

Translation:

Please note that the following purports to be a translation from the Japanese original Notice of 3rd Annual General Shareholders Meeting of IT Holdings Corporation, prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

(Securities Code: 3626)
June 2, 2011

To Our Shareholders:

IT Holdings Corporation

2-2, Uchisaiwaicho 1-chome, Chiyoda-ku, Tokyo
President: Susumu Okamoto

Notice of the 3rd Annual General Meeting of Shareholders

We extend our deepest sympathy to those living in areas affected by the Great East Japan Earthquake in March this year.

We are pleased to invite you to attend the 3rd Annual General Meeting of Shareholders to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights by means of either of the methods described below. We would appreciate it if you could review the reference materials for the general meeting of shareholders (attached below) and exercise your voting rights no later than 5:30 p.m. JST on Thursday, June 23, 2011.

Exercising Voting Rights via Mail

Please indicate your approval or disapproval for the propositions below on the enclosed form, and return the form to the Company by the deadline above.

Exercising Voting Rights via Internet, etc.

Please check the description entitled "4. Guidance for the Exercise of Voting Rights via the Internet, etc." in the "Guidance for the Exercise of Voting Rights" on the next page, access the designated site for exercising your voting rights (<http://www.evotep.jp/>; available only in Japanese), and indicate your approval or disapproval of each of the items by the deadline above.

Schedule of the Annual General Meeting of Shareholders

- 1. Date & Time** Friday, June 24, 2011 at 10 a.m. JST
2. Place Meeting room on the 10th floor of the TIS Takeshiba Building
14-5, Kaigan 1-chome, Minato-ku, Tokyo

3. Agenda:**Matters for Report:**

1. Business Report, Consolidated Financial Statements and Accounting Auditor's Report, and the Board of Auditors' Report on the Audit of the Consolidated Financial Statements for the 3rd Financial Year of the Company (April 1, 2010 to March 31, 2011)
2. Non-Consolidated Financial Statements for the 3rd Financial Year of the Company (April 1, 2010 to March 31, 2011)

Matters for Approval:

- Proposition No. 1** Appropriation of Retained Earnings
Proposition No. 2 Election of 10 Directors
Proposition No. 3 Election of 1 Corporate Auditor

4. Matters to be determined at the Meeting

Please refer to "Guidance for Exercising Voting Rights" on the following page.

* Please present the enclosed voting form at the reception on the day of the meeting.

* Please note that any amendments to the Reference Materials for the General Meeting of Shareholders and the business report, financial statements, and consolidated financial statements will be provided on the Company's website (<http://www.itholdings.co.jp/>).

Reference Material for the General Meeting of Shareholders

Propositions and Reference Matters

Proposition No. 1 Appropriation of Retained Earnings

We seek to appropriate retained earnings as follows:

Year-end Dividend

Our group of companies considers the distribution of earnings to be one of our priority management tasks, on a long-term and comprehensive basis, and accordingly strives to continue a stable dividend payout, taking into consideration trends in business operations, financial position, and adequacy of retained earnings for future business development.

We would like to propose a year-end dividend of 20 yen per share. Combined with the interim dividend, which has already been paid out, this will bring the annual dividend to 32 yen per share.

(1) Dividend Type

Cash dividend

(2) Allotment of Dividend and Total Amount of Dividends

20 yen per common share in the Company

Total Amount of Dividends: 1,755,474,260 yen

(3) Effective Date for the Payment of Dividend out of Retained Earnings

June 27, 2011

Proposition No. 2 Election of 10 Directors

The term of office expires for all directors (10) at the close of this general meeting of shareholders. Accordingly, we propose that 10 directors be elected.

The candidates for directors are as follows:

* indicates candidates for directors to be newly appointed

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
1	Tetsuo Nakao (April 2, 1936)	August 1973 Joined INTEC Inc. June 1978 Director of INTEC Inc. May 1984 Executive Director of INTEC Inc. June 1990 Executive Managing Representative Director of INTEC Inc. August 1993 President and Representative Director of INTEC Inc. April 2005 Chairman and Representative Director of INTEC Inc. October 2006 Chairman, President and Representative Director of INTEC Holdings Ltd. April 2008 Chairman and Representative Director of INTEC Holdings Ltd., Chairman and Representative Director of IT Holdings Corporation (to present) June 2009 Chairman and Representative Director of INTEC Inc. (to present)	122,603

