



October 11, 2024

To whom it may concern

Company Name: Samty Holdings Co., Ltd.  
Representative: Yasuhiro Ogawa,  
Representative Director and President  
(Code 187A Price Market of the Tokyo Stock Exchange)  
Contact: Izumi Jouzuka,  
Head of IR Office, Corporate Planning Department  
Tel: 03-5224-3139

Company Name: Song Bidco G.K.  
Representative: Member Song Holdings G.K.  
Executive Manager Colm John O'Connell

**Notice Concerning Commencement of Tender Offer for  
Stock of Samty Holdings Co., Ltd. (Securities Code: 187A) by Song Bidco G.K.**

Song Bidco G.K. hereby announces that it has decided today to acquire the common stock of Samty Holdings Co., Ltd. through a tender offer as described in the attachment.

End

This disclosure material is published pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act at the request of Song Bidco G.K. (the offeror) to Samty Holdings Co., Ltd. (the target of the tender offer).

(Attachment)

"Notice Concerning Commencement of Tender Offer for Stock of Samty Holdings Co., Ltd. (Securities Code: 187A)" dated October 11, 2024

"Hillhouse Announces Tender Offer to Acquire Samty Holdings" dated October 11, 2024

October 11, 2024

To whom it may concern

|                 |                   |                     |  |
|-----------------|-------------------|---------------------|--|
| Company Name:   | Song Bidco G.K.   |                     |  |
| Representative: | Representative    | Song Holdings G.K.  |  |
|                 | Member            |                     |  |
|                 | Executive Manager | Colm John O'Connell |  |

**Notice Concerning Commencement of Tender Offer for Stock of Samty Holdings Co., Ltd. (Securities Code: 187A)**

Song Bidco G.K. (the "Offeror") hereby announces that it has decided today to acquire the common stock of Samty Holdings Co., Ltd. (the "Target" and the common stock of the Target is hereinafter referred to as the "Target' Stock"), which is listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the "TSE"), through a tender offer (the "Tender Offer") pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "Act") as described below.

1. Details of the Tender Offer

- (1) Name of the Target  
Samty Holdings Co., Ltd.
- (2) Class of Shares, Etc. to be purchased  
Common stock
- (3) Purchase period  
From October 15, 2024 (Tuesday) until November 26, 2024 (Tuesday) (30 business days)
- (4) Purchase price  
3,300 yen per share of common stock
- (5) Number of Shares, Etc. to be purchased

|   |                   |
|---|-------------------|
| Number of tendered shares to be purchased         | 32,230,399 shares |
| Minimum number of tendered shares to be purchased | 15,127,400 shares |
| Maximum number of tendered shares to be purchased | - shares          |
- (6) Settlement commencement date  
December 3, 2024 (Tuesday)
- (7) Tender offer agent  
Daiwa Securities Co. Ltd.      9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

2. Outline of the Tender Offer

The Offeror is a limited liability company (*goudou gaisha*) established on September 13, 2024 for the principal purpose of holding all of the Target's Stock listed on the Prime Market of the TSE (excluding the treasury shares held by the Target and the Non-Tendered Shares (as defined below; hereinafter the same)) through the Tender Offer, and controlling and managing

the Target's business activities. As of today, all of the equity interests in the Offeror are held by Song Holdings G.K. (the "Offeror's Parent Company"), all of the equity interests in which are held by RS HCO Investment HK Holdings, Limited ("HK HoldCo"), all of the issued and outstanding shares of which are indirectly held by the fund managed, advised or operated by Hillhouse Investment Management, Ltd. (including its associated companies and other affiliated entities, "Hillhouse"). As of today, none of Hillhouse, HK HoldCo, the Offeror's Parent Company or the Offeror holds any Target's Stock.

Founded in 2005, Hillhouse is a global alternative investment manager dedicated to partnering with companies and management teams for the long term. With nearly two decades of experience, Hillhouse has grown to be a large alternative asset manager with a range of investment strategies that span public equities, private equity (across buyout, venture capital and growth strategies), private credit and real assets. Hillhouse aims to establish alignment with sustainable, forward-thinking companies across healthcare, business services, consumer, and industrial sectors, and to become an industry leader. Started in Singapore, the firm has an international team of + 450 professionals with investment and operational expertise from over 18 countries working in offices around the globe. The firm manages capital for global institutions, including non-profit foundations, endowments, and pensions.

