

[Translation]

February 4, 2016

Tetsuo Yamashita
Chairman and Chief Executive Officer
Japan Asia Group Limited
2 Rokubancho, Chiyoda-ku, Tokyo

Notice of Convocation of the Extraordinary General Meeting of Shareholders

Dear Shareholders:

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

1. **Date and time:** 10:00 a.m., Friday, February 26, 2016
2. **Place of Meeting:** Room of “Houou,” 2nd floor of Meiji Kinenkan
2-23 Motoakasaka 2-chome, Minato-ku, Tokyo
3. **Objectives of Meeting:**
Matters to be Resolved:
Agenda : Matters concerning the disposal of surplus

- End -

[Translation]

**REFERENCE MATERIALS
FOR THE GENERAL MEETING OF THE SHAREHOLDERS**

Agendum and Matters for Reference

Agenda : Matters concerning the disposal of surplus

We would like to propose the disposal of surplus as follows.

We consider that returning profits to our shareholders is one of our most important missions. Accordingly, in deciding dividend payments, we comprehensively take into consideration our competitiveness, business environment, financial standing and other aspects subject to our policy to make distributions corresponding to business results as well as to continue stable distributions from a mid- to long-term perspective.

As of May 25, 2015, the market where our stocks were listed was changed from Mothers of the Tokyo Stock Exchange to the First Section of the Tokyo Stock Exchange. Consequently, in order to express our gratitude to our shareholders for their supports toward us as well as to promptly measure up to such supports, we will distribute a commemorative dividend as follows.

(1) Type of asset to be distributed:

Cash

(2) Matters relating to allotment of dividends and total amount of dividends to be distributed:

Per one share of our stock: 20 yen

Total amount of dividends: 552,813,700 yen

(3) Date on which dividends become effective:

February 29, 2016, Monday

- End -

[Translation]

(For Your Information) Temporary Account Closing

(1) Temporary Account Closing Date
September 30, 2015

(2) Outline of the Temporary Financial Statements

Temporary Balance Sheet
(as of September 30, 2015)

(Unit: million yen)

Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Current Assets	7,889	Current Liabilities	21,195
Fixed Assets	37,954	Fixed Liabilities	3,536
		Total Liabilities	24,732
		(Equity)	
		Shareholders' Equity	20,975
		Paid-in Capital	3,994
		Surplus	16,988
		Total Equity	21,111
Total Assets	45,844	Total Liabilities and Equity	45,844

Temporary Statement of Operations

(for the period from April 1, 2015 to September 30, 2015)

(Unit: million yen)

Item	Amount
Sales	1,246
Operating Profit	610
Ordinary Profit	183
Net Profit for the Interim Period	18,583

- End -