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(Stock Exchange Code 3360)
June 14, 2016

To Shareholders with Voting Rights:

Kunihisa Furukawa, Chairman and CEO
Hiroataka Ogawa, President and COO
SHIP HEALTHCARE HOLDINGS, INC.
20-8, Kasuga 3-chome, Suita-shi, Osaka

**NOTICE OF
THE 24TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We express our deep condolences to the victims of the Kumamoto earthquakes and pray for the quick recovery of the affected areas.

You are cordially invited to attend the 24th Annual General Meeting of Shareholders of SHIP HEALTHCARE HOLDINGS, INC. (the "Company"). The details of the meeting are as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:40 p.m. on Tuesday, June 28, 2016, Japan time.

1. Date and Time: Wednesday, June 29, 2016, at 10 a.m. Japan time

2. Place: Crystal Hall, Senri Hankyu Hotel, located at
2-1-D-1 Shinsenri Higashimachi, Toyonaka-shi, Osaka, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 24th Fiscal Year (April 1, 2015–March 31, 2016) 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 24th Fiscal Year (April 1, 2015–March 31, 2016)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Twelve (12) Directors
Proposal 4: Election of One (1) Substitute Corporate Auditor

4. Matters Regarding This Convocation Notice In case you are unable to attend the meeting, one (1) shareholder with voting rights can represent you as a proxy at this meeting.

However, a document that verifies the proxy right of the person representing you must be submitted.

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Institutional investors registered in the name of a trust and custody services bank, etc. (including a standing proxy), may use the “Voting Rights Electronic Exercise Platform” operated by ICJ Co., Ltd., as another electromagnetic method other than the use of the Internet for exercising voting rights at the General Shareholders Meeting of the Company, provided that the shareholder has already subscribed to use of the platform.
- ◎ Should any revisions occur to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the Company’s 24th Fiscal Year, the revisions will be posted on the Company’s website (<http://www.shiphd.co.jp/>).
- ◎ Of the documents that the Company needs to provide along with this convocation notice, the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements are posted on the website of the Company (<http://www.shiphd.co.jp/>) pursuant to laws and the provision of Article 16 of the Articles of Incorporation of the Company. Therefore, these matters are not included in the attached Reference Documents for the General Meeting of Shareholders. The Consolidated Financial Statements and the Non-Consolidated Financial Statements in the attached Reference Documents for the General Meeting of Shareholders are part of the Consolidated and Non-Consolidated Financial Statements that were audited by the Accounting Auditor to prepare an audit report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding year-end dividends for the Company's 24th fiscal year, it is proposed to pay 55 yen per share in consideration of its business results for the fiscal year under review, prospects for future business development and the status of internal reserves.

- (1) Type of dividend property:
Cash
- (2) Allotment of dividend property to shareholders and the total amount:
55 yen per share of common stock of the Company
Total amount: 2,717,282,260 yen
- (3) Effective date of dividends from surplus: June 30, 2016

Proposal 2: Partial Amendments to the Articles of Incorporation

Reasons for the proposal

- (1) To address the increasing diversification of businesses, it is proposed to make additions to the business objectives (Amendment to Article 2).
- (2) To improve and strengthen the management structure, it is proposed to change the maximum number of Directors from 11 to 12 (Amendment to Article 18).
- (3) The numbering of the Articles has been changed following the above-mentioned amendments.

(Underlined portions are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>(Purpose) Article 2. (Omitted) 1.–77. (Omitted) <u>78. Security guard and safety management operation of medical and healthcare facilities</u> 79.–95. (Omitted) (Newly established) <u>96.</u> All operations incidental to each of the above items (Number of Directors) Article 18. The Company shall have <u>11</u> or fewer Directors.</p>	<p>(Purpose) Article 2. (Same as the current) 1.–77. (Same as the current) <u>78. Security guard for buildings, plants, warehouses, schools, hospitals, ports and harbors, ships and VIPs and other security-related operations</u> 79.–95. (Same as the current) <u>96. Freight trucking business operation</u> <u>97. Freight transport handling business</u> <u>98. Packaging and loading/unloading operation</u> <u>99. Operation related to management of public facilities such as parks and parking lots</u> <u>100. Fire and disaster management facilities construction business and maintenance and management of such facilities</u> <u>101. Advice and consultations on heavy ion radiotherapy for cancer</u> <u>102. Investigation and research related to heavy ion radiotherapy for cancer and formulation of related business plan and fund procurement plan</u> <u>103. Formulation of order placement plans for the design of facilities and equipment related to heavy ion radiotherapy for cancer; related facility management; and management of such buildings and equipment after completion</u> <u>104. Planning, holding and operation of lecture meetings, symposia or seminars related to heavy ion radiotherapy for cancer or health and medical care</u> <u>105. Formulation of a human resources development plan related to the heavy-ion cancer radiotherapy business</u> <u>106.</u> All operations incidental to each of the above items (Number of Directors) Article 18. The Company shall have <u>12</u> or fewer Directors.</p>

Proposal 3: Election of Twelve (12) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, with the addition of two (2) Directors for future business expansion, the election of twelve (12) Directors is proposed. This proposal shall take effect on the condition that the amendments to the Articles of Incorporation in “Proposal 2: Partial Amendments to the Articles of Incorporation” take effect.

