

December 13, 2022

Company Name: COPRO-HOLDINGS. Co., Ltd.

Chief Executive Officer: Kosuke Kiyokawa

(Ticker symbol: 7059, TSE Prime, NSE Premier)

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Notice Regarding Acquisition of Sub-Subsidiary, COPRO VIETNAM CO., LTD. Shares and Making it a Wholly-Owned Subsidiary

COPRO-HOLDINGS. Co., Ltd. (the “Company”), hereby announces that at the meeting of the Board of Directors held on December 13, 2022, the Company resolved to acquire all outstanding shares in COPRO VIETNAM CO., LTD., a wholly-owned subsidiary of COPRO GLOBALS PTE. LTD., to make COPRO VIETNAM CO., LTD. a wholly-owned subsidiary of the Company.

1. Purpose of Share Acquisition

The share acquisition is aimed at reorganizing the structure of subsidiaries and sub-subsidiaries within the Company to enhance the efficiency of business operations of the whole group by making COPRO VIETNAM CO., LTD. currently a sub-subsidiary, a wholly-owned subsidiary of the Company.

2. Overview of New Wholly-Owned Subsidiary

(1) Company name	COPRO VIETNAM CO., LTD.	
(2) Location	Hanoi City, Socialist Republic of Vietnam	
(3) Representative	Kosuke Kiyokawa	
(4) Businesses description	Human resource development, dispatching, and recruitment business in Socialist Republic of Vietnam	
(5) Share capital	6,720 million dongs (32 million yen)	
(6) Date of establishment	April 1, 2021	
(7) Investment ratio	COPRO GLOBALS PTE. LTD. 100%	
(8) Relationship between the Company and the new wholly-owned subsidiary	Capital relationship	Wholly owned by COPRO GLOBALS PTE. LTD., which is 100% owned subsidiary of the Company. COPRO VIETNAM CO., LTD. is a sub-subsidiary of the Company.
	Personnel relationship	Chief Executive Officer and one director of the Company serve concurrently
	Business relationship	Not applicable

(9) Business performance and financial status of COPRO VIETNAM CO., LTD. over the last three years				
Accounting period	Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2021	
			(million VND)	(million JPY)
Net assets	—	—	4,512	22
Total assets	—	—	5,269	26
Sales	—	—	—	—
Operation profit	—	—	-2,210	-10
Ordinary profit	—	—	-2,207	-10
Net income	—	—	-2,207	-10

Note: Capital is converted at the exchange rate at the time of establishment (1 Vietnamese Dong = 0.00482 yen).

Figures for the fiscal year ended December 31, 2021 are converted at the exchange rate as of December 31, 2021 (1 Vietnamese Dong = 0.00503 yen).

3. Overview of Company from Which Shares Will Be Acquired

(1) Company name	COPRO GLOBALS PTE. LTD.	
(2) Location	Republic of Singapore	
(3) Representative	Kosuke Kiyokawa	
(4) Businesses description	Marketing research in ASEAN, dispatching and recruitment business in Republic of Singapore	
(5) Share capital	665,000 Singapore dollars (53 million yen)	
(6) Date of establishment	April 1, 2020	
(7) Net assets	412,641 Singapore dollars (34 million yen)	
(8) Total assets	417,189 Singapore dollars (34 million yen)	
(9) Investment ratio	COPRO-HOLDINGS. Co., Ltd. 100%	
(10) Relationship between the Company and the subsidiary company	Capital relationship	Wholly owned by the Company
	Personnel relationship	Chief Executive Officer and one director of the Company serve concurrently
	Business relationship	Not applicable
	Status as a related party	Wholly-owned subsidiary

4. Number of Shares before and after the Acquisition and the Purchase Price

(1) Shares owned before the share acquisition	0 share (Voting rights: 0%)
(2) Percentage of shares to be acquired	100%
(3) Purchase price	Approx. 2,394 million dong (approx.13 million yen) (planned)
(4) Shares owned after the share acquisition	100% (Voting rights: 100%)

Note: Acquisition price figures are converted at the exchange rate as of the end of November 2022 (1 Vietnamese Dong = 0.005596 yen).

5. Schedule

(1) Approval of share acquisition by board of directors	December 13, 2022
(2) Conclusion of share acquisition agreement	February 13, 2023 (planned)
(3) Effective date of share acquisition	February 13, 2023 (planned)

6. Outlook

The impact on consolidated results for the fiscal year ending March 31, 2023 is expected to be minor.

End