifying the business model by switching to the development of power plants for rooftop installation in place of the conventional mainstay power plants that had been designed for above-ground installation and launching an electricity selling business, as well as reviewing the organizational structure. Thanks to such efforts, an operating profit was recorded for the second consecutive year. In Japan, the operation of the Tsuno power plants in Miyazaki has been smooth. In view of the introduction of the feed-in tariff system, a business promotion structure was put into place by establishing JAG Energy Co. Ltd. and the development of solar power plants with close ties to the local community is underway primarily with the cooperation of local governments.

As a result of such activities, the green energy business posted net sales in the amount of 1,359 million Yen and a segment loss in the amount of 22 million Yen (compared to net sales of 1,383 million Yen and a segment loss of 289 million Yen in the previous year).

B. Capital Investment

During this consolidated fiscal year, we invested 960 million Yen in capital. The principal targets were a solar power plant in Tatebayashi City, Gunma Prefecture, the instalment fee for a new mission-critical system, and software development for more efficient production in the Technical Service Business.

C. Financing

The necessary funds for our operations were raised by borrowings from financial institutions and by the issuance of bonds, etc.

D. Business Transfers, Merger-type Splits and Incorporation-type Splits

Not applicable.

- E. Transferred Business from Other Companies
Not applicable.
- F. Succession to Rights and Obligations relating to the Business of Other Companies through Mergers or Incorporation-type Splits
Not applicable.
- G. Acquisition and Disposition of Shares and Other Interests in Other Companies and Subscription Rights to Shares
- The Company underwrote and acquired all 1,600 units of subscription rights to shares (1,000 shares per unit) subject to an exercise price amendment clause issued in the second tranche (by third-party allocation) by the Company's subsidiary Kokusai Kogyo Holdings Co., Ltd. on September 12, 2011. Upon the share swap referred to below, all unexercised subscription rights to shares (1,600 units) were transferred to Kokusai Kogyo Holdings Co., Ltd. in conjunction with the extinguishment of subscription rights to shares by Kokusai Kogyo Holdings Co., Ltd. effective March 27, 2012.
 - Effective April 1, 2012, the Company executed a share swap with subsidiary Kokusai Kogyo Holdings Co., Ltd. and thereby turned Kokusai Kogyo Holdings Co., Ltd. into a fully-owned subsidiary of the Company.

[Omitted]

2. Current Situation of the Company

(1) Current Situation of Shares of the Company (as of April 30, 2012)

- | | |
|-----------------------------------|-----------|
| (i) Number of shares authorized | 6,785,348 |
| (ii) Number of shares outstanding | 2,713,838 |
| (iii) Number of shareholders | 9,249 |
| (iv) The 10 largest shareholders | |

Name of Shareholder	Number of Shares	Percentage of Total
JAPAN ASIA HOLDINGS LIMITED	393,066	14.49%
State Street Bank and Trust Company 505086	229,126	8.44%
Aizawa Securities Co., Ltd.	214,286	7.90%
Mizuho Bank, Ltd.	114,507	4.22%
JA PARTNERS LTD	108,660	4.00%
Japan Asia Holdings (Japan) Limited	87,129	3.21%
Nomura Singapore Limited customer Segregated A/C FJ-1309	79,476	2.93%
Kokusai Kogyo Holdings Co., Ltd.	54,735	2.01%
Japan Asia Financial Service Co., Ltd.	53,750	1.98%
Kokusai Kogyo Group employee stock ownership plan	44,911	1.65%

(Notes)

- The number of shares held by JAPAN ASIA HOLDINGS LIMITED consists of shares held under two names.
- Among the above, shares held by Japan Asia Holdings (Japan) Limited, Kokusai Kogyo Holdings Co., Ltd. and Japan Asia Financial Service Co., Ltd. do not entail voting rights under the provisions of paragraph 1, Article 308 of the Companies Act and Article 67 of the Ordinance for Enforcement of the Companies Act.

(2) Current Situation of Stock Acquisition Rights

Not applicable.

