# **EPS**GROUP



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(Translation)

Company Name EPS Holdings, Inc.

Representative Yan Hao, Chairman &CEO Stock Code 4282, TSE First Section

Contact Shuzo Orihashi

Director & Executive Corporate

^ cc

e-mail ir@eps.co.jp

# Notice of Capital and Business Partnership and Disposition of Treasury Stock through Third-Party Allocation

EPS Holdings, Inc. (hereafter the Company) hereby announces that at its Board of Directors meeting held on September 27, 2016, a resolution was passed to enter into a capital and business partnership with SUZUKEN Co., Ltd. (hereafter SUZUKEN), and to dispose of its treasury stock through third-party allocation to the said company.

#### **Details**

# I. Summary of Capital and Business Partnership

1. Reasons for and Purpose of the Partnership

The pharmaceutical industry to which pharmaceutical manufacturers, the EPS Group's major client base, belong, has in recent years struggled to develop new drugs and, with the tightening of approval measures and revisions of the medical system, continues to find itself in a difficult business climate. Facing growing research and development costs and the expiration of patents for their mainstay products, pharmaceutical manufacturers are striving to optimize their organizational structures and augmenting outsourcing with an aim to achieve speedier and more effective development of pharmaceuticals.

Amid changes to the business climate surrounding development of pharmaceuticals and medical devices, the EPS Group has defined a management philosophy based on its corporate mission to "contribute to advancement of the healthcare industry by providing high-value-added solutions to our clients." In Japan, the Group operates CRO\*1, SMO\*2, and CSO\*3 Businesses, and overseas, Global Research Business\*4 involving clinical trials as well as EKISHIN (China) Business\*5.

The Suzuken group focuses on the "health creation." Its core business is sales of ethical drugs, diagnostic agents, medical equipment and materials to medical institutions and insurance pharmacies (Pharmaceutical Distribution Business). It also operates a range of other businesses related to medicine and health, including Pharmaceutical Manufacturing Business that produces ethical drugs and diagnostic agents; Dispensing Pharmacies Business that dispenses medicine prescribed by medical institutions; Pharmaceutical Manufacturers Support Business that provides a logistics contracting service for pharmaceutical manufacturers and for the distribution of orphan drugs.

The Company and SUZUKEN have agreed to enter into a capital and business partnership in order to utilize both firms' management resources and expertise to further develop their respective businesses in Japan and Asia, particularly in China, and contribute to the medical and healthcare industries.

In Japan, this partnership will enable the joint promotion of CRO Business, SMO Business, CSO Business, and their ancillary activities. Further, by jointly developing new business areas, the two companies will aim to provide new added-value mainly for pharmaceutical companies and medical institutions.

With respect to businesses in China, EPS EKISHIN Co., Ltd. (hereafter EPS EKISHIN), a consolidated subsidiary of the Company handling all businesses in China for the EPS Group, will engage in a third-party allocation of shares to SUZUKEN in order to promote businesses together. In addition to strengthening the existing business activities of both groups in China, the two groups will aim to create new added-value in the areas of manufacturing support, logistics, and other medical service areas.

\*Notes

- \*1 CRO: Contract Research Organization -- Refers to organizations (or individuals) undertaking various processes associated with clinical trial operation and management for a pharmaceutical firm.
- \*2 SMO: Site Management Organization -- Refers to organizations (or individuals) undertaking part of processes of conducting clinical trials for medical institutions
- \*3 CSO: Contract Sales Organization -- Refers to organizations, institutions, or individuals that undertake sales and marketing activities for pharmaceutical manufacturers, as well as organizations (or individuals) that undertake for a pharmaceutical firm operations of MRs (medical representatives) to provide and collect information on indications, adverse reactions and proper use of drugs to medical institutions.
- \*4 Global Research Business -- Involves clinical trials overseas. Currently conducts CRO business activities in China, Hong Kong, Taiwan, South Korea, and Singapore.
- \*5 EKISHIN (China) Business -- As a specialized trading firm in the Japan-China healthcare sector, EKISHIN is composed of three divisions: medical devices, pharmaceuticals, and peripheral support. Acting as a link between Japan and China for the promotion of pharmaceutical and medical businesses and projects therein, and capitalizing on its network in the Chinese market, this business segment conducts comprehensive market research on business development for consulting and provides other services to meet the needs of Japanese and Chinese firms.

