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December 11, 2025

To whom it may concern

Listed company name: Shinko Shoji Co., Ltd.
Representative: Tatsuya Ogawa,
President & Representative Director
(Code No.: 8141 Tosho (Tokyo Stock
Exchange) Prime Market)
Contact : Shuji Issiki, Director
Tel: +81-3-6361-8111

Notice on Merger and Acquisition of wholly owned subsidiary (simplified merger/short form merger)

Shinko Shoji Co., Ltd. (the “Company”) hereby notifies that the Board of Directors’ meeting held today resolved on merger and acquisition (hereinafter referred to as “M&A”) of our wholly owned subsidiary Novalux Japan Company Limited (hereinafter referred to as “Novalux Japan”) effective as of April 1, 2026.

Since this M&A is a simplified merger of the wholly owned subsidiary, matters and contents to be disclosed are omitted partly.

Since Mr. Tatsuya Ogawa, president and representative director of the Company, serves as a director of Novalux Japan, he might fall under a special stakeholder. Accordingly, he did not participate in a discussion and resolution of this agenda.

1. Object of M&A

Novalux Japan has advantages in planning and consulting of a computer system, and deploys its businesses relating to entrusted development, sale and maintenance services for software and hardware and peripheral devices.

In recent years, needs for product planning for which AI and IoT is utilized have increased. In addition to our main merchandizes of semiconductors and electronic devices, it is required to build a system by which computer system and software, etc. are provided integrally. In order to adapt to these environment changes, we have decided to implement this M&A with aiming further business expansion and enhancement of our corporate values through optimization of managerial resources and integration of the group functions.

2. Summary of M&A

(1) Schedule of M&A

Date of resolution at board of directors meeting:	December 11, 2025
Date of execution of agreement of merger and acquisition:	December 11, 2025
Effective date:	April 1, 2026 (scheduled)

* No meeting of shareholders is held relating to approval of merger and acquisition since this M&A is a simplified merger as specified in Article 796.2 of the Company Law as for the Company and a short form merger as specified in Article 784.1 of the Company Law as for Novalux Japan.

(2) Method of M&A

The Company is a surviving company according to merger and acquisition method while Novalux Japan is dissolved.

(3) Allocation relating to M&A

Share stocks and other moneys are not allocated on this occasion since it is merger and acquisition of our wholly owned subsidiary.

(4) Treatment of share acquisition right and debenture with share acquisition right

Nil

3. Outline of related companies under M&A

	Surviving company	Merged company
(1) Name	Shinko Shoji Company Limited	Novalux Japan Company Limited
(2) Address	1-2-2 Osaki, Shinagawa, Tokyo	1-2-2 Osaki, Shinagawa, Tokyo
(3) Title and name of representative	Tatsuya Ogawa, president and representative director	Shingi Komoda, president and representative director
(4) Business contents	Sales of electronic components such as integrated circuits and semiconductor elements, assembly products and electronic equipment, as well as import and export associated thereto and businesses incidental thereto	<ul style="list-style-type: none"> • Entrusted development, sale and maintenance services of computer software and hardware and peripheral devices • Planning, consulting, management, operation, kitting, and various services of computer system • Design, manufacture, management and maintenance services of FPGA, control and communications boards, and units
(5) Capital	9,501 million Yen	81 million Yen
(6) Date of establishment	November 25, 1953	November 1, 1919
(7) Number of outstanding shares	31,010,566	1,638,400
(8) Accounting period	March 31	March 31
(9) Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. (trust account) 11.2% Aya Nomura (permanent agent: Mita Securities Co., Ltd.) 9.48% NORTHERN TRUST CO. (AVFC) RE NON TREATY CLIENTS ACCOUNT (permanent agent: Hong Kong Shanghai Banking Corporation Limited, Tokyo branch) 5.72% Restar Corporation 5.12% Kitai & Company Ltd. 4.86% Custody Bank of Japan, Ltd. (trust account E) 3.55% Akio Kitai 3.19%	Shinko Shoji Co., Ltd. 100%

	EUROPEAN DEPOSITARY BANK SA-DUBLIN-BUTTERMERE DEEP VALUE FUND LIMITED (permanent agent: Citybank, N.A.) 2.23% Custody Bank of Japan, Ltd. (trust account) 1.95% Kaga Electronics Co., Ltd. 1.70%	
(10)Property status and business performances of the last fiscal year		
Accounting period	March 2025 (consolidated)	March 2025 (non-consolidated)
Net assets	52,539 million Yen	1,768 million Yen
Total assets	80,051 million Yen	2,373 million Yen
Net asset per share	1,737.80 Yen	1,079.36 Yen
Turnover	116,008 million Yen	2,592 million Yen
Operating profit	637 million Yen	129 million Yen
Current profit	578 million Yen	128 million Yen
Net profit in current period attributable to shareholders of parent company	505 million Yen	77 million Yen
Net profit in current period per share	15.75 Yen	47.56 Yen

4. Situation after M&A

There is no change in our corporate name, address, title and name of the representative, business contents, capital and fiscal period.

5. Future prospect

Effect on consolidated performances of our company is slight since this M&A is a merger and acquisition of a wholly owned subsidiary.