[Omitted]

(Translation)

CONSOLIDATED BALANCE SHEET

(As of April 30, 2012)

<u>ASSETS</u>	(thousands of yen)
Current Assets	55,897,601
Cash and deposits	15,335,174
Notes and accounts receivable - trade	23,970,897
Trading assets related to securities business	337,375
Work in process	11,541
Raw materials and supplies	23,084
Real estate for sale	5,927,111
Margin transaction assets related to securities business	4,219,508
Short-term loans receivable	41,266
Account receivable - other	629,334
Deferred tax assets	306,001
Other	5,173,819
Allowance for doubtful accounts	(77,514)
Non-current Assets	27,447,158
Property, Plant and Equipment	14,050,856
Buildings and structures	3,409,691
Machinery, equipment and vehicles	3,403,067
Land	6,327,582
Lease assets	626,813
Construction in progress	46,859
Other	236,841
Intangible Assets	1,746,138
Goodwill	151,035
Other	1,595,102
Investment and Other Assets	11,650,164
Investment securities	7,178,520
Long-term loans receivable	1,102,429
Lease and guarantee deposits	1,238,368
Deferred tax assets	202,138
Other	3,340,069
Allowance for doubtful accounts	(1,411,362)
TOTAL ASSETS	83,344,759

(Translation)

(continued)

<u>LIABILITIES</u>	(thousands of yen)
Current Liabilities	50,752,205
Accounts payable - trade	6,041,845
Short-term loans payable	15,422,578
Deposits received related to securities business	1,936,866
Current portion of bonds	14,500,000
Current portion of long-term loans payable	2,214,278
Lease obligations	230,232
Accounts payable - other	1,137,791
Income taxes payable	472,587
Margin transaction liabilities related to securities business	4,011,177
Deferred tax liabilities	7,078
Provision for employees' bonuses	658,534
Provision for loss on order received	79,173
Provision for loss on guarantees	858
Other	4,039,200
Non-current Liabilities	14,661,449
Bonds	712,000
Long-term loans payable	9,700,055
Lease obligations	460,205
Deferred tax liabilities	848,743
Provision for retirement benefits	1,848,142
Negative goodwill	309,569
Other	782,733
Reserves pursuant to Special Law	27,367
Reserve for financial products transaction liabilities	27,367
<u>TOTAL LIABILITIES</u>	<u>65,441,022</u>

(Translation)

(continued)

<u>NET ASSETS</u>	(thousands of yen)
Shareholders' Equity	17,252,313
Capital stock	3,800,000
Capital surplus	7,615,105
Retained earnings	6,966,361
Treasury stock	(1,129,153)
Accumulated Other Comprehensive Income	350,245
Valuation difference on available-for-sale securities	364,201
Deferred gains or losses on hedges	(5,568)
Foreign currency translation adjustments	(8,388)
Minority Interests	301,178
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<u>TOTAL NET ASSETS</u>	<u>17,903,737</u>
<u>TOTAL LIABILITIES AND NET ASSETS</u>	<u>83,344,759</u>

(Translation)

CONSOLIDATED STATEMENT OF INCOME

(From May 1, 2011 to April 30, 2012)

	(thousands of yen)
Net Sales	60,919,774
Cost of Sales	42,338,794
Gross profit	18,580,980
Selling, General and Administrative Expenses	19,280,492
Operating loss	699,511
Non-operating Income	494,331
Interest income	94,034
Dividends income	95,690
Amortization of negative goodwill	37,653
Reversal of allowance for doubtful accounts	109,864
Other	157,089
Non-operating Expenses	2,322,714
Interest expenses	1,350,815
Equity in losses of affiliates	62,239
Foreign exchange losses	563,840
Other	345,818
Ordinary loss	2,527,894
Extraordinary Gains	8,611,036
Gain on sale of investment securities	234,265
Gain on sale of shares in affiliates	28,682
Gain on negative goodwill	7,922,167
Reversal of allowance for doubtful accounts	425,866
Reversal of reserve for financial products transaction liabilities	54

(Translation)

(continued)