## 2. Details of the Capital and Business Partnership

## (1) Capital Partnership

This agreement provides that the Company will acquire SUZUKEN shares and SUZUKEN will acquire shares of the Company and EPS EKISHIN.

- ① Acquisition of SUZUKEN shares by the Company

  The Company will acquire 632,000 shares of common stock in SUZUKEN (0.61% of shares outstanding for SUZUKEN) from its treasury stock through a third-party allocation. For details, please refer to "II. Acquisition of SUZUKEN Shares" below.
- ② Acquisition of the Company shares by SUZUKEN A portion of the Company shares will be disposed to SUZUKEN through a third-party allocation. For details, please refer to "III. Disposition of Treasury Stock through Third-Party Allocation" below.
- ③ Acquisition of new shares in the Company's consolidated subsidiary by SUZUKEN EPS EKISHIN, a consolidated subsidiary of the Company, will carry out a third-party allocation of new shares with SUZUKEN as the allottee. For details, please refer to "IV. Third-Party Allocation of New Shares through Consolidated Subsidiary" below.
- ④ Transactions 1 through 3 above are to be carried out as a single integrated transaction, with the following conditions attached.
  - A. The condition precedent to this third-party allocation of the Company shares is that the acquisition of SUZUKEN shares has been effectively carried out through its third-party allocation.
  - B. The condition precedent to the third-party allocation of EPS EKISHIN shares is that the third-party allocation of the Company shares has been effectively carried out.

## (2) Details of the Business Partnership

In this capital and business partnership, the Company, SUZUKEN, and EPS EKISHIN have agreed to hold concrete talks on the realization of the below-described business partnership and on the adjustment of economic conditions. The terms agreed to by both parties through these talks shall be recorded in MOU or formalized through separate contracts.

- ① Utilization of the management resources of both firms in Japan to build a "one-stop contract model" spanning clinical trials and filing for pharmaceuticals and medical devices, their sales, distribution, post-launch market research, administration support, and response to enquiries, as well as to create new added-value through joint development.
- ② Creation of new added-value through improved functionality of existing businesses, export and commoditization of Japanese medical services, and the development of new medical services with an aim to make further contributions

- to the Chinese healthcare industry.
- 3 Joint research on businesses in the global healthcare field in Asia and elsewhere and development of new business in the field.
- ④ Enhancement of skills and effective use of employees at both firms through collaboration in education and training
- ⑤ Other collaborations for the effective use of management resources of both firms

## 3. Summary of Parties to Business Partnership

For a summary of SUZUKEN, please see "III. Disposition of Treasury Stock through Third-Party Allocation" and "6. Reasons for Selection of the Allottee, etc.; (1) Outline of the Allottee."

## 4. Schedule

(1)	The Board of Directors meeting	September 27, 2016
(2)	Capital and business partnership contract conclusion	September 27, 2016
(3)	Date of payment for the third- party allocation of shares	October 18, 2016

#### 5. Future Outlook

Effects of this partnership on the current fiscal term performance is expected to be minimal, but a stronger relationship with SUZUKEN will support growth and expansion of the Company's businesses, likely leading to increased enterprise value in the medium- and long-term.