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	Kunihisa Furukawa (April 27, 1945)	<p>August 1992 Founder and President of SHIP Corporation (currently the Company)</p> <p>November 1992 President of GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002)</p> <p>June 2014 Chairman and CEO of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Chairman and CEO of GREEN HOSPITAL SUPPLY, INC. • Chairman of CENTRAL UNI CO., LTD. • Chairman of SEIKO MEDICAL CO., LTD. • Chairman of SHIP HEALTHCARE ESTATE, INC. • Chairman of NISSEI PHARMACY CORPORATION • Chairman of GREEN PHARMACY CO., LTD. 	1,236,800
2	Kenzo Konishi (July 9, 1957)	<p>April 1980 Joined Konishi Medical Instruments Co., Ltd</p> <p>April 1991 Director of Konishi Medical Instruments Co., Ltd.</p> <p>August 1996 Managing Director of Konishi Medical Instruments Co., Ltd.</p> <p>October 1997 President of Konishi Medical Instruments Co., Ltd.</p> <p>August 2007 Director and Chairman of Konishi Medical Instruments Co., Ltd. (to present)</p> <p>September 2007 Representative Director and CEO of Konishi Kyowa Holding Co., Ltd.</p> <p>September 2010 Representative Director, CEO and COO of Konishi Kyowa Holding Co., Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director, CEO and COO of Konishi Kyowa Holding Co., Ltd. 	796,000
3	Hiroataka Ogawa (January 14, 1958)	<p>November 1992 Joined GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) Director of GREEN HOSPITAL SUPPLY, INC.</p> <p>January 1993 Joined SHIP Corporation (currently the Company) Director and General Manager, Consulting Services Department of SHIP Corporation</p> <p>April 2004 Executive Director and General Manager, Corporate Planning Office of the Company</p> <p>April 2008 Executive Director and General Manager, Administration Division of the Company</p> <p>April 2009 Executive Director, General Manager, Administration Division, and General Manager, Information System Department of the Company</p> <p>October 2009 Director and General Manager, Business Management Office of the Company</p> <p>June 2012 Executive Vice President, Director and General Manager, Business Management Office of the Company</p> <p>June 2014 President and COO of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • President and COO of GREEN HOSPITAL SUPPLY, INC. • President of SHIP HEALTHCARE ESTATE, INC. • President of KITA OSAKA ESTATE CO., LTD. • President of SHIP HEALTHCARE ESTATE EAST JAPAN, INC. 	331,500

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	Futoshi Ohashi (May 10, 1964)	<p>June 1987 Joined F&S UNI Management CO., LTD. May 2000 Director of F&S UNI Management CO., LTD. May 2003 Representative Director and Executive Director of F&S UNI Management CO., LTD. May 2006 President of F&S UNI Management CO., LTD. (to present) January 2007 Director of CENTRAL UNI CO., LTD. October 2009 Director of the Company June 2012 Executive Director and General Manager, Information Strategy Office of the Company June 2014 Executive Vice President, Director and General Manager, Information Strategy Office of the Company (to present)</p> <p>[Significant concurrent positions] • President of F&S UNI Management CO., LTD.</p>	600
5	Koichi Okimoto (September 13, 1957)	<p>January 1993 Director of SHIP Corporation (currently the Company) January 1993 Director and General Manager, China Sales Department of GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) April 2004 Director, Managing Executive Officer and General Manager, Chugoku Business Department of the Company April 2008 Managing Director and General Manager, Group Companies Control Department of the Company October 2009 Director and General Manager, Group Companies Control Office of the Company June 2014 Executive Director and General Manager, Group Companies Control Office of the Company (to present)</p> <p>[Significant concurrent positions] • President of NISSEI PHARMACY CORPORATION • Chairman of SHIP HEALTHCARE PHARMACY EAST JAPAN, INC. • President of SHIP HEALTHCARE FOOD, INC.</p>	281,500
6	Jun Masuda (March 18, 1968)	<p>April 2001 Joined Chain Management Co., Ltd. June 2001 Representative Director of Chain Management Co., Ltd. June 2005 Executive Vice President, Director of CENTRAL UNI CO., LTD. June 2006 President of CENTRAL UNI CO., LTD. (to present) October 2009 Executive Director of the Company (to present) June 2011 President of YAMADA SHADOWLESS LAMP CO., LTD. (to present)</p> <p>[Significant concurrent positions] • President of CENTRAL UNI CO., LTD. • President of YAMADA SHADOWLESS LAMP CO., LTD.</p>	227,000

