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To Our Shareholders,

Securities Code: 9270

November 4, 2020

1-2-70 Konan, Minato-ku, Tokyo
Shinagawa Season Terrace 28F
Valuence Holdings Inc.

Representative Director Shinsuke Sakimoto
and President

Convocation Notice for the 9th Ordinary General Meeting of Shareholders

Dear Valuence Holdings Inc. Shareholders,

You are hereby notified that the 9th Ordinary General Meeting of Shareholders of Valuence Holdings Inc. (the “Company”) will be held as follows.

If you are unable to attend the meeting in person, you can exercise your voting rights by either of the methods on the right. Please review the attached Reference Materials for the General Meeting of Shareholders and exercise your voting rights by 7:00 PM on Thursday, November 19, 2020 (Japan Standard Time).

1. Date and time	Friday, November 20, 2020; 10:00 AM (reception opens at 9:00 AM)	
2. Venue	1-2-70 Konan, Minato-ku, Tokyo Shinagawa Season Terrace 28F Valuence Holdings Inc. Head Office Auction Room	
3. Meeting agenda	Reports	1. Report on Period 9 (September 1, 2019 to August 31, 2020) business report, consolidated financial statements, and audit report on consolidated financial statements by the accounting auditor and the Audit and Supervisory Committee 2. Report on Period 9 (September 1, 2019 to August 31, 2020) financial statements
	Matters to be resolved	No. 1 Election of five Directors (excluding Directors who are members of the Audit and Supervisory Committee) No. 2 Election of one Director who is a member of the Audit and Supervisory Committee No. 3 Revisions to the amount of remuneration and details of stock acquisition rights to be allocated as stock options to Directors (excluding Directors who are members of the Audit and Supervisory Committee) No. 4 Granting of retirement benefits for retiring Directors

Exercise of Voting Rights

If you are unable to attend the General Meeting of Shareholders



Exercise of voting rights in writing

Please indicate your approval or disapproval of resolutions on the voting form enclosed and return it by mail.

**Deadline to exercise
voting rights**

Voting forms must be received by 7:00 PM on
Thursday, November 19, 2020



Exercise of voting rights via the internet

Please access the voting rights exercise website designated by the Company (<https://www.web54.net>) and enter your approval or disapproval of resolutions in accordance with the instructions onscreen.

**Deadline to exercise
voting rights**

Thursday, November 19, 2020; 7:00 PM

If you are able to attend the General Meeting of Shareholders



Attendance at the General Meeting of Shareholders

Please bring your voting form (enclosed) and submit it at the meeting reception desk. In addition, please bring this booklet as an agenda for the meeting.

**Date and time of the
meeting**

Friday, November 20, 2020; 10:00 AM
(reception opens at 9:00 AM)

If attending the General Meeting of Shareholders, please submit your voting form (enclosed) at the meeting reception desk.

Your temperature will be measured at the entrance to the meeting venue using a non-contact thermometer. Persons who appear unwell or who are not wearing a mask may be refused entry to the venue.

The Company may be forced to change the meeting venue, the start time of the meeting, and other details owing to future circumstances. In this case, the relevant information will be posted on the Company's website (<https://www.valuence.inc/ir/>), so please confirm the details there.

Notes

- * If voting rights are exercised both in writing and via the internet, the votes submitted via the internet will be treated as valid, regardless of when the votes are received.
- * If voting rights are exercised multiple times via the internet, the final votes submitted will be treated as valid.
- * Any connection fees payable to providers, telecommunications fees payable to telecommunications carriers, and other expenses incurred when using the voting rights exercise website will be borne by the shareholder.

© Any revisions to the Reference Materials for the General Meeting of Shareholders, business report, financial statements, or consolidated financial statements will be published on the Company's website (<https://www.valuence.inc/ir/>).