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
2	Susumu Okamoto (May 12, 1943)	<p>October 1975 Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)</p> <p>June 1990 Director of TIS Inc.</p> <p>April 1992 Executive Director of TIS Inc.</p> <p>June 1996 Representative Director and Executive Managing Director of TIS Inc.</p> <p>April. 2004 President and Representative Director of TIS Inc.</p> <p>April 2008 Chairman and Representative Director of TIS Inc., and President and Representative Director of IT Holdings Corporation (to present)</p> <p>April 2011 Senior Adviser of TIS Inc. (to present)</p> <p>(Important position of other organizations concurrently assumed) Vice Chairman of Japan Information Technology Services Industry Association</p>	43,466

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
3	Norio Maenishi (April 19, 1949)	<p>April 1972 Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)</p> <p>June 1996 Director of TIS Inc.</p> <p>June 2001 Executive Director of TIS Inc.</p> <p>April 2004 Representative Director and Executive Managing Director of TIS Inc.</p> <p>April 2008 Executive-Vice-President and Representative Director, in charge of Vision21 Promotion Office, and Beijing Representative Office, General Manager of Sales Promotion Division of TIS Inc.</p> <p>April 2009 Executive-Vice-President and Representative Director, General Manager of IT Platform Services Business Division, in charge of Sales Promotion Division, and e-Commerce Center Promotion Office of TIS Inc.</p> <p>May 2009 Executive-Vice-President and Representative Director, General Manager of IT Platform Services Business Division, in charge of Sales Promotion Division, SonicGarden, and e-Commerce Center Promotion Office of TIS Inc.</p> <p>January 2010 Executive-Vice-President and Representative Director, in charge of Sales Promotion Division, SonicGarden, and e-Commerce Center Promotion Office, General Manager of IT Platform Services Business Division of TIS Inc.</p> <p>April 2010 Director of TIS Inc. Vice President and Operating Officer of IT Holdings Corporation</p> <p>June, 2010 Director and Executive Vice President of IT Holdings Corporation (to present)</p>	28, 752

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
4	* Tomoki Sato (November 13, 1952)	<p>April 1975 Joined Mitsubishi Bank (Currently The Bank of Tokyo-Mitsubishi UFJ ,Ltd.)</p> <p>May 1995 General Manager of Akasaka Mitsuke Branch of The Bank of Tokyo-Mitsubishi UFJ ,Ltd.</p> <p>April 1999 General Manager of Otsuka Branch of The Bank of Tokyo-Mitsubishi UFJ ,Ltd.</p> <p>March 2001 General Manager of Ikebukuro Branch of The Bank of Tokyo-Mitsubishi UFJ ,Ltd.</p> <p>June 2002 General Manager of Senba Branch of The Bank of Tokyo-Mitsubishi UFJ ,Ltd.</p> <p>July 2004 Delegated to INTEC Inc., Operating Officer</p> <p>April 2005 Operating Officer of INTEC Inc., General Manager of Business Solution Division</p> <p>October 2006 Operating Officer of INTEC Inc., General Manager of Finance Solution Division, General Manager of Business Solution Division</p> <p>April 2007 Managing Officer of INTEC Inc. General Manager of Finance Solution Division</p> <p>April 2008 Executive Operating Officer of INTEC. General Manager of West Japan Area</p> <p>June 2009 Senior Managing Director of INTEC Inc. General Manager of West Japan Area</p> <p>April 2011 Vice President and Operating Officer of IT Holdings Corporation (to present)</p>	3,900

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
5	Junji Kitagawa (September 28, 1927)	<p>April 1976 President and Representative Director of Stat Supply Corporation</p> <p>April 1989 President and Representative Director of Stat Corporation</p> <p>April 1997 Chairperson and Representative Director of MKC Stat Corporation</p> <p>June 1998 President and Representative Director of MKC Stat Corporation</p> <p>October 2001 President and Representative Director of Sorun Corporation</p> <p>April 2002 Chairperson and Representative Director of Sorun Corporation</p> <p>June 2010 Chairperson and Representative Director of Sorun Corporation, and Director and Senior Advisor of IT Holdings Corporation (to present)</p> <p>April 2011 Senior Adviser of TIS Inc. (to present)</p>	900
6	Hiroaki Fujimiya (January 31, 1947)	<p>December 1978 Joined Toyo Information Systems Co., Ltd. (currently TIS Inc.)</p> <p>June 1994 Director of TIS Inc.</p> <p>June 1999 Executive Director of TIS Inc.</p> <p>April 2002 Director of TIS Inc., Executive-Vice-President and Operating Officer of Komatsu Soft Ltd. (currently Qualica Inc.)</p> <p>June 2002 Director of TIS Inc. Executive-Vice-President and Representative Director of Komatsu Soft Ltd. (currently Qualica Inc.)</p> <p>April 2004 President and Representative Director of Qualica Inc.</p> <p>April 2008 President and Representative Director of TIS Inc., and Director of IT Holdings Corporation (to present)</p> <p>April 2011 Chairman and Representative Director of TIS Inc. (to present)</p>	35,820

