

# News Release

FOR IMMEDIATE RELEASE

## Notice Concerning Joint Incorporation-Type Corporate Split and Transfer of Incorporated Company Shares

Tokyo, December 22, 2014 – Hitachi High-Technologies Corporation (TOKYO: 8306, Hitachi High-Tech) announced that a Board of Directors meeting held today resolved to sell the semiconductor back-end process equipment business (die bonders business) of Hitachi High-Tech and its wholly owned subsidiary, Hitachi High-Tech Instruments Co., Ltd. (Hitachi High-Tech Instruments) to TY Holdings Co., Ltd. (TY Holdings). For the method of the sale, Hitachi High-Tech has resolved that it will jointly establish a new company with Hitachi High-Tech Instruments by a joint incorporation-type corporate split, and after transferring the die bonders business to the newly established company, transfer all of the new company's shares held by Hitachi High-Tech to TY Holdings.

Since the incorporation-type corporate split is a simple corporate split conducted jointly with a consolidated subsidiary, Hitachi High-Tech will omit some disclosure items in its disclosure.

### 1. Aim of the corporate split and share transfer

The Hitachi High-Tech Group has utilized the technological and product development capabilities cultivated by Hitachi High-Tech Instruments to strengthen the business base of the die bonders business and improve the competitiveness of its products.

However, in a rapidly changing market environment, it is important to conduct business operations at a faster pace if it is to secure stable earnings while meeting customers' expectations. Hitachi High-Tech has therefore decided to transfer the die bonders business to TY Holdings in order to promote further management efficiency.

### 2. Outline of the corporate split and share transfer

#### (1) Schedule of the corporate split and share transfer

Resolution date of Board of Directors meeting (Hitachi High-Tech)	December 22, 2014
Conclusion date of share transfer agreement (Hitachi High-Tech)	December 24, 2014 (planned)
Board of Directors meeting to approve plan for incorporation-type corporate split (Hitachi High-Tech Instruments)	January 21, 2015 (planned)
Board of Directors meeting to approve plan for incorporation-type corporate split (Hitachi High-Tech)	January 27, 2015 (planned)
General Meeting of Shareholders' meeting to approve plan for incorporation-type corporate split (Hitachi High-Tech Instruments) (Consent of all shareholders eligible to exercise voting rights pursuant to Article 319 Paragraph 1 of the Companies Act of Japan)	March 13, 2015 (planned)
Corporate split date (effective date)	March 16, 2015 (planned)
Share transfer date	March 31, 2015 (planned)

\* Hitachi High-Tech will conduct the corporate split without obtaining the approval of the General Meeting of Shareholders, pursuant to Article 805 of the Companies Act.

#### (2) Corporate split method

The corporate split will be a joint incorporation-type corporate split with Hitachi High-Tech and

Hitachi High-Tech Instruments as the splitting companies in the incorporation-type corporate split and a new company to be jointly established by both companies (name to be determined) as the company incorporated through the incorporation-type corporate split.

(3) Other information

Further details regarding the corporate split will be announced as they are determined.

### 3. Outline of the companies involved in the corporate split

	Splitting company in the incorporation-type corporate split	Splitting company in the incorporation-type corporate split	Company incorporated through the incorporation-type corporate split (Plan at the time of incorporation)
(1) Name	Hitachi High-Technologies Corporation	Hitachi High-Tech Instruments Co., Ltd.	Undetermined
(2) Location	1-24-14 Nishi Shimbashi, Minato-ku, Tokyo	1-6 Menuma-nishi, Kumagaya-shi, Saitama Prefecture	610-5 Shimoimasuwa, Minami Alps-shi, Yamanashi Prefecture
(3) Name and position of representative	Masao Hisada, President and Chief Executive Officer	Katsuhiro Kawasaki, President	Undetermined
(4) Business activities	Design, manufacture and sale of Electronic Device Systems, Fine Technology Systems, and Science & Medical Systems, and sales of Industrial & IT Systems and Advanced Industrial Products	Design, manufacture, sale, repair, maintenance, and other services related to semiconductor manufacturing equipment	Design, manufacture, sale, repair, maintenance, and other services related to semiconductor manufacturing equipment
(5) Capital	¥7,938 million	¥450 million	¥100 million
(6) Date of establishment	April 12, 1947	December 1, 1994	March 16, 2015
(7) Number of issued shares	137,738,730	9,000	2,000
(8) Annual settlement date	March 31	March 31	March 31
(9) Major shareholders and shareholding ratios	- Hitachi, Limited. 51.64% - The Master Trust Bank of Japan, Ltd. (Trust Account) 3.11%	- Hitachi High-Technologies Corporation 100%	- Hitachi High-Technologies Corporation - Hitachi High-Tech Instruments Co., Ltd.