© Of the documents to be provided with this convocation notice, the matters related to stock acquisition rights, etc. of the Company, system to ensure appropriate business management, and operating status of system to ensure appropriate business management (business report), the consolidated statement of changes in shareholders' equity and notes to consolidated financial statements (consolidated financial statements), and statement of changes in shareholders' equity and notes

- to non-consolidated financial statements (financial statements) have been published on the Company's website (<https://www.valuence.inc/ir/>) in conformance with the relevant laws and regulations as well as Article 15 of the Company's Articles of Incorporation, and therefore are not provided in this convocation notice.
- ◎ The consolidated financial statements and financial statements audited by the Audit and Supervisory Committee and the accounting auditor consist of each document attached to this convocation notice, in addition to the above items published on the Company's website.

The Company will not provide any gifts or refreshments to attendees of the General Meeting of Shareholders. Thank you for your understanding.

Proposal
No. 1

Election of five Directors (excluding Directors who are members of the Audit and Supervisory Committee)

The terms of office of all three Directors (excluding Directors who are members of the Audit and Supervisory Committee; hereinafter, the same applies in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we ask for your election of five Directors, increasing the number of Outside Directors by two, in order to ensure the transparency of management and further strengthen corporate governance.

The candidates for Directors are as described below.

Candidate no.	Name	Current title and purview with the Company	Candidate attributes	Attendance at Board of Directors' meetings
1	Shinsuke Sakimoto	Representative Director and President	Reelection	100% (16/16)
2	Susumu Muguruma	General Manager, Overseas Subsidiary Management Office	New election	—
3	Shinichiro Sato	Executive Officer; Vice-President, Corporate Planning & Management Head Office; and General Manager, Human Resources Division	New election	—
4	Hiroki Tomiyama	—	New election Outside Director Independent Officer	—
5	Yoshihiko Takubo	—	New election Outside Director Independent Officer	—

Candidate
No.

1

Shinsuke Sakimoto

Born April 14, 1982

Reelection



Tenure as Director (as of the
conclusion of this General Meeting
of Shareholders)

8 years 11 months

No. of the Company's shares
owned

448,000 shares

Attendance at Board of Directors'
meetings

100% (16/16)

Career summary, titles, and purview

2004	June	Managing Director, NEW STANDARD GLOBAL OFFICE Inc. (formerly MKS Corporation)
2011	December	Established SOU Inc. (currently the Company), named Representative Director and President (current position)
2012	January	Director, IO Co., Ltd.
2012	March	Director, DOROQUIA HOLATHETA Co. Ltd.
2014	July	Director, IBQLO Co., Ltd.
2014	September	Representative Director, BRAND CONCIER
2015	September	Representative Director, STAR BUYERS LIMITED
2017	March	Representative Director, Hakkoudo Inc. (currently Valuence Art & Antiques Inc.)
2019	March	Director, STAR BUYERS LIMITED (currently Valuence International Limited)
2019	August	Representative Director, FAN AND Co., Ltd. (currently Dual Career Inc.) (current position)
2019	September	Representative Director, SOU Preparatory Split Company Inc. (currently Valuence Japan Inc.)
2019	November	Director, SOU Technologies Inc. (currently Valuence Technologies Inc.) (current position)
2020	March	Director, Valuence Japan Inc. (current position) Director, Valuence Real Estate Inc. (current position)
2020	September	Director, Valuence Art & Antiques Inc. (current position)

Significant concurrent positions

Representative Director, Dual Career Inc.
Director, Valuence Technologies Inc.
Director, Valuence Japan Inc.
Director, Valuence Real Estate Inc.
Director, Valuence Art & Antiques Inc.

Reasons for nomination as a Director candidate

Shinsuke Sakimoto has led the Group as Representative Director and President of the Company since December 2011. He possesses a broad range of knowledge of the business as a whole and a wealth of experience and achievements. In our judgment, we can expect Mr. Sakimoto to continue to contribute to the Company and have therefore named him as a candidate for Director.

Candidate
No.