	(thousands of yen)
Extraordinary Losses	4,235,031
Loss on valuation of investment securities	537,814
Loss on sale of investment securities	57,392
Loss on valuation of stocks of subsidiaries and affiliates	9,500
Impairment loss	3,492,066
Loss on change in equity	101,106
Other	37,149
Income before Income Taxes and Minority Interests	1,848,111
Income taxes - current	475,269
Income taxes - deferred	134,459
Income before Minority Interests Adjustments	1,238,382
Minority interests in loss	1,269,135
NET INCOME	2,507,517

(Translation)

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

(From May 1, 2011 to April 30, 2012)

(thousands of yen)

	Shareholders' equity				
	Capital Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance as of May 1, 2011	3,800,000	4,877,241	4,499,749	△414,121	12,762,870
Changes of items during the period					
Increase by share exchanges		2,737,863			2,737,863
Net income			2,507,517		2,507,517
Differences from changes in controlling interests			△40,905		△40,905
Acquisition of treasury stock				△725,654	△725,654
Disposal of treasury stock				10,621	10,621
Net changes of items other than shareholders' equity					—
Total changes of items during the period	—	2,737,863	2,466,612	△715,032	4,489,443
Balance as of April 30, 2012	3,800,000	7,615,105	6,966,361	△1,129,153	17,252,313

(Translation)

(continued)

(thousands of yen)

	Accumulated Other Comprehensive Income				Minority interests	Total Net Assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance as of May 1, 2011	418,308	△2,448	△412	415,447	13,001,836	26,180,153
Changes of items during the period						
Increase by share exchanges				—		2,737,863
Net income				—		2,507,517
Differences from changes in controlling interests				—		△40,905
Acquisition of treasury stock				—		△725,654
Disposal of treasury stock				—		10,621
Net changes of items other than shareholders' equity	△54,106	△3,119	△7,975	△65,201	△12,700,657	△12,765,859
Total changes of items during the period	△54,106	△3,119	△7,975	△65,201	△12,700,657	△8,276,416
Balance as of April 30, 2012	364,201	△5,568	△8,388	350,245	301,178	17,903,737

(Note)

Parent stock held by consolidated subsidiaries such as Japan Asia Holdings (Japan) Limited, etc. prior to the merger of former Japan Asia Group Limited, former Moss Institute Co., Ltd. and present Japan Asia Group Limited on February 20, 2009, which corresponds with treasury stock, are eliminated on the consolidated financial statements.

[Omitted]

REFERENCE MATERIALS FOR THE GENERAL MEETING OF THE SHAREHOLDERS

Agendum No.1 Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments:

The Company's fiscal year commences on May 1 each year and ends on April 30 in the following year. Following the share swap with Kokusai Kogyo Holdings Co., Ltd. on April 1, 2012, the fiscal term will be changed in order to improve the accuracy of our Group's management information such as the consolidated financial results and boost the efficiency and speed of management, by standardizing the fiscal year of the Company and the Group companies to commence on April 1 each year and end on March 31 in the following year. In accordance with said change, it is proposed that necessary amendments be made to Articles 9, 10, 45, 46 and 47.

It is also proposed that new supplementary provisions be established as transitional measures associated with the change in the fiscal year.

2. Details of the Amendments:

The details of the proposed amendments are set out below:

(Underlined parts are to be amended.)

