



December 22, 2014

To Whom It May Concern

Company Name: OUTSOURCING Inc.
Representative: Haruhiko Doi
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(First Section of TSE, Securities Code 2427)
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Notice Regarding Acquisition of Shares (making sub-subsidiary) of CELCO (THAILAND) CO., LTD.

OUTSOURCING Inc. (hereinafter "the Company") hereby announces that its Board of Directors passed a resolution on December 22, 2014, and three of the Company's subsidiaries, OS (THAILAND) CO., LTD., OS Recruitment (Thailand) Co., Ltd. and P-ONE SUBCONTRACT CO., LTD., will acquire the shares of CELCO (THAILAND) CO., LTD. (hereinafter "CELCO THAILAND") and make it a sub-subsidiary.

Particulars

1. Purpose of the Acquisition of Shares

The OUTSOURCING Group (hereinafter "the Group") engages in the production outsourcing business to facilitate productivity enhancements of client manufacturers. Spurred by economic stimulus initiatives of the new administration and yen's depreciation, production in Japan has been on a recovery trend, which has also led to a recovery of the production outsourcing industry. In the long-term, however, the domestic market is likely to contract due mainly to declining value added by "Made in Japan," an aging population and tapering birthrate. In contrast, overseas production has been on the rise, particularly in other Asian countries, which is seeing continued population growth, and the overseas production outsourcing industry is expected to expand as a result. Given the circumstances, the Group has aggressively launched and extended a staffing network across all major ASEAN countries as a key strategic initiative under its Medium-Term Management Plan Vision 2014.

Thailand was seen as a critical area for this initiative, and the Group entered the Thai market in 2011; it has since developed into one of the leading production outsourcing service operators with over 3,000 staff. The Group has expanded its business mainly in Middle-Thailand, where many Japanese automakers operate, and the majority of its business is generated from the automotive industry.

CELCO THAILAND was launched in Southeast-Thailand in 2007 as a local manufacturing center of the CELCO Group that supplies components for large electrical & electronics makers operating primarily in Ehime Prefecture, Japan. CELCO THAILAND has serviced these Japanese makers that enter Thailand with electrical & electronic components that it produces and processes.

With the acquisition of CELCO THAILAND shares, the Group will accelerate its business expansion in Thailand not only by integrating its personnel-related expertise, innovative solutions competence and servicing power of automakers, with CELCO THAILAND's strong brand recognition among electric-appliance makers and its high-level of engineering skills, but by the resultant broadening in overall service-area coverage and client base.

2. Outline of the Subsidiaries of the OUTSOURCING Group that will Acquire Shares

(1)	Company Name	OS (THAILAND) CO., LTD.
(2)	Head Office	NO.179 Bangkok City Tower, 5th floor, South Sathorn Road, Thungmahamek Sathorn, Bangkok 10120, Thailand
(3)	Name and Title of Representative	Hidekazu Koga, Managing Director
(4)	Major Business	Administrative service operator for local companies
(5)	Capital Stock	JPY13,700,000

(1)	Company Name	OS Recruitment (Thailand) Co., Ltd.
(2)	Head Office	NO.179 Bangkok City Tower, 5th floor, South Sathorn Road, Thungmahamek Sathorn, Bangkok 10120, Thailand
(3)	Name and Title of Representative	Kazuhiro Yoshida, Managing Director
(4)	Major Businesses	Manufacturing temporary placement, recruitment and placement
(5)	Capital Stock	JPY13,750,000

(1)	Company Name	P-ONE SUBCONTRACT CO., LTD.
(2)	Head Office	1/207 Suan Autsahagam Rojana Moo. 5 Khan ham District, Mueang Authai, Ayutthaya Province, Thailand
(3)	Name and Title of Representative	Kazuhiro Yoshida, Managing Director
(4)	Major Business	Manufacturing temporary placement
(5)	Capital Stock	JPY15,600,000

3. Outline of the Company that will become a Sub-subsidiary of OUTSOURCING Inc.

(1)	Company Name	CELCO (THAILAND) CO., LTD.
(2)	Head Office	789/108 Moo 1, Tambol Nongkham Amphur, Sriracha, Chonburi Province, Thailand
(3)	Name and Title of Representative	Kuniyasu Kido, Managing Director
(4)	Major Businesses	Assembling, manufacturing and inspecting PC (printed circuit) boards and rigid substrates
(5)	Capital Stock	JPY131,350,000
(6)	Established	September 2007
(7)	Major Shareholders, % owned	Chuyo Electronics Company Limited (51.34%) Toyo Manufacturing Co., Ltd. (48.65%) Kenji Moritaka (0.00%)

