



February 9, 2010

(Translated from the Japanese original)

Company Name: IT Holdings Corporation  
URL: <http://www.itholdings.co.jp>  
Representative: Susumu Okamoto, President  
Stock Listing: First Section of the Tokyo Stock Exchange  
Stock Code: 3626  
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## **Notice regarding Corporate Divestiture of Subsidiary INTEC under New Group Formation**

The Board of Directors at IT Holdings (hereafter, “the Company”) resolved on February 9, 2010 that the Company would assume the portion of stock held by INTEC Inc. (hereafter, “INTEC”), a subsidiary of the Company, in two of its subsidiaries by way of corporate divestiture absorbed by the Company (hereafter, “the Divestiture”), effective April 1, 2010. Details are provided below.

Please note that some details of disclosure have been omitted from this press release because simple divestiture of a wholly owned subsidiary does not require such information.

### **Details**

#### **1. Purpose of the Divestiture**

Since its establishment, the Company has endeavored to strengthen the IT Holdings Group and enhance management efficiency through a gradual process of realignment within the Group. The Divestiture, which will turn two INTEC subsidiaries—IUK Inc. and Chuo System Corporation—into direct subsidiaries of the Company, is part of this process, and the Board of Directors feels that INTEC’s divestiture of these two subsidiaries will contribute most effectively to expansion of the Group’s business.

#### **2. Overview of the Divestiture**

##### **(1) Schedule**

February 9, 2010	Board of Directors’ meeting approving the Divestiture
February 9, 2010	Conclude agreement for corporate the Divestiture
April 1, 2010	Date of the Divestiture (planned effective date)

Note: Neither INTEC nor the Company are required to obtain approval of the Divestiture at a general meeting of shareholders because for INTEC, the divesting company, it is regarded as a summary absorption-type corporate divestiture under Article 784, Paragraph 1 of the Company Law, and for the Company, the succeeding company, it is regarded as a simplified absorption-type corporate divestiture under Article 796, Paragraph 3 of the same law.

- (2) **Method**  
The Divestiture will be based on the absorption-type corporate divestiture method, wherein the divesting company is INTEC, a wholly owned subsidiary of the Company, and the succeeding company is the Company.
- (3) **Details of Share Allocation Through The Divestiture**  
No shares of stock will be allocated to INTEC, because INTEC is a wholly owned subsidiary of the Company.
- (4) **Capitalization Increase Through The Divestiture**  
No capitalization increase will occur through the Divestiture
- (5) **Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in the Divesting Company**  
Not applicable.
- (6) **Rights and Obligations Assumed by the Succeeding Company**  
Upon the effective date of the Divestiture, the Company will assume the assets listed in the table below and the associated rights and obligations that INTEC holds related to the management of the subject subsidiaries. The Company will not assume liabilities.
- (7) **Expectations for Fulfillment of Financial Obligations**  
Management at the Company, the succeeding company, and at INTEC, the divesting company, anticipate no problems in regard to fulfillment of financial obligations that come due after the effective date.

### 3. Summary of the Relevant Companies

(As of December 31, 2009)

(1) Name	IT Holdings Corporation (succeeding company)	INTEC Inc. (divesting company)
(2) Business	Management and business execution of group companies, and related business	Software development, system integration, networking, outsourcing and IT consulting businesses
(3) Established	April 1, 2008	January 11, 1964
(4) Head office	5-5, Ushijima-shinmachi, Toyama, Toyama	5-5, Ushijima-shinmachi, Toyama, Toyama
(5) Representative	Susumu Okamoto, President	Katsuki Kanaoka, President
(6) Paid-in capital	¥10,001 million	¥20,830 million
(7) Number of shares issued	86,373 thousand shares	48,808 thousand shares
(8) Net assets	¥148,200 million (Consolidated)	¥56,050 million (Nonconsolidated)
(9) Total assets	¥305,831 million (Consolidated)	¥118,512 million (Nonconsolidated)
(10) Fiscal period	March 31	March 31
(11) Major shareholder and shareholding ratio	Japan Trustee Services Bank, Ltd. 17.53% The Master Trust Bank of Japan, Ltd. 10.08% Japan Trustee Service Bank, Ltd. 4.21% Nippon Life Insurance Company 3.00% The Bank of Tokyo-Mitsubishi UFJ, Ltd. 2.39% (As of September 30, 2009)	IT Holdings Corporation 100%

**4. Overview of Assets to be Assumed**

(1) Assets to be Assumed

NTEC's equity stake in the two subsidiaries

(2) Asset Entries and Amounts

Based on the Divestiture agreement signed by the Company and INTEC on February 9, 2010, the Company will assume the following equity holdings in INTEC subsidiaries:

100% stake in IUK and a 95.7% stake in Chuo System. Book value of the stock transferred to the Company will be ¥1,565 million.

**5. Listed Company Status Following The Divestiture**

The Divestiture will not result in any changes to the Company's stock code, business description, head office address, name and position of representative, capitalization or fiscal period.

**6. Outlook**

The Divestiture will have no impact on the Company's consolidated business results for fiscal 2010.

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