# II. Acquisition of SUZUKEN Shares

# 1. Summary of acquisition

(1)	Type and number of	632,000 shares of common stock in SUZUKEN	
	shares to be acquired		
(2)	Acquisition method	Underwriting of treasury stock through third-party allocation	
(3)	Acquisition date	October 18, 2016	
(4)	Share value	JPY3,161 per share	
(5)	Total share value	JPY1,997,752,000	
(6)	Miscellaneous	The above terms shall be subject to condition precedent that filings under the	
		Financial Instruments and Exchange Act have taken effect.	

## 2. Future Outlook

Effects of this share acquisition on the current fiscal term performance is expected to be minimal, but a stronger relationship with SUZUKEN will support growth and expansion of the Company's business, likely leading to increased enterprise value in the medium- and long-term.

# III. Disposition of Treasury Stock through Third-Party Allocation

# 1. Summary of Disposition

(1)	Disposition date	October 18, 2016	
(2)	Amount of Treasury	1,504,000 shares of common stock	
	stock to be disposed	1,504,000 shares of confinion stock	
(3)	Disposition value	JPY 1,329 per share	
(4)	Total disposition value	JPY 1,998,816,000	
(5)	Disposition or allocation	All shares to be allotted to SUZUKEN via third-party allocation	
	method (planned		

	allottee)		
(6)	Miscellaneous	ellaneous Condition precedent to the above terms is that the securities registration statement	
		be filed under the Financial Instruments and Exchange Act and goes into effect and	
		that the acquisition of SUZUKEN common shares by the Company has been	
		effectively carried out.	

# 2. Reasons for and Purpose of Disposition

Please refer to "I. Summary of Capital and Business Partnership."

#### 3. Amount, Use, and Scheduled Timing of Expenditure of Funds to Be Raised

## (1) Amount of Funds to Be Raised

1	Total amount to be paid	JPY1,998,816,000
2	Estimated costs of issuance	JPY 3,432,000
3	Estimated net amount	JPY 1,995,384,000

Notes: 1. Consumption tax is not included in the estimated costs of issuance.

2. The costs of issuance above are various procedural fees and other expenses.

## (2) Use of Funds to Be Raised

The estimated net amount of JPY1,995,384,000 is to be used for the capital and business partnership stated in "I. Summary of Capital and Business Partnership, 1. Reasons for and Purpose of Partnership," with the entirety of the amount to be allocated for the acquisition of ordinary shares of SUZUKEN.

#### 4. Rationale for the Use of Funds to Be Raised

As described in the "2. Reasons for and Purpose of Disposition" above, this third-party allocation of shares is intended to utilize the management resources and expertise of both groups and expand their respective businesses in Japan and Asia, particularly in China. In these ways, the Company aims to contribute to the medical and healthcare industries while also expanding its profit base. The Company believes that through such efforts its enterprise value will increase in the mid- and long-term, and therefore deems the capital use for this third-party allocation to be reasonable.

#### 5. Rationale for Conditions of Issuance

## (1) Basis for Calculation of Amount to Be Paid and Details Thereof

Through negotiations with SUZUKEN, the disposition value has been set at the average of the closing prices of ordinary shares of the Company on the Tokyo Stock Exchange for a period spanning one month until the day immediately preceding the day on which the decision regarding the third-party allotment was made at the Board of Directors meeting (from August 27, 2016 to September 26, 2016). As a result, the value is decided at JPY1,329 (the number is rounded down to the nearest single yen value). The Company believed that using an average share price for a certain period – a leveled price – would allow for the removal of extraordinary factors, such as temporary price shifts, and be therefore more objective and reasonable as the basis of calculation. The period taken into the basis of calculation was one month immediately preceding the day on which the decision regarding the third-party allotment was made at the Board of Directors meeting on the grounds that using a period closest to the recent market price rather than a period of three or six months would be more reasonable. The "Guidelines Concerning Treatment of Capital Increase through Third-Party Share Allocations" stipulated by the Japan Securities Dealers Association (April 1, 2010) sets forth that when issuing shares through a third-party allocation, the amount paid must be based on the share price on the day immediately preceding the day on which the decision regarding such third-party allotment is made at the Board of Directors meeting (where no transactions were made on the preceding day, the share price on the most recent day shall apply).