Current Articles of Incorporation	Proposed Amendment
<p>Articles 1 to 4 (Text omitted)</p> <p style="text-align: center;">Chapter 2: Shares</p> <p>Articles 5 to 8 (Text omitted)</p> <p>Article 9: Base Date</p> <p>1. Shareholders with voting rights who are listed or recorded in the latest register of shareholders as of <u>April 30</u> each year shall be deemed by the Company as shareholders who are entitled to exercise their rights at the ordinary general meeting of the shareholders for the fiscal year concerned.</p> <p>2. (Text omitted)</p> <p style="text-align: center;">Chapter 3: General Meeting of Shareholders</p> <p>Article 10: Timing of Convocation</p> <p>The ordinary general meeting of the shareholders of the Company shall be convened in <u>July</u> each year, and an extraordinary general meeting of the shareholders shall be convened whenever necessary.</p> <p>Articles 11 to 44 (Text omitted)</p>	<p>Articles 1 to 4 (Unchanged)</p> <p style="text-align: center;">Chapter 2: Shares</p> <p>Articles 5 to 8 (Unchanged)</p> <p>Article 9: Base Date</p> <p>1. Shareholders with voting rights who are listed or recorded in the latest register of shareholders as of <u>March 31</u> each year shall be deemed by the Company as shareholders who are entitled to exercise their rights at the ordinary general meeting of the shareholders for the fiscal year concerned.</p> <p>2. (Unchanged)</p> <p style="text-align: center;">Chapter 3: General Meeting of Shareholders</p> <p>Article 10: Timing of Convocation</p> <p>The ordinary general meeting of the shareholders of the Company shall be convened in <u>June</u> each year, and an extraordinary general meeting of the shareholders shall be convened whenever necessary.</p> <p>Articles 11 to 44 (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter 7: Calculation</p> <p>Article 45: Fiscal Year The Company’s fiscal year shall be one (1) year from <u>May 1</u> each year to <u>April 30</u> in the following year.</p> <p>Article 46: Year-end Dividends The Company shall pay a distribution of surplus in cash (hereinafter referred to as “year-end dividends”) to shareholders or registered pledgee of shares who are listed or recorded in the latest register of shareholders as of <u>April 30</u> each year subject to resolution of the general meeting of the shareholders.</p> <p>Article 47: Interim Dividends The Company may distribute the surplus set forth in paragraph 5, Article 454 of the Companies Act (hereinafter referred to as “interim dividends”) to shareholders or registered pledgee of shares who are listed or recorded in the latest register of shareholders as of <u>October 31</u> each year subject to resolution of the Board of Directors.</p> <p>Article 48 (Text omitted)</p> <p style="text-align: center;">(newly set)</p>	<p style="text-align: center;">Chapter 7: Calculation</p> <p>Article 45: Fiscal Year The Company’s fiscal year shall be one (1) year from <u>April 1</u> each year to <u>March 31</u> in the following year.</p> <p>Article 46: Year-end Dividends The Company shall pay a distribution of surplus in cash (hereinafter referred to as “year-end dividends”) to shareholders or registered pledgee of shares who are listed or recorded in the latest register of shareholders as of <u>March 31</u> each year subject to resolution of the general meeting of the shareholders.</p> <p>Article 47: Interim Dividends The Company may distribute the surplus set forth in paragraph 5, Article 454 of the Companies Act (hereinafter referred to as “interim dividends”) to shareholders or registered pledgee of shares who are listed or recorded in the latest register of shareholders as of <u>September 30</u> each year subject to resolution of the Board of Directors.</p> <p>Article 48 (Unchanged)</p> <p><u>Supplementary Provisions</u></p> <ol style="list-style-type: none"> 1. <u>Notwithstanding the provision of Article 45: Fiscal Year, the 26th fiscal term commencing on May 1, 2012 shall be eleven (11) months until March 31, 2013.</u> 2. <u>Notwithstanding the provision of Article 47: Interim Dividends, the record date for interim dividends for the 26th fiscal term commencing on May 1, 2012 shall be October 31, 2012.</u> 3. <u>The preceding two paragraphs and this paragraph shall be deleted after the expiry of the 26th fiscal term.</u>

Agendum No. 2 Election of Seven (7) Directors

The term of office of all seven (7) directors will expire at the conclusion of this Ordinary General Meeting of the Shareholders. Therefore, it is proposed that the following seven (7) directors be elected.