2

Susumu Muguruma

Born July 21, 1971

New election



Tenure as Director (as of the
conclusion of this General Meeting
of Shareholders)

—

No. of the Company's shares
owned

24,800 shares

Attendance at Board of Directors'
meetings

—

Career summary, titles, and purview

2017	August	Joined Amazon Japan G.K.
2018	September	Joined SOU Inc. (currently the Company), named Vice-President, Overseas Business Head Office and General Manager, Overseas Business Strategy Division
2019	March	Director, Star Buyers Limited (currently Valuence International Limited)
2019	June	Vice-President, Overseas Business Head Office and General Manager, Hong Kong Business Division, the Company
2019	September	Representative Director, Star Buyers Limited (currently Valuence International Limited) (current position)
2019	September	Vice-President, Overseas Business Head Office and General Manager, Hong Kong Business Division, the Company
2019	September	Vice-President, Sales Management Head Office; Vice-President, Overseas Business Head Office; and General Manager, China Business Promotion Division, SOU Inc. (currently the Company)
2020	March	General Manager, Overseas Subsidiary Management Office, the Company (current position)
2020	September	Director and Executive Deputy President, Valuence Japan Inc.
2020	September	Representative Director and President, Valuence Japan Inc. (current position)

Significant concurrent positions

Representative Director, Valuence International Limited
Representative Director and President, Valuence Japan Inc.

Reasons for nomination as a Director candidate

Susumu Muguruma is responsible for the overseas strategy and business strategy as a whole of the Company, and drives the growth of the Group by leading the creation of revolutionary business plans and creation of businesses based on these plans. Based on these achievements, we have named him as a candidate for Director.

Candidate
No.

3

Shinichiro Sato

Born September 1, 1968

New election



Tenure as Director (as of the
conclusion of this General Meeting
of Shareholders)

—

No. of the Company's shares
owned

0 shares

Attendance at Board of Directors'
meetings

—

Career summary, titles, and purview

2015	January	Joined Digital Garage, Inc.
2020	May	Joined the Company, named Vice-President, Corporate Planning & Management Head Office
2020	June	Vice-President, Corporate Planning & Management Head Office and General Manager, Human Resources Division, the Company
2020	September	Executive Officer; Vice-President, Corporate Planning & Management Head Office; and General Manager, Human Resources Division, the Company (current position)
		Director; Vice-President, Corporate Planning & Administration Head Office; and General Manager, Corporate Planning Division, Valuence Japan Inc. (current position)
		Director, Valuence Real Estate Inc. (current position)

Significant concurrent positions

Director, Valuence Japan Inc.
Director, Valuence Real Estate Inc.

Reasons for nomination as a Director candidate

Shinichiro Sato possesses a wealth of experience and achievements in business administration and corporate governance. In our judgment, he is a person of vital importance in the sustainable enhancement of the Company's corporate value as a person responsible for managing business administration within the Company. Accordingly, we have named him as a candidate for Director.

Candidate
No.

4

Hiroki Tomiyama

Born September 5, 1976

New
election

Outside
Director

Independent
Officer



Tenure as Director (as of the
conclusion of this General Meeting
of Shareholders)

—

No. of the Company's shares
owned

0 shares

Attendance at Board of Directors'
meetings

—

Career summary, titles, and purview

1999	April	Joined Daika Kabushiki Kaisha (currently ARATA CORPORATION)
2007	October	Joined SAPPORO DRUG STORE CO., LTD.
2015	May	Representative Director and President, SAPPORO DRUG STORE CO., LTD. (current position)
2016	February	Director and Executive Deputy President, EZODEN Co., Ltd. (current position)
2016	August	Established SATUDORA HOLDINGS CO., LTD., named Representative Director and President
2019	July	Representative Director, Chairman, and CEO, Regional Marketing Co., Ltd. (current position) Director and Chairman, GRIT WORKS, Inc. (current position) Director, CoelaQanth, Inc. (current position) Director and CMO, AWL, Inc. (current position)
2020	August	Representative Director, President, and CEO, SATUDORA HOLDINGS CO., LTD. (current position)

Significant concurrent positions

Representative Director and President, SAPPORO DRUG STORE CO., LTD.
Director and Executive Deputy President, EZODEN Co., Ltd.
Representative Director, Chairman, and CEO, Regional Marketing Co., Ltd.
Director and Chairman, GRIT WORKS, Inc.
Director, CoelaQanth, Inc.
Director and CMO, AWL, Inc.
Representative Director, President, and CEO, SATUDORA HOLDINGS CO., LTD.