In 2020, Hillhouse established a real asset strategy which is called Rava Partners (hereinafter, "Rava Partners") together with Rava Partners' senior management as a compliment to Hillhouse's broader platform. Rava Partners invests in real assets, partnering with business leaders to build the physical infrastructure that underpins Asia-Pacific's new economy. Rava Partners builds companies in growth sectors of Asia's real asset economy such as education, logistics / industrial, life sciences / healthcare and digital infrastructure. Since its launch, Rava Partners has committed more than US\$3.5 billion, on behalf of funds managed by Rava Partners and Hillhouse, in 16 real asset companies across the region.

As of today, HK HoldCo entered into a Capital and Business Alliance Agreement with the Target, and decided to (i) implement the Tender Offer for the Target's Stock, and (ii) if the Offeror fails to acquire all of the Target's Stock (excluding the treasury shares held by the Target and the Non-Tendered Shares) in the Tender Offer, implement the Tender Offer as part of a series of transactions to take the Target's Stock private (the "Transaction") by carrying out the Squeeze-Out Procedures (as defined below), in each case pursuant to the CBA Agreement.

In order to implement the Tender Offer, the Offeror entered into a tender agreement with Shigeru Moriyama ("Mr. Moriyama"), the third largest shareholder of the Target (number of shares held: 1,376,572 shares; Shareholding Ratio (Note 1): 2.68%), pursuant to which Mr. Moriyama agreed to tender all of its Target's Stock in the Tender Offer, with Tsuyoshi Building Co. Ltd. ("Tsuyoshi Building"), the sixth largest shareholder (number of shares held: 1,220,000 shares; Shareholding Ratio: 2.38%) pursuant to which Tsuyoshi Building agreed to tender all of its Target's Stock in the Tender Offer, and with Kazushi Eguchi ("Mr. Eguchi"), the ninth largest shareholder (number of shares held: 504,524 shares; Shareholding Ratio: 0.98%) pursuant to which Mr. Eguchi agreed to tender all of its Target's Stock in the Tender Offer (Mr. Moriyama, Tsuyoshi Building, and Mr. Eguchi are hereinafter collectively referred to as the "Prospective Tendering Shareholders") as of today, in which each of the Prospective Tendering Shareholders agreed to tender all of its Target's Stock (total number of shares held: 3,101,096 shares; total Shareholding Ratio: 6.04%) in the Tender Offer.

As of today, the Offeror also entered into a Non-Tender Cooperation Agreement with Daiwa Securities Group Inc. ("Daiwa Securities Group"), the largest shareholder of the Target (number of shares held: 17,828,612 shares; Shareholding Ratio: 34.75%), and Daiwa PI Partners Co. Ltd., the 5th largest shareholder of the Target ("Daiwa PI") (number of shares held: 1,250,000 shares; Shareholding Ratio: 2.44%) (Daiwa Securities Group and Daiwa PI being collectively the "Non-Tendering Shareholders"), in which each of the Non-Tendering Shareholders agreed that it would not tender any of its Target's

Stock (total number of shares held: 19,078,612 shares; total Shareholding Ratio: 37.18%) (collectively, the "Non-Tendered Shares") in the Tender Offer, and that a Triangular Merger (as defined below) would be effected between the Offeror and the Target after the Share Consolidation (as defined in "3. Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning the "two-step acquisition)") below; hereinafter the same) becomes effective.

In addition, after the Stock Consolidation becomes effective, the Offeror will enter into a shareholders' agreement with the Non-Tendering Shareholders governing the operation of the Target and the treatment of the Target's shares following the Transaction.

(Note 1) "Shareholding Ratio" refers to the ratio (rounded to two decimal places; hereinafter the same applies in the calculation of the Shareholding Ratio) to the number of shares (51,309,011 shares) obtained by deducting the number of treasury shares held by the Target as of August 31, 2024 (50 shares) from the total number of issued and outstanding shares as of the same date (51,309,061 shares), both as stated in the "Summary of Consolidated Financial Results for the Third Quarter of the Fiscal Year Ending December 31, 2024 (Based on Japanese GAAP)" published by the Target on October 11, 2024 (the "Target's Summary Securities Report").