The candidates for directors are as follows:

Candi- date's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions	Number of the Company's Shares Held
1.	Tetsuo Yamashita (December 20, 1951)	<p>April 1978 Entered the Ministry of Finance</p> <p>December 1981 Entered Nomura Securities Co., Ltd.</p> <p>December 1998 Representative Director and CEO (currently Chairman), Japan Asia Holdings Limited (present)</p> <p>May 2001 Representative Director, Japan Asia Holdings (Japan) Limited</p> <p>November 2002 Director, Okinawa Securities Limited</p> <p>August 2003 Director, Ryukyu Holdings Limited (present)</p> <p>April 2005 Retired from Representative Director, Japan Asia Holdings (Japan) Limited Director, the same Chairman, Kokusai Kogyo Holdings Co., Ltd.</p> <p>October 2007 Director, the Company</p> <p>April 2008 Chairman, the Company</p> <p>June 2008 Chairman and CEO, the Company</p> <p>June 2009 Chairman and CEO, Japan Asia Holdings (Japan) Limited</p> <p>August 2011 CEO, Japan Asia Holdings (Japan) Limited (present)</p> <p>February 2012 Chairman, the Company (present)</p> <p>June 2012 Chairman and Representative Director, Kokusai Kogyo Holdings Co., Ltd. (present)</p> <p>(Significant Concurrent Positions) CEO, Japan Asia Holdings (Japan) Limited Chairman and Representative Director, Kokusai Kogyo Holdings Co., Ltd.</p>	1,208

Candi- date's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions	Number of the Company's Shares Held
2.	Sandra Wu, Wen-Hsiu (December 23, 1963)	<p>March 1993 Entered Nomura International (Hong Kong) Ltd.</p> <p>July 1995 Entered China Strategic Holdings Limited</p> <p>January 1999 Representative Director and Vice President, Japan Asia Holdings Limited</p> <p>May 2001 Director, Japan Asia Holdings (Japan) Limited</p> <p>August 2001 Representative Director, Marukin Securities Co., Ltd. (currently Japan Asia Securities Co., Ltd.) Representative Director, Japan Asia Holdings (Japan) Limited</p> <p>June 2008 Director, Kokusai Kogyo Holdings Co., Ltd.</p> <p>February 2009 President and Chief Executive Officer, the Company</p> <p>June 2009 Director, the Company President and Chief Executive Officer, Kokusai Kogyo Holdings Co., Ltd. (present)</p> <p>February 2012 President and Chief Executive Officer, the Company (present)</p> <p>(Significant Concurrent Positions) President and Chief Executive Officer, Kokusai Kogyo Holdings Co., Ltd.</p>	1,087

Candi- date's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions	Number of the Company's Shares Held
3.	Koichi Yonemura (August 30, 1961)	<p>June 1993 Entered Kokusai Kogyo Co., Ltd.</p> <p>April 2005 Manager of Accounting Department, Administration Division, Kokusai Kogyo Co., Ltd.</p> <p>October 2007 Manager of Financial Affairs Department, Management Division, Kokusai Kogyo Holdings Co., Ltd.</p> <p>June 2008 Director and Manager of Financial Affairs Department, Management Division, Kokusai Kogyo Holdings Co., Ltd.</p> <p>February 2009 Director, General Manager of Administration Division and Manager of Financial Affairs Department in charge of risk management, Kokusai Kogyo Holdings Co., Ltd.</p> <p>April 2010 Director and General Manager of Administration Division in charge of risk management, Kokusai Kogyo Holdings Co., Ltd. (present)</p> <p>February 2012 Director and General Manager of Operation, the Company (present)</p> <p>(Significant Concurrent Positions) Director and General Manager of Administration Division, Kokusai Kogyo Holdings Co., Ltd.</p>	288

Candi- date's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions	Number of the Company's Shares Held
4.	Kazunobu Watanabe (October 4, 1966)	<p>April 1991 Entered the Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)</p> <p>January 2007 Entered Kokusai Kogyo Co., Ltd. Manager in charge of business planning, Business Promotion Division, Kokusai Kogyo Co., Ltd.</p> <p>October 2007 Head of Planning Group, Corporate Planning Division, Kokusai Kogyo Holdings Co., Ltd.</p> <p>June 2008 Manager of Planning Department, Management Division, Kokusai Kogyo Holdings Co., Ltd.</p> <p>February 2009 General Manager of Planning Division, Kokusai Kogyo Holdings Co., Ltd.</p> <p>June 2009 Director and General Manager of Planning Division, Kokusai Kogyo Holdings Co., Ltd. (present)</p> <p>February 2012 Director and General Manager of Corporate Planning Department, the Company (present)</p> <p>(Significant Concurrent Positions) Director and General Manager of Planning Division, Kokusai Kogyo Holdings Co., Ltd.</p>	301