Reasons for nomination as an Outside Director candidate

Hiroki Tomiyama possesses a wealth of experience and knowledge as a corporate manager at other companies. The Company intends to use him to enhance the soundness and transparency of decision-making at the Company, etc. through his effective advice on the management of the Company as a whole, utilizing his experience, etc. Accordingly, we have named him as a candidate for Outside Director.

Candidate
No.

5

Yoshihiko Takubo

Born April 24, 1970

New
election

Outside
Director

Independent
Officer



Tenure as Director (as of the
conclusion of this General Meeting
of Shareholders)

No. of the Company's shares
owned

1,000 shares

Attendance at Board of Directors'
meetings

—

Career summary, titles, and purview

1995	April	Joined Mitsubishi Research Institute, Inc.
2003	May	Joined GLOBIS CORPORATION
2006	April	Assistant Professor, Management Graduate Course, Graduate School of Management, GLOBIS University
2006	July	Managing Director, GLOBIS CORPORATION (current position)
2008	April	Deputy Graduate Course Dean and Professor, Management Graduate Course, Graduate School of Management, GLOBIS University
2009	December	Managing Director, GLOBIS Graduate School of Management, Incorporated Educational Institution (current position)
2012	April	Graduate Course Dean and Professor, Management Graduate Course, Graduate School of Management, GLOBIS University (current position)
2013	April	Director, KEIZAI DOYUKAI (Japan Association of Corporate Executives) (current position)
2016	March	External Director, World Mode Holdings Co., Ltd. (current position)
2020	August	Director, Alba Edu Inc. (current position)

Significant concurrent positions

Managing Director, GLOBIS CORPORATION
Managing Director, GLOBIS Graduate School of Management, Incorporated Educational Institution
Graduate Course Dean and Professor, Management Graduate Course, Graduate School of Management, GLOBIS University
Director, KEIZAI DOYUKAI (Japan Association of Corporate Executives)
External Director, World Mode Holdings Co., Ltd.
Director, Alba Edu Inc.

Reasons for nomination as an Outside Director candidate

Yoshihiko Takubo has developed expert knowledge in management as Professor at the Graduate School of Management, GLOBIS University over many years, and possesses deep knowledge regarding the environment surrounding corporate management. The Company intends for him to monitor the management of the Company based on his knowledge and experience, while also contributing to the further growth of the Group by providing advice on the Company's management as a whole. Accordingly, we have named him as a candidate for Outside Director.

- (Notes)
1. No special relationships exist between the candidates and the Company.
 2. Hiroki Tomiyama and Yoshihiko Takubo are Outside Director candidates.
 3. Although each candidate serves concurrently as Director at other companies, no special relationships exist with the Company.
 4. The Company sets forth in Article 28, Paragraph 2 of its Articles of Incorporation that it may execute agreements with each Director (excluding Executive Directors, etc.) to limit their liability for compensation of damages, based on Article 427, Paragraph 1 of the Companies Act, and the maximum amount of liability for compensation of damages under these agreements shall be the minimum amount of liability determined in Article 425, Paragraph 1 of the Companies Act. In the event the elections of Hiroki Tomiyama and Yoshihiko Takubo are approved, the Company intends to execute similar liability limitation agreements with these two persons.
 5. Hiroki Tomiyama and Yoshihiko Takubo satisfy the criteria for Independent Officers based on the provisions of the Tokyo Stock Exchange, and if the elections of these two persons are approved, the Company intends to designate them as Independent Officers via filings with the Exchange.

Proposal
No. 2

Election of one Director who is a member of the Audit and Supervisory Committee

The Company has elected three Directors who are members of the Audit and Supervisory Committee, but we ask for your election of one new Director who is a member of the Audit and Supervisory Committee, in order to strengthen the audit systems of the Company.

Furthermore, the consent of the Audit and Supervisory Committee has been obtained in regard to this proposal.

The candidate for Director who is a member of the Audit and Supervisory Committee is as described below.

