



August 8, 2025

NEWS RELEASE

Company name: SG Holdings Co., Ltd.
Representative: Hidekazu Matsumoto, President and COO
(Code number: 9143 TSE Prime Market)
Inquiries: Koji Takagaki, Director
(Finance and Corporate Planning)
(TEL +81 75-693-8850)

Notice of Change (Transfer of Equity Interests) in Second-Tier Subsidiaries in Subsidiaries, etc. and Change in Consolidated Subsidiaries

SG Holdings Co., Ltd. (hereinafter, the “Company”) hereby announces that, in an extraordinary meeting of the Board of Directors held on August 8, 2025, the Company resolved to transfer the equity interest (“Equity Interest Transfer”) of the Company’s subsidiary, Sagawa Global Logistics Co., Ltd. (“SGL”) in Shanghai Runbow Logistics & Technology Co., Ltd. (“RUNBOW”) to Shanghai Globot Intelligent Technology Co., Ltd.. With the Equity Interest Transfer, RUNBOW will be excluded from the Company’s scope of consolidation.

RUNBOW is a subsidiary of SGL and therefore a second-tier subsidiary of the Company, and at the same time, it is also a consolidated subsidiary of the Company. Therefore, the Equity Interest Transfer will constitute both a change in second-tier subsidiaries in subsidiaries, etc. and a change in consolidated subsidiaries.

1. Reasons for and method of change (reasons for Equity Interest Transfer)

In the long-term vision, SGH Vision 2030, which was updated and disclosed in March 2025, the Company has formulated a business portfolio strategy based on market growth potential and return on capital, and is promoting business portfolio management based on ROIC by enhancing investment decision-making and by strengthening business competitiveness through the clarification of criteria for considering business improvement and withdrawal.

Based on this approach, as a result of conducting verification from the perspective of improving capital efficiency and optimizing the business portfolio, although RUNBOW’s performance has recovered somewhat after the COVID-19 pandemic, it is still not at the level required by the Company at this moment, and it was determined that there is some uncertainty about what will happen in the future.

Furthermore, considering that there are limited business synergies with other businesses within the Group due to the majority of RUNBOW’s business and services being focused on the Chinese market, and that it is necessary to select and concentrate resources to focus on creating synergies with Morrison following the acquisition of Morrison Express Worldwide Corporation on May 20, 2025, the Company decided on the Equity Interest Transfer. Through the transfer, the Company will accelerate the reallocation of management resources to growth areas and aim to improve the capital efficiency and corporate value of the entire Group.

2. Overview of the Company's subsidiary (Sagawa Global Logistics Co., Ltd.)

(1) Name	Sagawa Global Logistics Co., Ltd.
(2) Location	1-1-1 Katsushima, Shinagawa-ku, Tokyo
(3) Name and position of representative	Kimihiko Sakagami
(4) Business details	Logistics business
(5) Capital	3.45 billion yen
(6) Date established	May 1, 2013
(7) Main shareholders and percentage of shares held	SG Holdings Co., Ltd. 100%

3. Overview of specified subsidiary undergoing change (Shanghai Runbow Logistics & Technology Co., Ltd.)

(1) Name	Shanghai Runbow Logistics & Technology Co., Ltd.		
(2) Location	10F, Building 4, Wendu Science Park, 58 Tanzhu Road, Minhang District, Shanghai		
(3) Name and position of representative	Pengfei Zhang, President		
(4) Business details	Trade distribution, import and export logistics, warehouse operations, domestic transportation, commercial area delivery, and system development, etc.		
(5) Capital	CNY 75,000,000		
(6) Date established	January 2006		
(7) Main shareholders and percentage of shares held	Sagawa Global Logistics Co., Ltd. 70% Pengfei Zhang 15.0326% Shanghai Hongdi Investment Management LLP (LLP) 14.9674%		
(8) Relationship between the Company and RUNBOW	Capital relationship	SGL holds a 70% equity interest in RUNBOW.	
	Personnel relationship	As of the final day of the most recent fiscal year, one director from the Company, and four directors and one auditor from SGL were in office. In addition, one employee has been seconded from SGL.	
	Business relationship	None	
(9) Consolidated operating results and consolidated financial position of RUNBOW for the most recent three years			
Fiscal year	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2024

