

June 25, 2008

Vantec Group Holdings Corporation
(Securities code: 9382,
First Section, Tokyo Stock Exchange)
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Merger of Consolidated Subsidiaries

At a meeting convened on June 25, 2008, the Board of Directors approved a merger between Vantec Corporation and Vantec Holdings Corporation.

1) Objectives

At present, Vantec Group Holdings Corporation is the overall holding company for the Group, while Vantec Holdings Corporation is an intermediate holding company for the two core operating companies, Vantec Corporation and Vantec World Transport Co., Ltd.

The merger was approved to enhance the Group's operational efficiency and simplify its structure as one step in its reorganization plans.

Although the Group's organization will change, Vantec Corporation and Vantec World Transport Co., Ltd., will remain the Group's core operating companies.

2) Outline

□ Schedule

Board of Directors meeting for approval of the merger	June 25, 2008
Conclusion of merger agreement	July 23, 2008
Shareholders' meetings for approval of merger agreement	August 8, 2008
Vantec Corporation	
Vantec Holdings Corporation	
Implementation of merger	September 1, 2008

□ Method

Vantec Corporation will assume business operations, and Vantec Holdings Corporation will be dissolved.

□ Merger ratio and delivered money

No merger ratio will be set, as the merger is to be executed between wholly owned consolidated subsidiaries. No stock options will be offered or capital increases conducted, nor will any delivery of merger money be necessary.

3) Profiles of the companies involved

Name	Vantec Corporation	Vantec Holdings Corporation
Establishment	January 6, 1954	April 5, 1990
Core business	Automobile part and beverage logistics, transportation of heavy items, relocation	Holding company to manage shares in logistics and other businesses
Headquarters	6-145, Hanasaki-cho, Nishi-ku, Yokohama, Kanagawa	6-145, Hanasaki-cho, Nishi-ku, Yokohama, Kanagawa
President	Toshiharu Yamada	Hiroaki Shinoda
Common stock	¥2,441,000,000	¥11,000,000
Issued stock	22,931,800 shares	215,123.4 shares
Total assets	¥40,840,000,000	¥23,300,000,000
Net assets	¥16,906,000,000	¥11,807,000,000
Settlement of accounts	March 31	March 31
Employees	1,110	—
Shareholders (ownership ratio)	Vantec Holdings Corporation (100%)	Vantec Group Holdings Corporation (100%)

4) Business performance for the last three years

(Millions of yen)

Fiscal years ended March 31	Vantec Corporation			Vantec Holdings Corporation		
	2006	2007	2008	2006	2007	2008
Net sales	74,572	70,687	81,226	2,162	1,604	1,703
Operating income	3,302	2,336	2,762	1,325	1,600	1,699
Ordinary income	3,846	2,265	2,854	1,283	1,514	1,557
Net income	2,251	786	1,977	1,276	1,486	1,554

5) Profile after the merger

Name	Vantec Corporation
Headquarters	6-145, Hanasaki-cho, Nishi-ku, Yokohama, Kanagawa
President	Toshiharu Yamada
Common stock	¥2,441,000,000
Shareholders	Vantec Group Holdings Corporation (100%)
Core business	Automobile part and beverage logistics, transportation, relocation
Settlement of accounts	March 31

6) Effects on financial results

The merger will have no major impact on the Group's consolidated financial results, as it will be conducted between wholly owned consolidated subsidiaries.