	- Japan Trustee Service Bank, Ltd. (Trust Account) 3.06%		(Shareholding ratio undetermined)
	- Hitachi High-Technologies Corp.'s Shareholding Association 1.46%		
	- NOMURA BANK (LUXEMBOURG) S.A. S/A NOMURA MULTI CURRENCY JAPAN STOCK LEADERS FUND 1.19%		
(10) Financial status and business results for the previous fiscal year (In millions of yen unless specified otherwise)			
	Hitachi High-Technologies Corporation (Consolidated)	Hitachi High-Tech Instruments Co., Ltd.	
Account settlement date	March 31, 2014	March 31, 2014	
Net assets	272,968	(9,672)	
Total net assets	494,934	8,196	
Net assets per share (¥)	1,981.00	(1,074,652.49)	
Net sales	639,116	11,425	
Operating income	30,431	(894)	
Ordinary income	31,102	(937)	
Net income	18,032	(628)	
Net income per share (¥)	131.11	(69,797.65)	

#### 4. Overview of business division to be split off

##### (1) Business activities of division to be split off

Hitachi High-Tech's sales function and design, manufacture, and service functions of Hitachi High-Tech Instruments in the die bonders business.

(2) Further details of the split and transferred business division will be announced as they are decided.

#### 5. Status of Hitachi High-Tech and the newly incorporated company after the corporate split

After the corporate split, the following details of Hitachi High-Tech will remain unchanged: name, location, name and position of representative, business activities (except for the business that is subject to the corporate split), capital and account settlement date. For the newly incorporated company, please refer to "3. Outline of the companies involved in the corporate split" for information about the name, location, name and position of representative,

business details, capital and account settlement date. Moreover, after the corporate split, Hitachi High-Tech plans to transfer all of the shares of the newly incorporated company to TY Holdings. Furthermore, Hitachi High-Tech selected TY Holdings as the recipient of the shares from several candidates after considering conditions such as the continuity and economic rationality of the die bonders business.

## 6. Outline of share recipient (as of December 22, 2014)

(1) Name	TY Holdings Co., Ltd.
(2) Location	17F Toranomom Towers Office, 4-1-28 Toranomom, Minato-ku, Tokyo
(3) Name and position of representative	Toru Indo, Representative Director
(4) Business activities	Management consulting and acquisition, possession, management and sales of securitized assets
(5) Capital	¥50,000
(6) Date of establishment	September 30, 2014
(7) Number of issues shares	10
(8) Account settlement date	March 31
(9) Main shareholder and shareholding ratio	Advantage Partners IV-S, ILP 100%
(10) Relationships between the companies concerned	
Capital relationships	Hitachi High-Tech and the company concerned have no relationship of note. There are also no noteworthy relationships between people related to Hitachi High-Tech and its affiliates and people related to the company concerned and its affiliates.
Personal relationships	
Trading relationships	
Status of relationship with related parties	The company concerned is not a related party of Hitachi High-Tech. Moreover, the related parties and affiliate companies of the company concerned are not related parties of Hitachi High-Tech.

## 7. Outlook

The impact of the corporate split and share transfer on Hitachi High-Tech's business results is currently being examined. If any material impact on operating results is to be expected, Hitachi High-Tech will announce it promptly upon confirmation.

### For Media Inquiries

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