Kenta Takami

Born November 29, 1973

New election



Career summary, titles, and purview

2012	February	Joined ORIX Facilities Corporation
2018	February	Joined SOU Inc. (currently the Company), named General Manager, Internal Audit Office (current position)
2020	September	Member of the Audit and Supervisory Board, Valuence Japan Inc. (current position) Member of the Audit and Supervisory Board, Valuence Art & Antiques Inc. (current position) Member of the Audit and Supervisory Board, Valuence Technologies Inc. (current position)

Significant concurrent positions

Member of the Audit and Supervisory Board, Valuence Japan Inc.
Member of the Audit and Supervisory Board, Valuence Art & Antiques Inc.
Member of the Audit and Supervisory Board, Valuence Technologies Inc.

Reasons for nomination as a Director candidate

Kenta Takami possesses a considerable amount of knowledge on corporate governance from his experience thus far overseeing the Internal Audit Office of the Company. Accordingly, we have named him as a new candidate for Director who is a member of the Audit and Supervisory Committee.

Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

No. of the Company's shares owned

14,000 shares

Attendance at Board of Directors' meetings

- (Notes)
1. No special relationships exist between the candidate and the Company.
 2. Although the candidate serves concurrently as Member of the Audit and Supervisory Board at other companies, no special relationships exist with the candidate and the Company.

Revisions to the amount of remuneration and details of stock acquisition rights to be allocated as stock options to Directors (excluding Directors who are members of the Audit and Supervisory Committee)

At the 8th Ordinary General Meeting of Shareholders held November 22, 2019, as remuneration, etc. related to stock acquisition rights to be allocated as stock options to Directors of the Company (excluding Directors who are members of the Audit and Supervisory Committee), the Company received approval for an annual amount of up to 100 million yen (of which, up to 20 million yen was set aside for Outside Directors) and a total annual number of stock acquisition rights of up to 200 units (of which, up to 40 units was set aside for Outside Directors). Now, however, the Company proposes to revise the remuneration, etc. related to stock acquisition rights to be allocated as stock options to Directors of the Company (excluding Directors who are members of the Audit and Supervisory Committee) to an annual amount of up to 300 million yen (of which, up to 50 million yen will be set aside for Outside Directors) and a total annual number of stock acquisition rights of up to 600 units (of which, up to 100 units will be set aside for Outside Directors), in line with the increasing roles and responsibilities of Directors as they are required to react to a rapidly changing business environment and the fact that the Company must maintain appropriate levels of remuneration to retain superior personnel as the levels of remuneration rise at peers of the Company that it uses as a benchmark based on corporate size, financial resources, etc., owing to factors such as advancing globalization and the introduction of new incentive remuneration, in addition to the fact that the number of Directors (excluding Directors who are members of the Audit and Supervisory Committee) will increase if Proposal No. 1 is approved as written. Furthermore, the allocation of stock acquisition rights is determined after comprehensively taking into consideration various factors, such as each Director's level of contribution to the Company, and as such, the Company believes the details of the allocation are appropriate. In addition, the Company currently has three Directors (excluding Directors who are members of the Audit and Supervisory Committee) (none of whom are Outside Directors). If Proposal No. 1 *Election of five Directors (excluding Directors who are members of the Audit and Supervisory Committee)* is approved, the Company will have five Directors (excluding Directors who are members of the Audit and Supervisory Committee) (including two Outside Directors).

Furthermore, the details of the stock acquisition rights to be issued based on this proposal are as described below, and there are no changes to the previous details thereof, except the amount of remuneration, etc. and the maximum total number of stock acquisition rights.

1. Type and number of shares of stock used for stock acquisition rights

The type of stock to be used for stock acquisition rights shall be the Company's common stock and the number of shares of stock for each stock acquisition right shall be 100 shares (the "Number of Shares to be

Granted”). Provided, however, that in the event the Company conducts a stock split of its common stock (including the allotment of shares of the Company’s common stock without contribution; the same applies where stock splits are mentioned below) or reverse stock split subsequent to the day of the resolution of this proposal (the “Resolution Date”), the Company shall use the following formula to adjust the Number of Shares to be Granted, truncating any fractional shares arising from said adjustment.

