



May 19, 2014

To whom it may concern:

Company Name: Asahi Holdings, Inc.
Representative: Mitsuharu Terayama, CEO
(Code: 5857, First Section of the Tokyo Stock Exchange)
Contact: Keitaro Shigemasa, Director
(Phone: 03-6270-1833)

Notification on Acquisition of Shares of
FUJI MEDICAL INSTRUMENTS MFG. CO., LTD.

Asahi Holdings, Inc. (hereinafter “Asahi”) hereby notifies that it was resolved at the Board Meeting of the Company held today that Japan Waste Corporation (hereinafter “the Company”), our consolidated subsidiary, will acquire the shares of FUJI MEDICAL INSTRUMENTS MFG. CO., LTD.(hereinafter “Fujiiryoki”) to make it its subsidiary as follows:

1. Reason for the share acquisition

Since the foundation in 1954, “Fujiiryoki” is engaged in manufacturing and selling of health-related products such as massaging tools, hearing aids, electric therapy apparatus for household use, alkaline water ionizer, etc. “Fujiiryoki” boasts its superior product development capability and its brand power as the domestic leading company in the massage chair market. As for hearing aids, home electric therapy apparatus, etc., “Fujiiryoki” provides a variety of products, which are approved by the pharmaceutical affairs law, and has become a “comprehensive manufacturer of health and beauty”, offering specialized products with outstanding quality. Each product, which requires expertise and know-how, is delivered to each customer respectively through a variety of sales network such as large scale home appliance stores, JA (Japan Agricultural Cooperation), local electronic appliance shops, catalogue companies, overseas agencies, etc. “Fujiiryoki” develops its business domestically and abroad leveraging its own sales network and marketing capabilities acquired through many years of experience.

As the number of senior people increase in Japan, the healthcare-related equipment industry, which has gained its social significance to maintain human life healthy, is one of few markets expected for growth in the future.

By incorporating “Fujiiryoki” into our group companies, we will expand our business domain. In addition, we will enhance our growth potential and profitability by creating new business opportunities leveraging the mutual business bases – the sales of “Fujiiryoki” medical devices through our nationwide network of hospitals and dental clinics developed over the years and the sales of our group products through the “Fujiiryoki” sales and marketing network.

2. Overview of “Fujiiryoki”

(1) Name	FUJI MEDICAL INSTRUMENTS MFG. CO., LTD.
(2) Location	1-22, Noninbashi 1-chome, Chuo-ku, Osaka 540-0011 JAPAN
(3) Representative & Title	Sadao Kihara, President
(4) Type of Business	Manufacturing and sales of health-care related instruments
(5) Capital in paid	JPY 300 million
(6) Establishment	April 13, 1965
(7) Major Shareholders and Shareholding Ratio	Investment funds relating to Next Capital Partners (including a joint investor) : 80.9% (Refer to “NOTE”)

(8) Relationship with “Asahi”	Capital Relationship	There is no capital relationship between “Asahi” and “Fujiiryoki”. Also there is nothing worth of special mention in capital relationship between “Asahi” and its subsidiaries.
	Personal Relationship	There is no personal relationship between “Asahi” and “Fujiiryoki”. Also there is nothing worth of special mention in personal relationship between “Asahi” and its subsidiaries.
	Business Relationship	There is no business relationship between “Asahi” and “Fujiiryoki”. Also there is nothing worth of special mention in personal relationship between “Asahi” and its subsidiaries.

(9) Results of Operation and Financial Conditions of past 3 years of “Fujiiryoki” (in millions of yen, unless otherwise specified)

Fiscal Year Ended	August 2011	August 2012	August 2013
Net Sales	17,026	18,584	17,206
Operating Income	825	1,210	515
Ordinary Income	625	1,060	430
Net Income	667	1,084	31
Net Income per Share	2,226.34 yen	3,613.43 yen	103.73 yen
Net Assets	866	1,950	1,980
Total Assets	12,192	11,437	10,371
Net Assets per Share	2,889.20 yen	6,502.53 yen	6,603.14 yen
Cash Dividend per Share	—	—	—

(NOTE) Total Share of investment funds relating to Next Capital Partners Co., Ltd. including joint investors: (Next Capital Partners Limited Partners, Pacific Chiyoda L.P., Next Capital Partners II Limited Partnership, Kojimachi Opportunities Funds, L.P., Hanzomon Opportunities Funds, L.P.) Remaining shares are owned by individual shareholders.

3. Overview of Next Capital Partners Co., Ltd.

(1) Location	Burex Kojimachi, 3-5-2 Kojimachi, Chiyoda-ku, Tokyo, 102-0083 JAPAN	
(2) Representative & Title	Hisao Tateishi, CEO	
(3) Type of Business	Investment, Consulting, and all other associated business operation	
(4) Capital in Paid	JPY 50 million	
(5) Establishment	July 1, 2005	
(6) Net Assets	JPY 151 million	
(7) Total Assets	JPY 2,735 million	
(8) Relationship with “Asahi”	Capital Relationship	There is no capital relationship between “Asahi” and “Next Capital Partners”. Also there is nothing worth of special mention in capital relationship between “Asahi” and its subsidiaries.
	Personal Relationship	There is no personal relationship between “Asahi” and “Next Capital Partners”. Also there is nothing worth of special mention in personal relationship between “Asahi” and its subsidiaries.
	Business Relationship	There is no business relationship between “Asahi” and “Next Capital Partners”. Also there is nothing worth of special mention in personal relationship between “Asahi” and its subsidiaries.

4. Number of shares acquired and number of shares to be held by “Asahi” before/after the acquisition

(1) Number of Shares Held by “Asahi” before Acquisition	Common stock: 0 shares (Number of voting rights: 0) (Holding ratio of voting rights: 0.0%)
(2) Number of Shares Acquired	Common stock: 242,828 shares (Holding ratio of voting rights: :242,828 shares)
(3) Acquisition Price	Common stock: JPY 7,800 million
(3) Number of Shares Held by “Asahi” after Acquisition	242,828 shares (Number of voting rights: 242,828 shares) (Holding ratio of voting rights: 80.9%)

5. Schedule

(1) Board Resolution Date	May 19, 2014
(2) Date of Execution	May 19, 2014
(3) Share Transfer Date (scheduled)	July 1, 2014

(NOTE) Regarding Share Transfer Date, the fixed date will be announced after procedures regarding the “Act on Prohibition of Private Monopolization and Maintenance of Fair Trade” is completed.

6. Future Outlook

The impact of “Fujiiryoki” becoming a consolidated subsidiary to our Fiscal Year 2014 financial results, ending March 2015, is under examination. We plan to develop our business plan and notify revised financial results forecast shortly after the completion of the share transfer. In accordance with this acquisition, we will newly add a business segment “Life and Health Business” to our group business segments.

(Reference) Forecast of FY2014 ending March 31, 2015 (released on May 12, 2014) and Actual Consolidated Financial Results for FY2013

	Net Sales	Operating Income	Ordinary Income	Net Income
	Millions in yen	Millions in yen	Millions in yen	Millions in yen
FY2014 ending March 31, 2015 (Forecast)	96,000	10,000	10,000	6,300
FY2013 ended March 31, 2014 (Actual)	94,254	9,629	9,985	5,969