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
7	Katsuki Kanaoka (February 24, 1956)	<p>May 1985 Joined INTEC Inc.</p> <p>June 2000 Director of INTEC Inc. President and Representative Director of AT TOKYO Corporation</p> <p>June 2003 Executive Director of INTEC Inc.</p> <p>April 2005 Director, Executive Operating Officer; in charge of Network Solutions Business Head Office; and General Manager of Outsourcing Business, of INTEC Inc.</p> <p>April 2007 Representative Director, President and Operating Officer, of INTEC Inc.</p> <p>June 2007 Representative Director, President and Operating Officer, of INTEC Inc., Director of INTEC Holdings Ltd.</p> <p>April 2008 President, Representative Director and Operating Officer of INTEC Inc., and Director of IT Holdings Corporation (to present)</p> <p>June 2009 President and Representative Director of INTEC Inc. (to present)</p>	138,628
8	Masaki Chitose (February 15, 1954)	<p>October 1984 President and Representative Director of Stat Service Corporation</p> <p>April 1989 Representative Director and Executive Managing Director of Stat Corporation</p> <p>June 1995 Executive-Vice-President and Representative Director of Stat Corporation</p> <p>April 1997 Senior Managing Director of MKC Stat Corporation</p> <p>June 2000 Executive-Vice-President and Representative Director of MKC Stat Corporation</p> <p>October 2001 Executive-Vice-President and Representative Director of Sorun Corporation</p> <p>April 2002 President and Representative Director of Sorun Corporation</p> <p>April 2007 President and Representative Director, and Operating Officer of Sorun Corporation</p> <p>June 2010 President and Representative Director, and Operating Officer of Sorun Corporation, and Director of IT Holdings Corporation (to present)</p> <p>April 2011 Executive-Vice-President and Representative Director of TIS Inc. (to present)</p>	500,500

Candidate No.	Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed	No. of shares held in the Company
9	Shingo Oda (November 8, 1944)	<p>July 1970 Joined Yokogawa-Hewlett-Packard Japan, Ltd. (currently Hewlett-Packard Japan, Ltd.)</p> <p>January 1997 Director of Hewlett-Packard Japan, Ltd.</p> <p>January 1999 Executive Director of Hewlett-Packard Japan, Ltd.</p> <p>November 2002 Executive-Vice-President and Director of Hewlett-Packard Japan, Ltd.</p> <p>February 2005 Executive-Vice-President and Representative Director of Hewlett-Packard Japan, Ltd., Head of Sales</p> <p>May 2005 President and Representative Director of Hewlett-Packard Japan, Ltd.</p> <p>February 2007 President and Representative Director, Operating Officer of Hewlett-Packard Japan Ltd.</p> <p>December 2007 Executive Advisor of Hewlett-Packard Japan. Ltd.</p> <p>April 2008 Director of IT Holdings Corporation (to present)</p>	--
10	Yoshinobu Ishigaki (October 6, 1946)	<p>April 1969 Joined IBM Japan Ltd.</p> <p>April 1998 Executive Director, and General Manager of Strategic Outsourcing, IBM Japan Ltd.</p> <p>January 2001 Managing Director, Global Industrial Account, IBM Corporation</p> <p>November 2001 President and CEO of Sapient K.K.</p> <p>October 2004 President and CEO of AT TOKYO Corporation</p> <p>June 2009 Board Chairman of AT TOKYO Corporation</p> <p>June 2010 Director of IT Holdings Corporation (to present)</p>	--

(Notes)