In the Tender Offer, the minimum number of tendered shares to be purchased has been set at 15,127,400 shares (Shareholding Ratio: 29.48%), and if the total number of the Shares, Etc. tendered in the Tender Offer (the "Tendered Shares") is less than the minimum number of tendered shares to be purchased (15,127,400 shares), the Offeror will not purchase any of the Tendered Shares. Meanwhile, with the intention of acquiring all of the Target's Stock (excluding the treasury shares held by the Target and the Non-Tendered Shares) in the Tender Offer and taking the Target's Stock private, the Offeror has not set the maximum number of tendered shares to be purchased in the Tender Offer, and if the total number of the Tendered Shares is no less than the minimum number of tendered shares to be purchased (15,127,400 shares), the Offeror will purchase all of the Tendered Shares. The minimum number of tendered shares to be purchased (15,127,400 shares) has been set according to the following formula:

Minimum number of tendered shares to be purchased (15,127,400 shares)

$$= \underbrace{\left( A \times \frac{2}{3} - B \right)}_{342,060 \text{ units (rounded to the nearest whole number)}} \times 100 \text{ shares (i.e. number of unit shares (tangen kabushiki))}$$

$$\underbrace{\hspace{10em}}_{151,274 \text{ units}}$$

Where:

A= Number of voting rights (513,090 units) pertaining to the number of shares (51,309,011 shares) obtained by deducting the number of treasury shares held by the Target as of August 31, 2024 (50 shares) from the total number of issued and outstanding shares of the Target as of August 31, 2024 (51,309,061 shares), both as stated in the Target's Summary Securities Report

B= Number of voting rights (190,786 units) pertaining to the number of Non-Tendered Shares (19,078,612 shares)

Such minimum number of tendered shares to be purchased has been set for the following reasons: (A) if the Offeror fails to acquire all shares of the Target's Stock (excluding the treasury shares held by the Target and the Non-Tendered Shares) in the course of the Tender Offer, the Offeror would request the Target to conduct a series of procedures to make the Offeror and the Non-Tendering Shareholders the sole shareholders of the Target and to have the Target's Stock go private (the "Squeeze-Out

Procedures"), as described in "3. Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")" below, (B) the Share Consolidation as the Squeeze-Out Procedures requires a special resolution of the shareholders' meeting, as provided in Article 309, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act"), and therefore, (C) in order to ensure the implementation of such procedures, it is necessary that the sum of the number of voting rights in the Target held by the Offeror and the number of voting rights in the Target pertaining to the Non-Tendered Shares after the completion of the Tender Offer exceeds two-thirds (2/3) of the number of voting rights held by all shareholders of the Target.

The Offeror intends to fund the settlement of the Tender Offer by receiving a provision of up to 110,000,000,000 yen in funds from the Offeror's Parent Company (the "Parent's Contribution") upon consummation of the Tender Offer and, subject to the consummation of the Tender Offer, intends to receive the Parent's Contribution no later than the business day immediately prior to the settlement commencement date of the Tender Offer.

The Transaction consists of (1) the Tender Offer, (2) if the Tender Offer is consummated and the Offeror could not acquire all of the Target's Stock (excluding the treasury shares held by the Target and the Non-Tendered Shares), limiting the Target's shareholders to the Offeror and the Daiwa Securities Group (Note 2) through the Share Consolidation conducted by the Target, and (3) subject to the effectuation of the Share Consolidation, an absorption-type merger in which the Offeror is the company surviving the absorption-type merger and the Target is the company absorbed in the absorption-type merger (the Non-Tendering Shareholders, who are the Target's shareholders, will acquire equity interests in the Offeror's Parent Company as consideration for such absorption-type merger; such absorption-type merger being the "Triangular Merger").

(Note 2) After the consummation of the Tender Offer and prior to the implementation of the Share Consolidation, Daiwa PI plans to transfer all of the Target's Stock held by Daiwa PI (number of shares held: 1,250,000 shares, Shareholding Ratio: 2.44%) to Daiwa Securities Group, its wholly-owning parent company. As a result, the Daiwa Securities Group will own all of the Non-Tendered Shares (Total number of shares held: 19,078,612 shares, total Shareholding Ratio: 37.18%) at the time of the implementation of the Share Consolidation.