Candi- date's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions		Number of the Company's Shares Held
5.	Shinichi Kato (November 2, 1951)	April 1974	Entered Maruko Securities Co., Ltd. (currently Japan Asia Securities Co., Ltd.)	39
		January 2005	Entered the Company Director in charge of the Management Section and Manager of the General Affairs Department, the Company	
		January 2006	Managing Director in charge of the Management Section and Manager of the General Affairs Department, the Company	
		June 2008	Managing Director and General Manager of the Business Administration Department, the Company	
		February 2009	Managing Director, GF Ltd. Director and Manager of the Corporate Planning Department, the Company	
		May 2010	Director and General Manager, the Corporate Planning Department, the Company	
		January 2012	Director, Japan Asia Holdings (Japan) Limited (present)	
		February 2012	Director and Deputy General Manager of the Corporate Planning Department, the Company (present)	
		(Significant Concurrent Positions) Director, Japan Asia Holdings (Japan) Limited		

Candi- date's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions	Number of the Company's Shares Held
6.	Shunichi Kawakami (February 2, 1946)	<p>April 1970 Entered Mitsui Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>April 1998 Director, Hiraoka Securities Co., Ltd. (currently Aizawa Securities Co., Ltd.)</p> <p>October 2002 Executive Officer, Aizawa Securities Co., Ltd.</p> <p>April 2004 Executive Officer, Japan Asia Securities Co., Ltd.</p> <p>November 2006 Executive Officer, Japan Asia Holdings (Japan) Limited</p> <p>February 2009 Director and General Manager of Operation, Company</p> <p>April 2009 Director, United Investments Co., Ltd.</p> <p>January 2012 Director, Japan Asia Holdings (Japan) Limited (present)</p> <p>February 2012 Director and Deputy General Manager of Operation, the Company (present)</p> <p>(Significant Concurrent Positions) Director, Japan Asia Holdings (Japan) Limited</p>	0

Candidate's No.	Name (Date of Birth)	Brief Personal History, Position and Areas of Responsibility and Significant Concurrent Positions	Number of the Company's Shares Held
7.	Koji Tanabe (February 1, 1952)	<p>April 1975 Joined the Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>April 2001 Visiting professor, Waseda University</p> <p>July 2001 Director-General, Chugoku Bureau of Economy, Trade and Industry of the Ministry of Economy, Trade and Industry</p> <p>July 2002 Director-General, Research and Statistics Department, Economic and Industrial Policy Bureau of the Ministry of Economy, Trade and Industry</p> <p>June 2004 Director, J Contents Ltd.</p> <p>April 2005 Professor, Graduate School of Innovation Management, Tokyo Institute of Technology (present)</p> <p>June 2008 Director, Kokusai Kogyo Holdings Co., Ltd.</p> <p>February 2012 Director, the Company (present)</p> <p>(Significant Concurrent Positions) Professor, Graduate School of Innovation Management, Tokyo Institute of Technology</p>	0

- (Notes)
1. Tetsuo Yamashita, a candidate for director, concurrently serves as President and Chief Executive Officer of Japan Asia Holdings (Japan) Limited, a subsidiary of the Company, with which the Company has entered into business transactions involving management service fees and cash management.
 2. Sandra Wu Wen-Hsiu, a candidate for director, concurrently serves as President and Chief Executive Officer of Kokusai Kogyo Holdings Co., Ltd., a subsidiary of the Company, with which the Company has entered into business transactions involving management service fees and cash management.
 3. There are no special interests between the other candidates for director and the Company.
 4. Koji Tanabe is a candidate for outside director.
 5. Reasons for selecting Koji Tanabe as a candidate for outside director of the Company: Koji Tanabe has been chosen as a candidate for outside director based on the judgment that he will be able to continue providing appropriate advice in the decision-making process of the Board of Directors, given his expertise backed by his experience as a public servant and an academic, and having already given useful advice on the management of Group companies as an outside director of the Company. His tenure as outside director of the Company will be five (5) months at the conclusion of this general meeting of shareholders.
 6. Koji Tanabe is registered as an independent officer who is not exposed to risks of conflict of interest with ordinary investors as prescribed in the listing rules of the Tokyo Stock Exchange, and is expected to continue serving as independent officer if he is elected and appointed according to the proposal.
 7. Limited liability agreement with outside director