1. Any of the abovementioned candidates for directors has no special interest in the Company.
2. Messrs. Shingo Oda and Yoshinobu Ishigaki are the candidates for the outside directors as provided under Item 7, Paragraph 3, Article 2 of the Regulations for the Enforcement of the Companies Act. The Company has designated Messrs. Shingo Oda and Yoshinobu Ishigaki as Independent Director, as defined by Rule 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc., and has given notice to the Tokyo Stock Exchange to that effect. It should also be noted that each candidate has also met the requirements for Independent Director.
3. Reasons for Electing the Outside Directors
 - (1) Mr. Shingo Oda is nominated as he is expected to apply his extensive experience and deep insight on industry trends and corporate management primarily in the area of IT acquired from his experience as President and Representative Director of Hewlett-Packard Japan, Ltd. to the management of IT Holdings Corporation and, from an independent standpoint, offer advice and proposals to ensure the reasonableness and appropriateness of the decision-making by our Board of Directors. Mr. Oda assumed the office of Outside Director in April 2008, and shall have served three years and three months at the conclusion of this Annual General Meeting of Shareholders.
 - (2) Mr. Yoshinobu Ishigaki is nominated as a candidate for Outside Director as he is expected to apply his extensive experience and broad insight in corporate management, as well as his abundant work

experience and wealth of expertise acquired in the IT & services industry to the management of the Company. Additionally, he is expected to offer advice and proposals to ensure the reasonableness and appropriateness of the decision-making by our Board of Directors, from an independent standpoint.

Although Mr. Ishigaki had stayed until the end of October 2001 with IBM Japan Ltd., a business partner of our group (transactions with said company accounted for less than 2.0% of consolidated net sales), it has been nine years and seven months since he left said company and has since served as Representative Director and President of Sapient K.K. and AT TOKYO Corporation (Tokyo Electric Power Company Group), both of which are not under the control of IBM Japan Ltd. Consequently, the Company has determined that the decision-making by the Company's management would not be impacted by said business partner in any way and that Mr. Ishigaki's independence has been assured, as there would potentially be no conflict of interest between Mr. Ishigaki and our general shareholders.

Mr. Ishigaki assumed the office of Outside Director in June 2010, and shall have served one year at the conclusion of this Ordinary General Meeting of Shareholders.

4. Liability Limitation Agreement with the Outside Director

In accordance with Paragraph 1, Article 427 of the Companies Act, the Articles of Incorporation of the Company has a provision that the Company may enter into an agreement with an outside director that limits his/her liability to the amount set forth under Paragraph 1, Article 425 of the Companies Act, so far as he/she is bona fide and not grossly negligent in performing his duties. Currently, the Company has concluded a limited liability agreement with Messrs. Shingo Oda and Yoshinobu Ishigaki. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations. Furthermore, when the election of Messrs. Shingo Oda and Yoshinobu Ishigaki are approved, the Company will continue the agreement to limit outside Directors' liability above.

5. The number of shares held in the Company by the candidates for directors includes the unit shares held by each candidate in the Directors' shareholding association of IT Holding Corporation.

Proposition No.3 Election of One Corporate Auditor

Since Mr. Tamaki Tsuchiya will retire as a corporate auditor at the conclusion of this Ordinary General Meeting of Shareholders, we hereby request to elect one Corporate Auditor. The Board of Corporate Auditors has previously given its approval. The candidate for Corporate Auditors is as follows:

* indicates candidates for corporate auditor to be newly appointed

Name (Date of Birth)	Career Summary, Position, and Responsibility at the Company and Important position of other organizations concurrently assumed		No. of shares held in the Company
* Nobuyuki Yonezawa (1950, February 8)	April 1973	Joined the Sanwa Bank (Currently, The Bank of Tokyo-Mitsubishi UFJ ,Ltd.)	11,200
	November 1998	General Manager, of Oimachi Branchi of The Bank of Tokyo-Mitsubishi UFJ,Ltd.	
	June 2000	General Manager, International Credit Administration Department of The Bank of Tokyo-Mitsubishi UFJ,Ltd.	
	Nobember 2002	Delegated to NIDEC CORPORATION	
	March 2003	Retired from the then UFJ Bank (Currently The Bank of Tokyo-Mitsubishi UFJ ,Ltd.), joined NIDEC CORPORATION	
	January 2004	Retired from NIDEC CORPORATION	
	June 2004	Corporate Auditor of TIS Inc.	
	June 2007	Director of TIS Inc, General Manager of Compliance Division and Manager of Compliance Office of TIS Inc.	
	April 2008	Managing Officer and General Manager of Planning of TIS Inc.	
	April 2010	Managing Officer, General Manager of Planning, and Division Manager of Administration Division	
April 2011	Advisor of TIS Inc. (to Present)		

(Notes)

1. The abovementioned candidate for corporate auditor has no special interest in the Company.
2. Shares held by the abovementioned candidate for the corporate auditor include its own shares of less than one unit at IT Holdings Group Officers Stock Ownership Plan.