The disposition price (JPY1,329) represents a 2.42% discount of the closing price (JPY1,362) of the Company's ordinary shares at the Tokyo Stock Exchange on the business day (September 26, 2016) prior to the aforementioned meeting and decision of the Board, and a 0.91% premium on the average closing price (JPY1,317) of its ordinary shares

over a three month period spanning June 27, 2016 to September 26, 2016, and a 1.92% discount of the average closing price (JPY1,355) of its ordinary shares over a six month period spanning March 27, 2016 to September 26, 2016. Considering the recent price range of its ordinary shares, the Company thinks that the disposition value is not set particularly advantageous to either party. Further, the Company believes that the above basis of calculation for the disposition value conforms to the "Guidelines Concerning Treatment of Capital Increase through Third-Party Share Allocations" stipulated by the Japan Securities Dealers Association.

The Company's all three auditors who attended the Board of Directors meeting on the day and took part in the discussion concerning the third-party share allocation affirmed that the disposition value and price based on the above basis of calculation were drawing on the objective market prices that indicated the value of the Company's common shares. They also stated that they were in accordance with the Guidelines Concerning Treatment of Capital Increase through Third-Party Share Allocations' stipulated by the Japan Securities Dealers Association, and in light of the Company's latest financial status and performance, deemed reasonable, appropriate and legal, with no unfair advantage given to the allottee.

## (2) Basis for Determination of Reasonable Number of Shares to Be Issued and the Level of Dilution

The 1,504,000 ordinary shares to be allocated to SUZUKEN in this transaction correspond to 3.25% of 46,311,389 shares outstanding as of March 31, 2016 (or 3.38% of 444,865 shares with voting rights) and represent a dilution of shares. However, this third-party allocation is intended to utilize the management resources and expertise of both firms to expand their respective businesses in Japan and Asia, particularly in China, and to contribute to the medical and healthcare industries while also expanding profit bases, leading to increased enterprise value. For these reasons, the number of shares issued and the level of dilution arising from this allocation are deemed reasonable.

#### 6. Reasons for Selection of the Allottee, etc.

## (1) Outline of the Allottee (as of March 31, 2016; excluding where stated otherwise)

(1)	Name	SUZUKEN Co., Ltd.		
(2)	Headquarters	8 Higashikataha-machi, Higashi-ku, Nagoya		
(3)	Head officer	Hiromi Miyata, President and Chief Executive Officer		
(4)	Business scope	Sales and production of pharmaceuticals and operation of dispensing pharmaceuticals	nacies	
		business		
(5)	Capital	JPY13.546bn		
(6)	Established	August 10, 1946		
(7)	Outstanding shares	103,344,083		
(8)	Fiscal year end	March 31		
(9)	Number of employees	4804		
(10)	Major clients	Pharmaceutical companies, medical institutions (hospitals, clinics), dispensing pharmacies		
(11)	Main financing banks	Bank of Tokyo-Mitsubishi UFJ, Mizuho Bank		
(12)	7. Major shareholders	Japan Trustee Services Bank, Ltd. (Retirement benefit trust account re-		
	and their shareholding	trusted by Sumitomo Mitsui Trust Bank, Limited. as trustee for 5.74%		
	ratio	Shionogi & Co., Ltd.		
		Shionogi & Co., Ltd.	3.51%	
		Hiroko Bessho	2.99%	
		Japan Trustee Services Bank Ltd. (Trust account)	2.81%	
		Suzuken Group Employee Stock Ownership Association	2.77%	
		The Master Trust Bank of Japan, Ltd. (Trust account)	2.46%	
		Hisayo Izawa	2.33%	
		Eisai Co., Ltd. 2.01%		
		Astellas Pharma Inc. 1.86%		
		Japan Trustee Services Bank Ltd. (Trust account 9)	1.82%	