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
7	Hiroyuki Kobayashi (June 21, 1957)	<p>May 1994 Joined GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) General Manager, Medical System Department of GREEN HOSPITAL SUPPLY, INC.</p> <p>April 2002 Director and General Manager, Sales Division of the Company</p> <p>April 2003 Director, General Manager, Sales Division, and General Manager, Medical System Sales Department of the Company</p> <p>March 2004 Director, Managing Executive Officer, General Manager, Sales Division, and General Manager, Total Pack System Business Division of the Company</p> <p>April 2005 Director, Managing Executive Officer, General Manager, Sales Division, and General Manager, Metropolitan Area Business Department of the Company</p> <p>April 2008 Executive Director, General Manager, Sales Division, and General Manager, Tokyo Branch Office of the Company</p> <p>October 2009 Director of the Company</p> <p>June 2014 Executive Director of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • President of OSAKA ADVANCED MEDICAL IMAGE CENTER, INC. • Managing Director of GREEN HOSPITAL MYANMAR, LTD. 	232,100
8	Hiroshi Yokoyama (April 8, 1958)	<p>January 1993 Joined SHIP Corporation (currently the Company)</p> <p>June 1997 Director and General Manager, Osaka Sales Department, Medical Imaging Business Department of SHIP Corporation</p> <p>April 2001 Joined FUJIFILM Medical Nishi Nihon Co., Ltd. (currently FUJIFILM Medical Co., Ltd.)</p> <p>September 2007 Joined the Company General Manager, Corporate Planning Office of the Company</p> <p>June 2008 Director and General Manager, Corporate Planning Office of the Company</p> <p>June 2014 Managing Director and General Manager, Corporate Planning Office of the Company (to present)</p>	100,500

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
9	Kenji Hosokawa (January 13, 1955)	<p>April 1977 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>May 2003 General Manager, Accounting Division of Mizuho Bank, Ltd.</p> <p>September 2005 Joined CENTRAL UNI CO., LTD. Executive Officer and General Manager, Administration Division of CENTRAL UNI CO., LTD.</p> <p>January 2007 Director and General Manager of Administration Division, in charge of compliance of CENTRAL UNI CO., LTD.</p> <p>April 2007 Director, General Manager, Administration Division and General Manager, Corporate Planning Department, in charge of compliance of CENTRAL UNI CO., LTD.</p> <p>April 2009 Director and General Manager, Administration Department, in charge of compliance of CENTRAL UNI CO., LTD.</p> <p>October 2009 Director and General Manager, Business Management Office of the Company</p> <p>June 2014 Managing Director and General Manager, Business Management Office of the Company (to present)</p>	3,700
10	Kiyoshi Hayakawa (May 31, 1943)	<p>April 1966 Joined SAKAI Medical Co., Ltd.</p> <p>March 1994 Director of SAKAI Medical Co., Ltd.</p> <p>March 1999 Executive Director of SAKAI Medical Co., Ltd.</p> <p>March 2005 Executive Vice President, Director of SAKAI Medical Co., Ltd.</p> <p>March 2006 Resigned from SAKAI Medical Co., Ltd.</p> <p>June 2015 Director of SAKAI Medical Co., Ltd.</p> <p>April 2016 President of SAKAI Medical Co., Ltd. (to present)</p> <p>[Significant concurrent positions] • President of SAKAI Medical Co., Ltd.</p>	1,200
11	Yasuo Izumi (October 18, 1958)	<p>April 1981 Joined Toshiba Medical</p> <p>April 1985 Joined KYOWAIRIKI Corporation</p> <p>February 1997 Managing Director of KYOWAIRIKI Corporation</p> <p>February 1998 Executive Director of KYOWAIRIKI Corporation</p> <p>February 2001 President of KYOWAIRIKI Corporation</p> <p>August 2007 Director and Chairman of KYOWAIRIKI Corporation</p> <p>September 2007 Director and COO of Konishi Kyowa Holding Co., Ltd.</p> <p>September 2010 Chairman of KYOWAIRIKI Corporation</p> <p>September 2010 Director and CSO of Konishi Kyowa Holding Co., Ltd. (to present)</p>	99,500
12	Yoshiaki Wada (March 27, 1942)	<p>April 1964 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>November 1991 Joined Konoike Transport Co., Ltd.</p> <p>December 1992 Director of Konoike Transport Co., Ltd.</p> <p>June 2000 Senior Managing Director of Konoike Transport Co., Ltd.</p> <p>June 2003 Director and Vice President of Konoike Transport Co., Ltd.</p> <p>February 2006 Director of the Company (to present)</p> <p>June 2008 Executive Director and Vice President of Konoike Transport Co., Ltd.</p>	15,000