(Translation)

The Company has established a provision on the limitation of liability of outside directors in its Articles of Incorporation. The outline of the provision is as follows. The Company plans to conclude said limited liability agreement with the candidates for outside directors.

<Outline of terms of agreement>

An outside director shall be liable for damages with respect to the Company up to the limit of the liability for damages set forth in paragraph 1, Article 423 of the Companies Act, which shall be the minimum liability amount prescribed in paragraph 1, Article 425 thereof, provided that he/she has performed duties in good faith, with no gross negligence involved.

Agendum No. 3 Election of Three (3) Corporate Auditors

The term of office of all three (3) corporate auditors will expire at the conclusion of this Ordinary General Meeting of the Shareholders. Therefore, it is proposed that the following three (3) corporate auditors be elected.

This proposal has been pre-approved by the Board of Auditors.

The candidates for corporate auditors are as follows:

Candidate's No.	Name (Date of Birth)	Brief Personal History, Position and Significant Concurrent Positions	Number of the Company's Shares Held
1.	Kenji Numano (January 30, 1938)	<p>April 1960 Entered Nomura Securities Co., Ltd.</p> <p>September 1980 Vice President, Nomura International (Hong Kong) Ltd.</p> <p>April 1984 President, Singapore Nomura Merchant Banking Limited</p> <p>December 1986 Senior Corporate Managing Director, Nomura Babcock & Brown Co., Ltd.</p> <p>June 1994 Executive Vice President, Nomura Babcock & Brown Co., Ltd.</p> <p>September 2004 Corporate Auditor, Japan Asia Holdings (Japan) Limited (present)</p> <p>January 2009 Corporate Auditor, the Company (present)</p> <p>(Significant Concurrent Positions) Corporate Auditor, Japan Asia Holdings (Japan) Limited</p>	0

2.	Tatsuo Udo (February 20, 1952)	<p>April 1974</p> <p>April 2003</p> <p>April 2004</p> <p>April 2005</p> <p>April 2006</p> <p>November 2006</p> <p>June 2007</p> <p>October 2007</p> <p>February 2012</p> <p>(Significant Concurrent Positions) Corporate Auditor, Kokusai Kogyo Holdings Co., Ltd.</p>	<p>Entered Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Manager in charge of Corporate Planning Division, Kokusai Kogyo Co., Ltd.</p> <p>Executive Officer, Deputy General Manager of Corporate Planning Division and Manager of Corporate Planning Department, Corporate Planning Division, Kokusai Kogyo Co., Ltd.</p> <p>Executive Officer and General Manager of Administration Division, Kokusai Kogyo Co., Ltd.</p> <p>Executive Officer and Head of Compliance Office, Kokusai Kogyo Co., Ltd.</p> <p>Executive Officer and Head of Internal Audit Office, Kokusai Kogyo Co., Ltd.</p> <p>Corporate Auditor, Kokusai Kogyo Co., Ltd.</p> <p>Corporate Auditor, Kokusai Kogyo Holdings Co., Ltd. (present)</p> <p>Corporate Auditor, the Company (present)</p>	352
3.	Kazuo Kobayashi (January 24, 1959)	<p>April 2000</p> <p>January 2001</p> <p>June 2003</p> <p>June 2005</p> <p>April 2007</p> <p>June 2008</p> <p>January 2009</p> <p>June 2010</p> <p>(Significant Concurrent Positions) Corporate Auditor, Japan Asia Holdings (Japan) Limited</p>	<p>Representative Director, WizOffice.com (Japan) Ltd.</p> <p>Entered Biofrontier Partners, Inc. (present)</p> <p>Corporate Auditor, Japan Asia Securities Co., Ltd.</p> <p>Corporate Auditor, United Investments Co., Ltd.</p> <p>Corporate Auditor, Japan Asia Research Institute Limited</p> <p>Corporate Auditor, Japan Asia Holdings (Japan) Limited (present)</p> <p>Corporate Auditor, the Company (present)</p> <p>Corporate Auditor, Kokusai Kogyo Holdings Co., Ltd.</p>	0