Consolidated net assets	CNY 352 million	CNY 359 million	CNY 356 million
Consolidated total assets	CNY 582 million	CNY 544 million	CNY 534 million
Consolidated net sales	CNY 473 million	CNY 571 million	CNY 586 million
Consolidated operating income	CNY 19 million	CNY 6 million	CNY (2) million
Net income attributable to owners of the parent	CNY 17 million	CNY 6 million	CNY (3) million

4. Process of consideration of the Equity Interest Transfer

The Company jointly searched for a recipient for the Equity Interest Transfer in consultation with an external financial advisor and received expressions of interest from several potential buyers. Next, we conducted a bidding process in which the candidates submitted their proposed transfer prices. As a result, based on the legally binding terms and conditions presented, we negotiated with several candidates and ultimately decided on the party listed in 5 below.

5. Overview of the recipient of the Equity Interest Transfer

Recipient of the Equity Interest Transfer

(1) Name	Shanghai Globot Intelligent Technology Co., Ltd.	
(2) Location	Building 6, 4299 Jindu Road, Minhang District, Shanghai	
(3) Name and position of representative	Pengfei Zhang (Chairman & President)	
(4) Business details	Holding company	
(5) Capital	CNY 3 million	
(6) Date established	July 16, 2025	
(7) Net assets	CNY 3 million	
(8) Total assets	CNY 3 million	
(9) Main shareholders and percentage of shares held	Pengfei Zhang 99% Shanghai Hongdi Business Consulting Partnership 1%	
(10) Relationship between the Company and Shanghai Globot Intelligent Technology Co., Ltd.	Capital relationship	None
	Personnel relationship	Pengfei Zhang, who is the Chairman and President of the specified subsidiary undergoing the change, also serves as the Chairman and President of Shanghai Globot Intelligent Technology Co., Ltd..
	Business relationship	None
	Status as a related party	None

6. Schedule of the change

(1) Board of Directors resolution	August 8, 2025
(2) Conclusion of agreement	August 8, 2025
(3) Transfer of shares	September 30, 2025 (planned)

7. Transferred interest, transfer price and status of interest before and after the transfer

(1) Interest held before transfer	CNY 52.5 million (Percentage of voting rights: 70.00%)
(2) Transferred interest	CNY 52.5 million (Percentage of voting rights: 70.00%)
(3) Interest held after transfer	None
(4) Transfer amount	CNY 82.6 million

8. Opinion of the subsidiary, etc.

The management of the Company and SGL share the same view regarding the facts underlying this decision, and a resolution on this matter was passed at a meeting of SGL's Board of Directors held on August 5, 2025.

9. Future outlook (impact on consolidated performance)

In light of the fact that the transferred company will be excluded from the scope of consolidation as a result of the Equity Interest Transfer, and that extraordinary losses of approximately 3.4 billion yen will be recorded, the consolidated earnings forecasts have been revised as of August 8, 2025, taking into account the impact of the Equity Interest Transfer and the status of the Group's other businesses. For details, please refer to the "Notice of Revisions to Earnings Forecast" disclosed today.

10. Voluntary return of officers' remuneration and executive officer salaries

We fully acknowledge the extraordinary loss incurred in connection with the Equity Interest Transfer and, in order to clarify our management responsibility, we have decided to voluntarily return a portion of the remuneration of our officers as follows.

Eiichi Kuriwada, Chairperson and CEO	10% of monthly officers' remuneration (3 Months)
Hidekazu Matsumoto, President and COO	10% of monthly officers' remuneration (3 Months)
Katsuhiro Kawanago, Director	30% of monthly officers' remuneration (3 Months)
Masanori Yamamoto, Executive Officer	30% of monthly executive officer salaries (3 Months)

*Katsuhiro Kawanago resigned as director on June 27, 2025.