Adjusted Number of Shares to be Granted = Unadjusted Number of Shares to be Granted × Stock split or reverse stock split ratio

In addition to the preceding, in the event an adjustment of the Number of Shares to be Granted becomes necessary in conjunction with a merger, corporate split, or similar change in the Company subsequent to the Resolution Date, the Company may appropriately adjust the Number of Shares to be Granted within a rational scope. Further, if the Company makes a change in the number of shares constituting one unit of the Company’s common stock subsequent to the Resolution Date (excluding cases in connection with a stock split or reverse stock split; the same applies where changes in the number of shares constituting one unit of stock are mentioned below), the Company may rationally adjust the Number of Shares to be Granted in proportion to the ratio of the change in the number of shares constituting one unit of stock, for stock acquisition rights that the Board of Directors of the Company resolves to issue subsequent to the effective date of the relevant change in the number of shares constituting one unit.

2. Total number of stock acquisition rights

The maximum total number of stock acquisition rights to be allocated to Directors shall be 600 units (of which, 100 units shall be allocated to Outside Directors) each fiscal year. Provided, however, that in the event the Number of Shares to be Granted is adjusted in conjunction with a change in the number of shares constituting one unit of the Company’s common stock, the Company may make a rational adjustment in the total number of stock acquisition rights in proportion to the ratio of said adjustment.

3. Payment for stock acquisition rights

Monetary payments will not be required in exchange for stock acquisition rights.

4. Value of property to be contributed upon exercise of the stock acquisition rights

The value of property to be contributed upon the exercise of each stock acquisition right shall be an amount equivalent to the payment per share receivable when the relevant stock acquisition rights are exercised (the

“Strike Price”) multiplied by the Number of Shares to be Granted.

The Strike Price shall be an amount equivalent to the average of the closing price of the Company’s common stock in ordinary trading on the Tokyo Stock Exchange (the “Closing Price”) on each day of the month prior to the month in which the stock acquisition right is allocated (the “Allocation Date”) (excluding days in which no trades were executed) multiplied by a factor of 1.05 (with any fractions of less than one yen rounded up), or the Closing Price on the Allocation Date (or the closing price on the most recent trading date preceding this date if there is no Closing Price on the Allocation Date), whichever is higher.

Further, the Company may adjust the Strike Price within a reasonable scope if an adjustment to the Strike Price is required, including cases when the Company conducts a stock split or reverse stock split of the Company’s common stock subsequent to the Allocation Date, when the Company issues new shares or disposes of treasury shares at a price below the market price (excluding cases caused by the sale of treasury stock based on the provisions of Article 194 of the Companies Act (*Demand for Sale to Holder of Shares Less than One Unit*), the conversion of securities that will or can be converted to shares of the Company’s common stock, or the exercise of stock acquisition rights (including those attached to bonds with stock acquisition rights) for which the holder may request the delivery of shares of the Company’s common stock), and when the Company conducts an allotment of shares without compensation to the common stock holders of other class shares or distributes shares of the stock of another company to common stock holders.

5. Stock acquisition rights exercise period

The stock acquisition rights exercise period shall be determined by the Board of Directors of the Company, within a range of no more than eight years from the day when two years have passed since the Allocation Date.

6. Restrictions on the acquisition of stock acquisition rights via transfer

The acquisition of stock acquisition rights via transfer is subject to approval by resolution of the Board of Directors of the Company.

7. Conditions for exercising stock acquisition rights

In the event that a holder of stock acquisition rights waives his or her stock acquisition rights, he or she may not exercise the stock acquisition rights in question. The Board of Directors of the Company shall establish other conditions for the exercise of stock acquisition rights.

Granting of retirement benefits for retiring Directors

Toshihide Ohzono and Hirokazu Kojima will retire as Directors at the conclusion of this General Meeting of Shareholders owing to the expiration of their terms of office, and as such, the Company wishes to grant these two persons retirement benefits within a scope deemed appropriate under the Company's prescribed standards in recognition of their service as Directors. The Company proposes that the specific amounts, the timing and method of payment, and other factors be determined by the Board of Directors.

The brief career histories of the retiring Directors are as described below.

Name	Career summary		
Toshihide Ohzono	2016	June	Director, SOU Inc. (currently the Company) (current position)
Hirokazu Kojima	2018	November	Director, SOU Inc. (currently the Company) (current position)