



Feb. 5, 2025

Company name: Kanadevia Corporation
Representative: Michi Kuwahara, President & COO
(Securities code: 7004; Prime Market, Tokyo Stock Exchange)
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Notice Concerning Absorption-Type Merger (Simplified Merger) of Consolidated Subsidiary

Kanadevia Corporation (hereinafter the “Company,” which changed its name from Hitachi Zosen Corporation as of October 1, 2024) hereby announces that the Board of Directors held today has resolved an absorption-type merger (hereinafter the “Merger”) of its wholly-owned subsidiary Promotec Corporation (hereinafter “Promotec”), effective as of April 1, 2025. The details are described below.

As the Merger is a simplified absorption-type merger with a wholly-owned subsidiary, certain disclosure items and details have been omitted.

1. Purpose of the Merger

Promotec is a wholly-owned subsidiary of the Company and has been mainly engaged in the development, maintenance, and sales of design systems for steel structures such as bridges. From the viewpoint of management efficiency, the Company has decided to merge Promotec in order to consolidate management resources within the group for integrated business operations.

2. Summary of the Merger

(1) Schedule for the Merger

Date of resolution at the meeting of the Board of Directors	February 5, 2025
Date of conclusion of the agreement	February 5, 2025
Implementation (Effective date)	April 1, 2025 (Tentative)

(Note) Since this merger falls under the category of a simplified merger under Article 796, Paragraph 2 of the Companies Act for the Company and a short-form merger under Article 784, Paragraph 1 of the Companies Act for Promotec, it will be conducted without obtaining approval by a resolution of a general meeting of shareholders of both companies.

(2) Form of the Merger

Promotec will be dissolved in an absorption-type merger with the Company as the surviving company.

(3) Details of allotment related to the Merger

Since this is a merger with a wholly-owned subsidiary, there will be no allocation of stocks or any other money as a result of this merger.

(4) Handling of share acquisition rights and bonds with share acquisition rights in connection with the Merger

Not Applicable

3. Overview of companies involved in the Merger

	Surviving Company in the absorption-type merger	Dissolved Company in the absorption-type merger
(1) Trade name	Kanadevia Corporation	Promotec Corporation
(2) Head office	7-89, Nankokita 1-chome, Suminoe-ku, Osaka 559-8559, Japan	6-33, Edobori 2-chome, Nishi-ku, Osaka 550-0002, Japan
(3) Representative	Representative Director, President & COO, Michi Kuwahara	Representative Director, President, Kaoru Kurihara
(4) Business description	Environmental business, machinery & infrastructure business, carbon neutral solution business, etc.	Development, maintenance, and sales of design and production information processing systems for steel structures such as bridges
(5) Share capital	45,442 million yen	30 million yen
(6) Date of establishment	May 29, 1934	February 20, 2009
(7) Number of issued shares	170,214,843 shares	600 shares
(8) Fiscal year end	March 31	March 31
(9) Major shareholders and shareholding ratios	The Master Trust Bank of Japan, Ltd. (Trust Account) 17.12% Custody Bank of Japan, Ltd. (Trust Account) 10.93% STATE STREET BANK AND TRUST COMPANY 5050301 4.03% MUFG Bank, Ltd. 3.14% HSBC BANK PLC A/C M AND G (ACS) VALUE PARTNERS CHINA EQUITY FUND 2.30% (as of September 30, 2024)	Kanadevia Corporation 100%
(10) Operating results and financial positions for the previous fiscal year		
As of / Fiscal year ended	March 31, 2024 (consolidated)	March 31, 2024 (non-consolidated)
net assets	168,946 million yen	77 million yen
total assets	533,593 million yen	127 million yen
net assets per share	965.21 yen	129,062.16 yen
net sales	555,844 million yen	203 million yen
operating income	24,323 million yen	11 million yen
ordinary income	25,646 million yen	11 million yen
Profit attributable to owners of parent	18,999 million yen	7 million yen
earnings per share	112.74 yen	12,403.17 yen

(Note) Shareholding ratios are calculated excluding treasury stock.

4. Status after the Merger

There will be no change in the Company's trade name, head office address, representative, business description, share capital, or fiscal year end after the merger.

5. Future Outlook

Since the Merger is a merger with a wholly-owned subsidiary, the impact on consolidated results of operations is immaterial.

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