To maintain a capital relationship with the Target and maximize the Target's corporate value, the Daiwa Securities Group will continue to be involved in the operation of the Target after the consummation of the Tender Offer and will continue to own the equity of the Offeror's Parent Company after the completion of the Transaction. The Triangular Merger will be implemented for the purpose of the Daiwa Securities Group acquiring equity interests in the Offeror's Parent Company. In determining the merger ratio of the Triangular Merger, in order to ensure the principle of equality of the tender offer price (Article 27-2, Paragraph 3 of the Act), the Target's Stock has been valued at a price not higher than the purchase price in the Tender Offer (the "Tender Offer Price"), and as a result, the ratio of the Daiwa Securities Group's equity interests in the Offeror's Parent Company after the Triangular Merger will be set at a ratio not exceeding their Shareholding Ratio in the Target.

3. Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")

As described in "2. Outline of the Tender Offer" above, if the Offeror is unable to acquire all shares of the Target's Stock (excluding the treasury shares held by the Target and the Non-Tendered Shares) by the Tender Offer, the Offeror plans to implement the Squeeze-Out Procedures for the purpose of making the Offeror and Daiwa Securities Group the sole shareholders of the Target and taking the Target's Stock private, by the following method after the consummation of the Tender Offer.

Specifically, promptly after the completion of the settlement of the Tender Offer, the Offeror plans to request the Target, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") by late January 2025, at which the

items for resolution shall include the implementation of consolidation of the shares of the Target's Stock (the "Share Consolidation") pursuant to Article 180 of the Companies Act, and on condition that the Share Consolidation takes effect, partial amendment of the articles of incorporation to abolish the provision concerning share units. The Offeror believes that it is desirable to hold the Extraordinary Shareholders' Meeting as early as possible from the perspective of enhancing the Target's corporate value, and plans to request that the Target make a public announcement of the record date for the Extraordinary Shareholders' Meeting so that the date closely following the commencement of settlement of the Tender Offer (as of today, it is scheduled to be in early December 2024) will be the record date for the Extraordinary Shareholders' Meeting (the date of the Extraordinary Shareholders' Meeting is yet to be determined as of today, but the announcement of record date may be made during the tender offer period). According to the "Announcement of Support for Song Bidco G.K.'s Tender Offer for Our Shares and Recommendation to Tender Our Shares" published by the Target on October 11, 2024, the Target plans to comply with such request if it receives such request from the Offeror. The Offeror and Non-Tendering Shareholders (Note 3) plan to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

(Note 3) After the consummation of the Tender Offer and prior to the implementation of the Share Consolidation, Daiwa PI plans to transfer all of the Target's Stock held by it (number of shares held: 1,250,000 shares, Shareholding Ratio: 2.44%) to Daiwa Securities Group, its wholly-owning parent company.

If the proposal for the Share Consolidation is approved, then on the date on which the Share Consolidation takes effect, the Target's shareholders will hold the shares of the Target's Stock in the number corresponding to the ratio of the Share Consolidation approved at the Extraordinary Shareholders' Meeting. If any fraction of a share less than one share is generated from the Share Consolidation, an amount of money obtained by selling to the Target or the Offeror the shares of Target's Stock equivalent to the total number of such fractional shares (any fractional shares less than one share created by aggregating those fractional shares shall be discarded; the same applies hereinafter) shall be delivered to the Target's shareholders for whom a fraction of less than one share is generated, in accordance with the procedures stipulated in Article 235 of the Companies Act and other relevant laws and regulations.