(13)	Relationship between the parties	(As of September 27, 2016)				
	Capital relationship	N/A				
	Personal relationship	N/A				
	Business relationship	N/A				
	Related party	The allottee to this third-party	allocation is not a party rel	ated to the Company.		
	relationship	Further, those entities and firm	ns affiliated with the allottee	e are not parties related to		
		this Company.				
(1.4)	Consolidated business perf	ormance and consolidated final	ncial status for the last three	years (units: JPYmn,		
(14)	excluding where stated oth	erwise)				
F i s c	al year	FY March 2014	FY March 2015	FY March 2016		
Conso	olidated net assets	325,996	367,798	394,098		
Conso	olidated total assets	1,027,133	1,086,685	1,178,435		
Consolidated net assets per share (JPY)  3,283.06  3,705.12			3,970.59			
Conso	olidated net sales	1,988,216	1,969,689	2,228,331		
Conso	olidated operating profit	17,840	13,240	28,244		
Conso	olidated ordinary profit	35,320	30,093	45,727		
Net in	come attributable to	21,447	18,920	28,960		
shareh	olders of the parent	21,447	18,920	28,900		
Conso (JPY)	lidated net income per share	216.30	190.82	292.13		
Divide	end per share (JPY)	54.00	54.00	69.00		

\*The Company deems that SUZUKEN, the allottee to this transaction, and their officers and affiliates have no relationships with nor links to antisocial forces. This judgement is based on the fact that SUZUKEN is listed on the Tokyo Stock Exchange, Nagoya Stock Exchange, and Sapporo Securities Exchange (collectively the "Exchanges"), and the statements under "2. Basic Policy for Building Internal Control Systems; (10) Basic thinking about the elimination of anti-social forces and the status of related activities" in "IV. Internal Control System; 2. Basic Policy for Building Internal Control Systems" on their corporate governance report submitted to the Exchanges on June 28, 2016 that read, "based on our awareness that a company is a public organ of society, and in accordance with highest ethical standards, SUZUKEN has a strong commitment to fulfilling its social responsibilities. We are resolutely opposed to anti-social forces and groups that threaten public order and safety."

# (2) Reasons for the Selection of SUZUKEN

Please refer to the "I. Summary of Capital and Business Partnership; 1. Reasons for and Purpose of Partnership" above for details on reasons for the selection of SUZUKEN to this transaction.

# (3) Ownership Policy of SUZUKEN

The Company has confirmed with SUZUKEN that it intends to retain the shares allocated through this third-party allocation for the medium- to long-term. In this business partnership agreement, the Company and SUZUKEN have agreed that SUZUKEN, the allottee, shall obtain a prior written consent of the Company should SUZUKEN intends to transfer to a third party, set a collateral, or otherwise dispose of the Company's shares during the period of this business partnership agreement.

The Company and SUZUKEN have also discussed that if SUZUKEN transfers all or part of the shares allocated within two years of payment, it shall immediately notify the Company in writing of the name and/or appellation of the recipient(s) of the shares, the number of shares transferred, and other relevant details; the Company shall report said details to the Tokyo Stock Exchange; and said report will be subject to public inspection. The Company has already received an informal consent on these terms from SUZUKEN and plans to obtain a written statement of assurance.

# (4) Confirmation of Assets of SUZUKEN with Regard to Payment for the Third-Party Allocation

Having confirmed on SUZUKEN's consolidated balance sheet in its latest quarterly report (for the first quarter of its 71st fiscal year), which was submitted to the Kanto Local Finance Bureau on August 12, 2016, the Company has confirmed that SUZUKEN possesses sufficient funds (JPY119.722bn in cash and deposits according to the BS) for the payment of the third-party share allocation and therefore sees no uncertainty regarding the payment for this third-party allocation.