(8)	Relationship between OUTSOURCING Group and CELCO THAILAND	Capital Relationship	None	
		Personnel Relationship	None	
		Business Relationship	None	
(9) Financial Results and Positions for the Past Three Fiscal Years (Unit: Thousands of THB)				
Fiscal years ended December 31		Dec.2011	Dec.2012	Dec.2013
Net Assets		(32,168)	(75,462)	(125,653)
Total Assets		321,406	305,036	190,832
Net Assets Per Share (Unit: THB)		(869)	(2,039)	(3,396)
Net Sales		696,018	521,416	564,121
Operating Income		32,448	(41,217)	(47,064)
Net Income		24,185	(47,293)	(50,190)
Net Income Per Share (THB)		779	(1,278)	(1,356)
Dividends Per Share (THB)		-	-	-

4. Outline of the Parties from which Shares will be Acquired

(1)	Company Name	Chuyo Electronics Company Limited	
(2)	Head Office	351-1 Minamikumemachi, Matsuyama City, Ehime Prefecture, Japan	
(3)	Name and Title of Representative	Yoshinori Miyajima, CEO	
(4)	Major Businesses	Contract manufacturing of consumer electronics equipment (mounting, assembling, inspecting substrates, etc.)	
(5)	Capital Stock	JPY10,000,000	
(6)	Established	March 1976	
(7)	Net Assets	JPY(433,000,000)	
(8)	Total Assets	JPY3,050,000,000	
(9)	Major Shareholders, % owned	Yoshinori Miyajima, 62.25%	
(10)	Relationship between OUTSOURCING Group and Chuyo Electronics	Capital Relationship	None
		Personnel Relationship	None
		Business Relationship	None
		Related Party Relationship	None

(1)	Company Name	Toyo Manufacturing Co., Ltd.
(2)	Head Office	582-1 Aza Machiura, Minamigata, Toon City, Ehime Prefecture, Japan
(3)	Name and Title of Representative	Yoshinori Miyajima, CEO
(4)	Major Businesses	Contract manufacturing of consumer electronics equipment (mounting, assembling and inspecting substrates, etc.)
(5)	Capital Stock	JPY10,000,000
(6)	Established	June 1964
(7)	Net Assets	JPY540,000,000
(8)	Total Assets	JPY2,878,000,000
(9)	Major Shareholders, % owned	Chuyo Electronics Company Limited, 64.1%

(10)	Relationship between OUTSOURCING Group and Toyo Manufacturing	Capital Relationship	None
		Personnel Relationship	None
		Business Relationship	None
		Related Party Relationship	None

(1)	Name	Kenji Moritaka
(2)	Address	Shikokuchuo City, Ehime Prefecture, Japan
(3)	Relationship between OUTSOURCING Group and Concerned Individual	There are no capital, personnel and business relationships between the Company, including its related individuals and affiliates, and the concerned individual.

5. Number of Shares to be Acquired, and Ownership Before and After the Acquisition

(1)	Number of Shares Owned Before Acquisition	Number of shares Number of voting rights Ratio of voting rights owned	0 0 0.0%
(2)	Number of Shares to be Acquired	Number of shares Number of voting rights Ratio of voting rights owned	33,300 33,300 90.0%
(3)	Acquisition Price	Common shares of CELCO THAILAND Advisory fees (estimated amount) TOTAL (estimated amount)	JPY65 million JPY5 million JPY70 million
(4)	Number of Shares Owned After Acquisition	Number of shares Number of voting rights Ratio of voting rights owned	33,300 33,300 90.0%

* Reference rate: THB1.00 = JPY3.55 (TTM average rate for the month of November 2014)

6. Schedule

(1)	Date of Board of Directors Resolution	December 22, 2014
(2)	Date of Agreement	December 24, 2014 (planned)
(3)	Date of Shares Transfer	December 24, 2014 (planned)

7. Future Outlook

The impact from the acquisition of CELCO THAILAND shares on the consolidated financial results for this fiscal year is under study. If any matters to be disclosed develop, the Company will promptly make proper announcements.