

October 14, 2008

For Immediate Release:

Company name: Fullcast Holdings Co., Ltd.  
Representative: Hiroyuki Urushizaki  
President and Representative Director  
(Stock code: 4848; Stock Exchange listing:  
First Section of the Tokyo Stock Exchange)  
(ADR information: Symbol: FULCY, CUSIP: 35968P100)  
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### **Notice of Acceptance of Takeover Bid of a Subsidiary's Shares**

Fullcast Co., Ltd. is pleased to announce that a meeting of the Board of Directors held on October 14, 2008 decided to accept the takeover bid by Canon Electronics Inc. (hereinafter Canon Electronics) concerning the shares of a Fullcast consolidated subsidiary, Asia Pacific System Research Co., Ltd. (hereinafter Aspac). Details are as shown below.

In the Acceptance Agreement concluded today, it has been agreed that Fullcast accepts this takeover bid for all shares of Aspac that Fullcast possesses and that in the Annual General Meeting of Shareholders of Aspac to be held in December 2008, Fullcast will exercise its voting rights in accordance with the instructions made by Canon Electronics. There is no other agreement other than the above.

#### **1. Reasons of acceptance of the takeover bid**

The market for recruitment services in Japan has expanded on the back of diversification of employment and deregulations. However, in the field of short-term dispatch of workers for light duties, one of the mainstays of the Fullcast Group, the environment surrounding the Fullcast Group has been changing rapidly with the introduction of the "Guideline for Measures to Be Taken by Worker Dispatch Service Providers and by Companies to Be Provided with Workers for Stabilization of Workers Employed on a Daily Basis (Guideline for Workers Employed on a Daily Basis)" dated April 1, 2008. In addition, discussions have been underway on legislation on the prohibition in principle against the dispatch of workers on a daily basis.

In these circumstances, on October 1, 2008, Fullcast shifted to a pure holding company with a group of staffing service companies under its umbrella. One of the purposes of this restructuring was to promote the flexible reorganization of the Group and construct a balanced business segment structure so that each business and each category of the Group can respond to changes in the environment quickly and appropriately for the future growth of the Group.

Fullcast Group has now decided to accept the takeover bid made by Canon Electronics for Aspac's shares. This is part of the Group's efforts to shift to the long-term workers dispatch business and employment placement business in the field of light duties, where short-term services have hitherto been dominant, to narrow the focus to principally core businesses, namely worker dispatch services, and to bolster its financial basis.

Aspac resolved at a meeting of the Board of Directors held on October 14, 2008 that it would express the agreement to this takeover bid.

## 2. Profile of Aspac (As of March 31, 2008)

- (1) Corporate name: Asia Pacific System Research Co., Ltd.
- (2) Representative: Takeshi Uchiyama, Representative Director and President
- (3) Address: 3-37-10, Takada, Toshima-ku, Tokyo
- (4) Established: April 22, 1970
- (5) Businesses: Entrusted development, sales, operation and management of software etc.
- (6) End of fiscal year: September 30
- (7) Employees: 461 (Consolidated base)
- (8) Main offices: Tokyo Head Office, Kansai Branch, Kyushu Branch and Okinawa Branch
- (9) Total assets: 6,317 million yen (Consolidated base)
- (10) Business results (Units: Rounded to nearest million)

Term	38th term	39th term
Fiscal year	September 2006	September 2007
Net sales	3,085 million yen	8,000 million yen
Operating income	113 million yen	382 million yen
Ordinary income	109 million yen	408 million yen
Net income	135 million yen	344 million yen
Total assets	5,740 million yen	6,317 million yen
Shareholders' equity	4,834 million yen	5,125 million yen

(Note) The 38th term consisted of six months from April 1, 2006 to September 30, 2006 due to the change of the end of fiscal year.

## 3. Outline of acceptance of takeover bid

- Number of shares held before the acceptance: 5,507,400 shares  
(Percentage of shares held: 61.18%)
- Number of shares planned for the acceptance: 5,507,400 shares  
(Percentage of shares held: 61.18%)
- Number of shares held after the acceptance: - shares (Percentage of shares held: - %)
- (Note) Acceptance is planned to take place at a price of 650 yen per share and for an amount of 3,579,810,000 yen.

## 4. Schedule

- October 14, 2008 Resolution adopted at a meeting of the Board of Directors
- October 15, 2008 Date of public notice about the start of the takeover bid
- November 14, 2008 Last date of the takeover bid period
- November 20, 2008 Settlement date of the takeover bid

## 5. Profile of Canon Electronics

- (1) Corporate name: Canon Electronics Inc.
- (2) Representative: Hisashi Sakamaki, Representative Director and President
- (3) Address: 1248 Shimokagemori, Chichibu-shi, Saitama
- (4) Established: May 20, 1954
- (5) Businesses: Production and sales of electronic information devices etc.
- (6) End of fiscal year: December 31

## 6. Outlook

With the settlement of all shares for the acceptance of the takeover bid, Aspac will cease to be a subsidiary of Fullcast. In addition, an extraordinary loss of approx. 830 million yen will be posted in association with the sale of the shares in the consolidated financial statements for the fiscal year ending September 2009. Despite the termination of capital ties between Fullcast and Aspac following the conclusion of the sale of shares, a transactional relationship in the operation and maintenance of Fullcast's systems is expected to continue.