With respect to the sale price of the shares of the Target's Stock equivalent to such total number of fractional shares, it is scheduled that this price shall be set in such a way so that, as a result of selling these shares, the amount of money to be delivered to the shareholders of the Target who did not tender in the Tender Offer (excluding the Offeror, Daiwa Securities Group, and the Target) shall be the same as the price that shall be obtained by multiplying the Tender Offer Price by the number of the shares of the Target's Stock held by such shareholders. After the above process, the Offeror intends to request the Target to file a petition to obtain permission for voluntary sale to the court. In addition, although the ratio of the Share Consolidation has not yet been determined as of today, the Offeror plans to request to determine the number of the shares of the Target's Stock held by the Target's shareholders who did not tender in the Tender Offer (excluding the Offeror, Daiwa Securities Group, and the Target) to be a fraction of less than one share, so that the Offeror will hold all of the issued shares of the Target's Stock (excluding treasury shares and Non-tendered Shares held by the Target). The Target plans to promptly announce the specific procedures for the consolidation of shares after the decision has been made through discussions between the Offeror and the Target.

The provisions of the Companies Act that protect the rights of the minority shareholders in connection with the Share Consolidation stipulate that when fractional shares of less than one share are created as a result of the Share Consolidation, the Target's shareholders (excluding the Offeror, Daiwa Securities Group, and the Target) may request the Target to purchase all fractional shares that they hold at a fair price and that they may file with the court a petition to determine the price of the shares of the Target's Stock pursuant to Article 182-4 and Article 182-5 of the Companies Act and other relevant laws and regulations.

As described above, in the Share Consolidation, the number of shares of the Target's Stock held by the Target's shareholders

who did not tender their shares in the Tender Offer (excluding the Offeror, Daiwa Securities Group, and the Target) is expected to be fractions of less than one share, and therefore, the Target's shareholders who oppose to the Share Consolidation (excluding the Offeror, Daiwa Securities Group, and the Target) may file the above petition. If such petition is filed, the purchase price of the shares of the Target's Stock will ultimately be determined by the court.

In respect of the restricted stock compensation (the "Restricted Stock") granted to the Target's directors (excluding outside directors and directors who are audit and supervisory committee members), executive officers, and the executive officers of Samty Co., Ltd., a wholly owned subsidiary of the Target (the "Executive Officers"), the allotment agreement for the Restricted Stock provides that: (a) if, during the transfer restriction period, matters regarding the consolidation of shares (limited to cases where such consolidation of shares results in the allottee of the Restricted Stock holding only a fraction of less than one share of the Restricted Stock) is approved in the Target's shareholders meeting (limited, however, to cases where the effective date of the consolidation of shares comes before the end of the transfer restriction period), in accordance with a resolution of the board of directors of the Target, for the number of shares of the Restricted Stock obtained by dividing the number of months from June 2024 (March 2024 for the Executive Officers) to the month that includes the date of the relevant approval (the "Squeeze-Out Approval Date") by 10 (13 for the Executive Officers)(if the division results in a number greater than 1, the number shall be 1), multiplied by the number of shares of the Restricted Stock held by the allottee of the Restricted Stock on the Squeeze-out Approval Date (if the calculation results in a fraction of less than one share, any such fraction shall be rounded down), the transfer restriction will be lifted as of the time immediately before the effective date of the consolidation of shares; and (b) in the case of (a) above, the Target shall acquire, without consideration, on the business day preceding the effective date of such consolidation of shares, all of the Restricted Stock for which the restriction on transfer has not been lifted as of the same day. In the procedures for the Stock Consolidation, in accordance with the provisions of (a) of the above allotment agreement, the Restricted Stock for which the transfer restriction is lifted immediately before the business day immediately preceding the effective date of the Stock Consolidation will be subject to the Stock Consolidation, and in accordance with the provisions of (b) of the above allotment agreement, the Target plans to acquire without consideration the Restricted Stock for which the transfer restriction is not lifted as of the business day immediately preceding the effective date of the Stock Consolidation

With respect to the above procedures, the method and timing of implementation may change, depending on the situations such as amendments, effectuation, and interpretation by the authorities of relevant laws and regulations. Even in such case, the method of finally delivering money to the Target's shareholders who did not tender in the Tender Offer (excluding the Offeror, Daiwa Securities Group, and the Target) will be adopted, and in such case, the amount of money to be delivered to each such shareholder will be calculated to be equal to the Tender Offer Price multiplied by the number of the shares of the Target's Stock held by each such shareholder.