(Notes)

1. There is no special interest between each candidate for Director and the Company
2. Yoshiaki Wada is a candidate for Outside Director and an Independent Officer, who has no risk of having a conflict of interest with general shareholders, as stipulated by Tokyo Stock Exchange, Inc.
3. Reasons for nominating candidates for Outside Director, independence as Outside Director and liability limitation agreement with the Outside Directors
 - (1) Reasons for nominating candidates for Outside Director and independence as Outside Directors

- 1) The Company nominates Yoshiaki Wada as Outside Director, expecting him to utilize his professional knowledge and long experience in logistics and other fields accumulated through his services as former Executive Director and Vice President of Konoike Transport Co., Ltd. for the Company's management and participate in the Company's management from a fair and neutral standpoint. Mr. Wada's term of office as Outside Director of the Company will be 10 years and four months at the conclusion of this Annual General Meeting of Shareholders.
 - 2) Yoshiaki Wada is not a person in charge of business execution or officer of specified related business entities of the Company and has not been so for the past five years.
 - 3) Yoshiaki Wada does not plan to receive a large amount of money or other assets from the Company or specified related business entities of the Company nor has he received such for the past two years.
 - 4) Yoshiaki Wada is not the spouse, blood relative within the third degree of kinship or any equivalent person of a person in charge of business execution or officer of the Company or specified related business entities of the Company.
 - 5) For the past two years, Yoshiaki Wada has not been a person in charge of business execution at a corporation of which the Company assumed rights and liabilities via a merger, an absorption-type company split, an incorporation-type company split or a business transfer right before such mergers, etc.
- (2) Facts pertaining to the occurrence of the improper execution of duties while in office, preventive measures taken against and ways to deal with the same after their occurrence
Not applicable.
- (3) Limited Liability Agreements with Outside Directors
In an attempt to secure capable personnel as Outside Directors, the Company specifies in the Articles of Incorporation that it can conclude agreements with Outside Directors to limit their liability for damages to a certain amount. In accordance with this provision, the Company concluded a Limited Liability Agreement with Yoshiaki Wada, a candidate for Outside Director. If the reappointment of Mr. Wada is approved, the Company intends to renew the said agreement with him.
An outline of the Agreement is as follows.
- In the event damages are incurred to the Company by negligence committed on the part of an Outside Director in the performance of duties, if the Outside Director has acted in good faith and is not grossly negligent in the performance of duties, the amount of liability shall be limited to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.

Proposal 4: Election of One (1) Substitute Corporate Auditor

To prepare for the event that the number of Corporate Auditors falls below the required number stipulated by laws and regulations, the election of one (1) Substitute Corporate Auditor is proposed.

This proposal is already approved by the Board of Corporate Auditors.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
Hiroshi Hayashi (November 12, 1945)	April 1964	Joined Marubeni-Iida Co., Ltd. (currently Marubeni Corporation)	500
	March 1995	Joined Kyoto Marubeni Co., Ltd.	

(Notes)

1. There is no special interest between the candidate for Substitute Corporate Auditor and the Company
2. Hiroshi Hayashi is a candidate for Substitute Outside Corporate Auditor.
3. Reasons for nominating candidates for Substitute Outside Corporate Auditor, independence as Outside Corporate Auditor and liability limitation agreement with the Outside Corporate Auditors
 - (1) Reasons for nominating candidates for Substitute Outside Corporate Auditor and independence as Outside Corporate Auditor
The Company nominates Hiroshi Hayashi as a Substitute Outside Corporate Auditor, expecting him to utilize his professional knowledge nurtured through his service at a major trading corporation for the Company's management and to audit its management from a fair and neutral standpoint. Although Mr. Hayashi has never been directly involved in corporate management, the Company believes that he can fulfill his duties appropriately because of the above reason.
 - (2) Limited Liability Agreements with Outside Corporate Auditors
In an attempt to secure capable personnel as Outside Corporate Auditors, the Company specifies in the current Articles of Incorporation that it can conclude agreements with Outside Corporate Auditors to limit their liability for damages to a certain amount. In accordance with this provision, the Company intends to conclude a Limited Liability Agreement with Mr. Hayashi upon his assumption of office as Outside Corporate Auditor.
An outline of the Agreement is as follows.
 - In the event damages are incurred to the Company by negligence committed on the part of an Outside Corporate Auditor in the performance of duties, if the Outside Corporate Auditor has acted in good faith and is not grossly negligent in the performance of duties, the amount of liability shall be limited to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.