



(Translation)

To Whom It May Concern

Company	TSI Holdings Co., Ltd.
Representative	Tsuyoshi Shimoji, Representative Director & President
Stock Listing	Tokyo Stock Exchange Prime Market (Code: 3608)
Inquiry	Shunsuke Hasegawa, Public & Investor Relations Office +81 (0)3 5785 6400

(Update on Previously Disclosed Matter) Execution of a Share Transfer Agreement for the Acquisition of Toyo Enterprise Co., Ltd. and Lei Lani Trading Co., Ltd. as Subsidiaries

As announced in the "Signing of MOU for Acquisition of Toyo Enterprise Co., Ltd. and Lei Lani Trading Co., Ltd. as Subsidiaries" dated April 10, 2026, TSI Holdings Co., Ltd. ("the Company") has today entered into a Share Transfer Agreement with the shareholders of Toyo Enterprise Co., Ltd. ("Toyo Enterprise") and Lei Lani Trading Co., Ltd. ("Lei Lani Trading") regarding the acquisition of their shares, thereby making the two companies subsidiaries of the Company. Details are as follows.

1. Overview of the Subsidiaries to Be Acquired

(1)

(1)	Name	Toyo Enterprise Co., Ltd.		
(2)	Location	2-14-12 Midori, Sumida-ku, Tokyo 130-0021, Japan		
(3)	Job title and name of representative	Representative Director Ryoichi Kobayashi		
(4)	Description of business	Planning, manufacturing, and wholesale of textile products, as well as trading operations		
(5)	Share capital	JPY 10 million		
(6)	Date of establishment	November 18, 1965		
(7)	Major shareholders and Ownership ratios*	Ryoichi Kobayashi	6,115 shares	78.4%
		Lei Lani Trading Co., Ltd.	960 shares	12.3%
		Hiroyuki Kobayashi	725 shares	9.3%
(8)	Relationship between the Company and the said company	Capital relationship	None	
		Personnel relationship	None	
		Business relationship	Some business relationships exist but are immaterial.	
(9)	Consolidated operating results and consolidated financial positions of said company for the last three years			
	As of / Fiscal year ended	Fiscal Year Ended October 31, 2023	Fiscal Year Ended October 31, 2024	Fiscal Year Ended October 31, 2025
	Consolidated net assets	5,042	5,576	6,189
	Consolidated total assets	5,732	6,434	7,175
	Consolidated net assets per share	509,340.15	563,260.01	793,513.85
	Consolidated net sales	2,837	3,725	4,455
	Consolidated operating profit	464	709	946
	Consolidated ordinary profit	484	725	984
	Profit attributable to owners of parent	363	533	718
	Consolidated earnings per share	36,678.05	53,919.97	92,068.31

* "Major shareholders and shareholding ratios" exclude 2,200 shares of treasury stock.

(2)

(1)	Name	Lei Lani Trading Co., Ltd.		
(2)	Location	2-14-12 Midori, Sumida-ku, Tokyo 130-0021, Japan		
(3)	Job title and name of representative	Representative Director Ryoichi Kobayashi		
(4)	Description of business	Import and distribution of textile products		
(5)	Share capital	JPY 30 million		
(6)	Date of establishment	August 27, 1999		
(7)	Major shareholders and Ownership ratios*	Ryoichi Kobayashi	600 shares	100%
(8)	Relationship between the Company and the said company	Capital relationship	None	
		Personnel relationship	None	
		Business relationship	Some business relationships exist but are immaterial.	
(9)	Consolidated operating results and consolidated financial positions of said company for the last three years			
	As of / Fiscal year ended	Fiscal Year Ended July 31, 2023	Fiscal Year Ended July 31, 2024	Fiscal Year Ended July 31, 2025
	Consolidated net assets	153	200	279
	Consolidated total assets	443	456	471
	Consolidated net assets per share	255,865.62	333,696.40	466,426.10
	Consolidated net sales	310	368	431
	Consolidated operating profit	47	55	99
	Consolidated ordinary profit	51	55	100
	Profit attributable to owners of parent	43	46	79
	Consolidated earnings per share	72,639.75	77,830.78	132,729.71

2. Overview of the Counterparty to the Share Acquisition**(1)**

(1)	Name	Ryoichi Kobayashi
(2)	Location	Ichikawa-shi, Chiba
(3)	Relationship between the Company and the individual	None

(2)

(1)	Name	Hiroyuki Kobayashi
(2)	Location	Yokohama-shi, Kanagawa
(3)	Relationship between the Company and the individual	None

3. Number of Shares Acquired, Acquisition Costs, and Shareholding Before and After Acquisition**(1) Toyo Enterprise**

(1)	Number of shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0.0%)
(2)	Number of shares to be acquired	6,840 shares (Number of voting rights: 6,840; Ownership ratio: 87.7%)
(3)	Number of shares held after the change	6,840 shares (Number of voting rights: 6,840; Ownership ratio: 87.7%)

* Lei Lani Trading holds 960 shares.

* The acquisition price will be determined through discussions with the counterparty, based on a valuation calculated by an independent third party. The acquisition amount has not been disclosed, as the counterparty is an individual.

(2) Lei Lani Trading

(1)	Number of shares held before the change	0 shares (Number of voting rights: 0 units) (Ratio of voting rights held: 0.0%)
(2)	Number of shares to be acquired	600 shares (Number of voting rights: 600 units) (Ratio of voting rights held: 100.0%)
(3)	Number of shares held after the change	600 shares (Number of voting rights: 600 units) (Ratio of voting rights held: 100.0%)

* The acquisition price will be determined through discussions with the counterparty, based on a valuation calculated by an independent third party. The acquisition amount has not been disclosed, as the counterparty is an individual.

4. Timetable

(1)	Date of resolution at the meeting of the Board of Directors	April 10, 2026
(2)	Date of signing of the memorandum of understanding	April 10, 2026
(3)	Date of execution of the share transfer agreement	July 9, 2026
(4)	Closing date of the share transfer	Scheduled for August 3, 2026

5. Outlook

The financial results of Toyo Enterprise Co., Ltd. and Leilani Trading Co., Ltd. are scheduled to be included in the Company's consolidated financial results beginning in August 2026. The impact on the Company's consolidated financial results is currently being assessed. The Company will promptly disclose any matters requiring disclosure if and when they arise.

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.