## 7. Major Shareholders and their Shareholding Ratio

Prior to offering		After offering	
Y&G Limited	21.04%	Y and G LLC	21.04%
GOLDMAN, SACHS & CO. REG (Standing proxy: Goldman-Sachs Japan Co., Ltd.)	8.08%	GOLDMAN, SACHS & CO. REG (Standing proxy: Goldman-Sachs Japan Co., Ltd.)	8.08%
Japan Trustee Services Bank, Ltd. (Trust account)	6.44%	Japan Trustee Services Bank Ltd. (Trust account)	6.44%
Yukihiro Sasaki	3.22%	SUZUKEN Co., Ltd.	3.25%
Haruo Nishino	3.22%	Yukihiro Sasaki	3.22%
CBNY - GOVERNMENT OF NORWAY (Standing proxy: Citibank Japan, Ltd.)	2.64%	Haruo Nishino	3.22%
EPS Holdings, Inc.	2.52%	CBNY - GOVERNMENT OF NORWAY  (Standing proxy: Citibank Japan Ltd.)	2.64%
THE BANK OF NEW YORK (Standing proxy: Mizuho Bank, Ltd. Settlement Sales Department)	2.39%	THE BANK OF NEW YORK (Standing proxy: Mizuho Bank, Ltd. Settlement Sales Department)	2.39%
Sumitomo Life Insurance Company (Standing proxy: Japan Trustee Services Bank Ltd.)	2.33%	Sumitomo Life Insurance Company (Standing proxy: Japan Trustee Services Bank Ltd.)	2.33%
The Master Trust Bank of Japan, Ltd. (Trust account)	2.05%	The Master Trust Bank of Japan, Ltd. (Trust account)	2.05%
		EPS Holdings, Inc.	0.13%

(Note: The above information is based on the Company's shareholders list as of March 31, 2016)

## 8. Future Outlook

Effects of this share acquisition on the current fiscal term performance is expected to be minimal, but a stronger relationship with SUZUKEN will support growth and expansion of the Company's business, likely leading to increased enterprise value in the medium- and long-term.

# 9. Procedures per Code of Corporate Conduct

Given that this third-party allocation of shares has a dilution rate of less than 25% and does not involve any shift in controlling shareholders, it does not require to obtain opinions from an independent third party nor to confirm the intent of each shareholder as stipulated in Article 432 of the Tokyo Stock Exchange's Securities Regulations.

# 10. State of Business and Equity Finance over the Last Three Years

# (1) Three-Year Performance (consolidated; units: JPYmn, excluding where stated otherwise)

	FY September 2013	FY September 2014	FY September 2015
Consolidated net sales	37,584	41,800	45,202
Consolidated operating profit	3,497	4,491	5,482
Consolidated ordinary profit	3,540	4,242	5,362
Net income attributable to	1,709	1,828	2,163

shareholders of the parent			
Consolidated net income per share (JPY)	47.81	51.54	58.14
Dividends per share (JPY)	18.00	18.00	18.00
Consolidated net assets per share (JPY)	488.90	533.49	614.27

Note: A 2:1 stock split was executed on April 1, 2013 and then again a 100:1 stock split on April 1, 2014. Consolidated net income per share, dividends per share, and consolidated net assets per share are calculated assuming that these stock splits had taken place at the start of the fiscal year ended September 2013.

# (2) Shares Outstanding and Dilutive Shares as of September 27, 2016

	Number of shares	Percentage of issued shares
Shares Outstanding	46,311,389	100%
Dilutive shares at current conversion price (strike price)	_	_
Dilutive shares at minimum conversion price (strike price)	_	
Dilutive shares at maximum conversion price (strike price)	_	_

# (3) Recent Share Prices

## 1. Share Prices over the Last Three Years

	FY September 2013	FY September 2014	FY September 2015
Opening price	222,000 JPY □ 133,000 JPY	95,900 JPY ■1,170 JPY	1,428 JPY
High price	304,500 JPY □169,100 JPY	140,000 JPY ■1,476 JPY	1,627 JPY
Low price	199,400 JPY □89,000 JPY	90,500 JPY ■936 JPY	1,099 JPY
Closing price	271,100 JPY □95,900 JPY	113,900 JPY ■1,417 JPY	1,169 JPY

Note: 1 -- □ symbol refers to an ex-rights share price following a 2:1 stock split on April 1, 2013.