- (Notes)
1. There are no special interests between the candidates for corporate auditors and the Company.
 2. Kenji Numano and Kazuo Kobayashi are candidates for outside auditors.
 3. Reasons for selecting Kenji Numano as a candidate for outside auditor of the Company: Kenji Numano is deemed to be able to enhance the Company's audit

structure by monitoring the execution of management duties and providing appropriate advice as outside auditor, given that he has experience and knowledge derived from his lengthy career in financial institutions and has a wealth of experience and knowledge derived from his service as corporate auditor of Japan Asia Holdings (Japan) Limited. His tenure as outside auditor of the Company will be three (3) years and six (6) months at the conclusion of this general meeting of shareholders.

4. Reasons for selecting Kazuo Kobayashi as a candidate for outside auditor of the Company: Kazuo Kobayashi is deemed to be able to conduct audits objectively with respect to the legality of the execution of management duties of the Company, as he has many years of experience in business execution and experience as a corporate auditor of multiple companies. His tenure as outside auditor of the Company will be three (3) years and six (6) months at the conclusion of this general meeting of shareholders.

5. Kenji Numano and Kazuo Kobayashi are registered as independent officers who are not exposed to risks of conflict of interest with ordinary investors as prescribed in the listing rules of the Tokyo Stock Exchange, and are expected to continue serving as independent officers if they are elected and appointed according to the proposal.

6. Limited liability agreement with outside auditors

The Company has established a provision on the limitation of liability of outside auditors in its Articles of Incorporation. The outline of the provision is as follows. The Company plans to conclude said limited liability agreement with the candidates for outside auditors.

<Outline of terms of agreement>

An outside auditor shall be liable for damages with respect to the Company up to the limit of the liability for damages set forth in paragraph 1, Article 423 of the Companies Act, which shall be the minimum liability amount prescribed in paragraph 1, Article 425 thereof, provided that he/she has performed duties in good faith, with no gross negligence involved.

Agendum No. 4 Election of One (1) Substitute Corporate Auditor

To prepare for cases in which the number of corporate auditors falls short of the requirement set forth in laws and regulations, it is proposed that one (1) substitute corporate auditor be elected in advance.

This proposal has been pre-approved by the Board of Auditors.

The candidate for substitute corporate auditor is as follows:

Name (Date of Birth)	Brief Personal History and Significant Concurrent Positions	Number of the Company's Shares Held
Ryuji Uwatoko (December 3, 1967)	April 1994 Registered as an attorney, Asahi Law Offices Appointed to Partner of Asahi Law Offices April 2000 (present)	0

- (Notes)
1. There are no special interests between the candidate for substitute corporate auditor and the Company.
 2. Ryuji Uwatoko has been selected as a candidate for substitute outside auditor.
 3. Ryuji Uwatoko meets the criteria for outside auditor set forth in Item 16, Article 2 of the Companies Act.
 4. Ryuji Uwatoko is deemed to be suitable as substitute outside auditor due to his high level of expertise in legal practice as legal counsel and his superior ability and insight in performing audits based on his business experience.
 5. The Company has established a provision on the limitation of liability of outside auditors in its Articles of Incorporation. The outline of the provision is as follows. The Company plans to conclude said limited liability agreement with Ryuji Uwatoko if he is elected and appointed.

<Outline of terms of agreement>

An outside auditor shall be liable for damages with respect to the Company up to the limit of the liability for damages set forth in Paragraph 1, Article 423 of the Companies Act, which shall be the minimum liability amount prescribed in paragraph 1, Article 425 thereof, provided that he/she has performed duties in good faith, with no gross negligence involved.