If it is expected that the Stock Consolidation will be completed by March 31, 2025, the Offeror will request that the Target make a partial amendment to its articles of incorporation to abolish the provisions regarding the record date for the exercise of voting rights at the Target's annual general meeting of shareholders scheduled to be held in late March 2025 for the fiscal year ending December 2024 (the "Annual General Meeting of Shareholders"), on the condition that the Stock Consolidation is completed, so that only shareholders who will be entitled to exercise their rights at the Annual General Meeting of Shareholders will be the shareholders after the completion of the Stock Consolidation. As a result, shareholders who are recorded or registered in the Target's shareholder register as of December 31, 2024 may not be able to exercise their rights at the Annual General Meeting of Shareholders.

The Target will promptly announce the specific procedures and timing of implementation in the above cases as soon as they are determined upon discussion between the Offeror and the Target. The Tender Offer is not a solicitation for the Target's shareholders to vote in favor of the proposals at the Extraordinary Shareholders' Meeting. The shareholders of the Target are

requested to confirm with professionals, such as tax accountants, at their responsibility concerning tax treatment for tendering in the Tender Offer or in the procedures above.

As described in "2. Outline of the Tender Offer" above, the Offeror plans to implement the Triangular Merger after the implementation of the Squeeze-Out Procedures.

4. Possibility of delisting and reason therefor

The Target's Stock is listed on the Prime Market of the TSE as of today, however, the Offeror has not set the maximum number of tendered shares to be purchased in the Tender Offer, and therefore, the Target's Stock may be delisted through the prescribed procedures in accordance with the TSE's criteria for delisting depending on the results of the Tender Offer.

Also, even if such criteria are not met as at the time of completion of the procedures of the Tender Offer, the Squeeze-Out Procedures described in "3. Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")" above are to be implemented after the consummation of the Tender Offer, the TSE's delisting criteria will be met and the Target's Stock will be delisted through the prescribed procedures. After the delisting of the Target's Stock, the shares of the Target's Stock may no longer be traded on the Prime Market of the TSE.

End



**【Restrictions on Solicitation】**

This press release is a press release to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting sales. When applying for the offer to sell, please make sure to read the Tender Offer Explanatory Statement regarding the Tender Offer and apply for the offer at your own discretion. This press release does not constitute or form part of any offer or invitation to sell or solicitation of any offer to buy any securities, nor shall this press release (or any part thereof) or the fact of its distribution form the basis of any agreement relating to the Tender Offer, nor may it be relied upon in entering into any such agreement.

**【U.S. Regulations】**

The Tender Offer is for the acquisition of the Target's Stock. The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed by the Financial Instruments and Exchange Act of Japan, which may differ from the procedures and information disclosure standards in the United States. In particular, the provisions of Article 13 (e) or Article 14 (d) of the U.S. Securities Exchange Act of 1934 (as amended; hereinafter the same) and the related rules stipulated thereunder do not apply to the Tender Offer, and the Tender Offer is not carried out in compliance with these procedures and standards. The financial information included in this press release is based on accounting principles in Japan, which may differ materially from generally accepted accounting principles in the U.S. or in other countries. In addition, since the Offeror is a corporation incorporated outside the U.S. and all or some of its officers are not U.S. residents, it may be difficult to exercise rights or demands arising under U.S. securities related laws based on U.S. securities related laws. It may not be able to bring legal proceedings against a non-U.S. entity or its officers in a court outside of the U.S. for violation of U.S. securities related laws. Furthermore, non-U.S. entities and their subsidiaries and affiliates may not be subject to U.S. jurisdiction.

The Offeror and the Target's respective financial advisors and tender offer agents (including their affiliates) may, to the extent undertaken in the ordinary course of their businesses and to the extent permitted by the Japanese laws and regulations pertaining to financial instruments and exchange, and in accordance with the requirements of Article 14e-5(b) of the regulations under the Securities Exchange Act (Securities Exchange Act of 1934) purchase the Target's Stock for their own account or for the account of customers before the commencement of the Tender Offer or during the tender offer period, make purchases by means other than the Tender Offer, or take other actions toward such purchases. If information pertaining to such purchase is disclosed in Japan, the said information will also be disclosed on the English website of the purchaser (or by other means of disclosure).

Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or any part of the document related to the Tender Offer is prepared in the English language and if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation shall prevail.