# 2. Share Prices over the Last Six Months

	March 2016	April	May	June	July	August
Opening price	1,400 JPY	1,401 JPY	1,353 JPY	1,420 JPY	1,262 JPY	1,438 JPY
High price	1,543 JPY	1,492 JPY	1,467 JPY	1,529 JPY	1,450 JPY	1,484 JPY
Low price	price 1,351 JPY 1,260 JPY	1,335 JPY 1,2	1,253 JPY	1,233 JPY	1,227 JPY	
Closing price	1,376 JPY	1,384 JPY	1,442 JPY	1,284 JPY	1,408 JPY	1,300 JPY

# 3. Share Price on the Business Day Immediately Preceding the Day of the Resolution for issuance

	September 26, 2016
Opening price	1,370 JPY
High price	1,383 JPY
Low price	1,360 JPY
Closing price	1,362 JPY

# (4) State of Equity Finance over the Last Three Years

N/A

<sup>2 -- ■</sup> symbol refers to an ex-rights share price following a 100:1 stock split on April 1, 2014.

# 11. Disposition Details

(1)	Type and number of shares	1,504,000 shares of common stock
(2)	Amount to be paid	JPY1,329 per share
(3)	Total amount to be paid	JPY1,998,816,000
(4)	Application period	October 18, 2016
(5)	Date of payment	October 18, 2016
(6)	Disposition or allocation method and disposition to	All shares to be allocated to SUZUKEN via third-party
		allocation
(7)	Miscellaneous	The above terms are subject to a condition precedent that
		the securities registration statement be filed under the
		Financial Instruments and Exchange Act and goes into
		effect and that the acquisition of SUZUKEN common
		shares by the Company has been effectively carried out.

# IV. Third-Party Allocation of New Shares through Consolidated Subsidiary

# 1. Summary of Offering

	(1)	Consolidated subsidiary	EDG EWIGHT	
		conducting third-party	EPS EKISHIN	
		allocation of new shares		
	(2)	Overview of the	Professional trading business linking Japan, China, and Southeast Asia in the	
		consolidated subsidiary	healthcare industry and overseeing EKISHIN (China)'s business segments	
			(Manufacture and sale of medical devices in China, investment in	
			pharmaceuticals and healthcare, import and sale of research materials in	
			Japan, and other consulting services)	
(3)	(3)	Type and number of shares	3,500 shares of EPS EKISHIN's common stock	
		issued		
	(4)	Offering and allocation		
		method	All shares to be allocated to SUZUKEN via third-party allocation	
		(Scheduled allottee)		
	(5)	Date of the Resolution at		
		the Ordinary General	September 27, 2016	
		Meeting of Shareholders		
	(6)	Date of payment	October 18, 2016	
	(7)	Issue price	JPY771,500 per share	
	(8)	Total amount to be paid	JPY2,700,250,000	
	(9)	EPS EKISHIN shareholder	The Common (5.00)	
		structure following the	The Company: 65.0% SUZUKEN: 35.0%	
		third-party allocation		
	(10)	Use of funds	Business investment	
	(11)	Miscellaneous	The above terms are subject to a condition precedent that the third-party	
			allocation of the Company shares to SUZUKEN has been effectively carried	
			out.	

# 2. Future outlook

Effects of this share allocation on the current fiscal term performance is expected to be minimal, but a stronger relationship with SUZUKEN will support growth and expansion of the Company's business, likely leading to increased enterprise value in the medium- and long-term.