This press release includes "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (Securities Act of 1933; as amended) and Section 21E of the Securities Exchange Act (Securities Exchange Act of 1934). The results may significantly differ from those explicitly or implicitly indicated as "forward-looking statements" due to known or unknown risks, or uncertainties, or other causes. Neither the Offeror nor any of its affiliates can provide assurance that such results explicitly or implicitly indicated as "forward-looking statements" will be realized. The "forward-looking statements" in this press release were prepared based on the information held by the Offeror as of the date of this press release, and unless required by laws and regulations or financial instruments exchange rules, the Offeror and its affiliates are not obliged to change and/or modify such statements in order to reflect any event or condition in the future.

If a shareholder exercises the right to demand purchase of shares amounting to less than one unit pursuant to the Companies Act, the Target may purchase its shares during the tender offer period in accordance with statutory procedures.

**【Other Countries】**

Certain countries or regions may impose legal restrictions on the announcement, publication, or distribution of this press release. In such cases, please be aware of and comply with those restrictions. This shall not constitute a solicitation of an offer to purchase or an offer to sell shares in connection with the Tender Offer, and shall be deemed to be merely the distribution of materials as information.

## Hillhouse Announces Tender Offer to Acquire Samty Holdings

October 11, 2024, Tokyo – Hillhouse Investment Management, Ltd., together with Rava Partners (Hillhouse’s dedicated real assets strategy) and other affiliated entities (together “Hillhouse”), today announced they are undertaking a Tender Offer (the “Tender Offer”) through Song Bidco G.K. (the “Offeror”) to acquire the common shares of Samty Holdings Limited (Securities Code 187A, “Samty Holdings”). The Tender Offer purchase period will commence October 15, 2024, and conclude November 26, 2024.

Hillhouse has launched a Tender Offer for 3,300 JPY per share, implying a 100% equity value of Samty Holdings of 169 billion JPY. The Tender Offer represents 14.1% premium over Samty Holdings’ highest-ever publicly traded share price and the implied equity value represents 1.4 times book value. Hillhouse has committed equity capital from internal resources to fully fund the transaction which is not conditional on any debt financing. We believe the Tender Offer provides a very attractive opportunity for Samty Holdings shareholders to capture significant value and monetize in the near-term well above the current share price.

The board of directors of Samty Holdings supports the Tender Offer and recommends that Samty Holdings’ shareholders tender their shares in the Tender Offer by also referring to Special Committee’s opinion. In addition, Samty Holdings’ largest shareholder Daiwa Securities Group Inc. (“Daiwa Securities Group”) and Daiwa PI Partners Co., Ltd., owning 37.18% in total, has entered into a non-tendering cooperation agreement with the Offeror in connection with the Tender Offer. Daiwa Securities Group will continue to be a shareholder and will support growth of Samty Holdings to maximize its corporate value together with Hillhouse.

Samty Holdings, through its subsidiary Samty, has been developing, operating and managing real estate assets throughout Japan as a fast-growing developer since 1982. Aligned with its long-term strategy to capture future growth opportunities and

enhance corporate value, Samty Holdings has selected Hillhouse as its strategic partner given Hillhouse's extensive expertise in long-term asset management, experience in the real estate sector, robust investment track record and commitment to developing high-quality businesses.

Follow the closing, Hillhouse intends to support Samty Holdings by (a) strengthening Samty Holdings' asset management business leveraging Hillhouse's fundraising capabilities and global investor network, (b) improving capital efficiency through establishing a series of development and core funds, (c) implementing measures to optimize corporate value and governance, and (d) introducing strategic investment opportunities in Japan and overseas that will contribute to Samty Holdings' long-term transformation. Some of these initiatives are not without risks and Hillhouse believes the strategy is best executed in a private setting as capital needs and earnings can be volatile.

Michael Yi, Hillhouse's Co-Chief Investment Officer, added: "We are excited about this strategic partnership and believe that our expertise, particularly in building asset management businesses, can help Samty Holdings reach its future goals. We look forward to collaborating with Samty Holdings' exceptional management team to help strengthen their leadership in the Japanese market and drive long-term growth."

Joe Gagnon, Hillhouse Partner and Co-head of Rava Partners, noted, "Samty Holdings boasts a strong portfolio of high-quality multi-family residential and hotel properties along with a proven track record of developing and managing these assets. We are thrilled to support the company's growth, drawing on our experience in transforming developers into asset managers."

Hillhouse Senior Advisor Jiro Seguchi highlighted "I have seen Hillhouse invest into Japan over the last 15 years, beginning with public equity and now, more recently, with private

equity. This important investment underscores their long-term commitment to this market – helping Japanese corporates grow locally and compete globally.”

Yasuhiro Ogawa, CEO of Samty Holdings, expressed enthusiasm about the transaction stating, "In order to further promote future sustainable growth, we intend to make a major shift in our business model. We hope to transition from a capital gains-dependent business model to one focused on sustainable income, utilizing strategic M&A to enhance and streamline Samty Holdings’ operations. As a final goal, the company aims to transform its business model through the process of going private. With the Japanese housing sector booming, the company aims to strengthen its position in this field and expand its fund management business nationwide. In particular, in the field of apartment buildings, we welcome Hillhouse's expertise and financial support to move to the next stage of growth. This change in business model is an important step towards the sustainable growth that we are aiming for. By going private, we seek greater flexibility to establish this new profit model, ultimately enhancing long-term corporate value for our investors."

Akihiko Ogino, President and CEO of Daiwa Securities Group Inc., said, “We are focused on bolstering our real estate asset management business to have more resilient and stable earnings that are less susceptible to external factors. This transaction is a pivotal step for Samty Holdings to shift its profit structure and business model from that of a traditional developer to a recurring model centered on stable income gains. This transformation will enable Samty Holdings to achieve sustainable growth and further accelerate its progress. This deal aligns with Daiwa Securities Group’s medium-term strategic management plans, making this an important deal for us.”

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., is the lead financial advisor for the transaction. Deutsche Bank and JPMorgan Securities Japan Co., Ltd. are the co-financial advisors.

### **About Hillhouse**

Founded nearly two decades ago with initial funding from the Yale University Endowment, Hillhouse Investment Management (“Hillhouse”) is one of the world’s largest global private alternative asset managers. The firm invests on behalf of leading institutional clients worldwide, including university endowments, foundations, and sovereign wealth funds across the Americas, Europe, Asia and the Middle East. Our goal is to establish alignment and build sustainable, forward-thinking companies that create lasting value for all stakeholders. Hillhouse offers a diverse range of investment strategies, including Buyout, Real Assets (Rava Partners), and Private Credit (Elham Credit). Starting from its first office in Singapore, Hillhouse today boasts an international team of over 450 professionals from more than 18 countries, with other offices in New York, London, Mumbai, Hong Kong, Amsterdam, Sydney, Shanghai, and Beijing. The firm has a proven track record of completing sophisticated multi-billion-dollar transactions in more than 30 countries worldwide. For more information, visit [www.hillhouseinvestment.com](http://www.hillhouseinvestment.com)

### **About Rava Partners**

Rava Partners serves as Hillhouse’s dedicated real assets strategy to collaborate with business leaders and invest in real assets to build the physical infrastructure that will support the Asia-Pacific region. The Rava Partners strategy is to execute investments in the growth sectors of Asia's economies: education, logistics and industrials, hospitality, life sciences and healthcare, digital infrastructure, and other assets. Since its launch, Rava Partners has committed more than US\$3.5 billion, on behalf of funds managed by Rava Partners and Hillhouse, in 16 real estate companies across the region. For more information, visit [www.ravapartners.com](http://www.ravapartners.com)

### **About Daiwa Securities Group Inc.**



The Daiwa Securities Group Inc. is a holding company of Daiwa Securities Group. The Daiwa Securities Group has a strong domestic base with a network of 182 branches (Daiwa Securities) throughout Japan, and a global network centered on offices in 23 countries and regions around the world, with the wealth management, asset management, and GM&IB divisions at its core. Daiwa Securities Group contribute to “maximizing the value of our customers' assets” by providing the best and most appropriate high-quality solutions tailored to our customers' circumstances and the economic environment. For more information, visit <https://www.daiwa-grp.jp/>

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