

Acquisition of Shares of ANZ Royal Bank (Cambodia) Ltd.

J Trust Co., Ltd. (hereinafter, “the Company”) hereby announces that its Board of Directors resolved today the Company will acquire 55% of issued common shares from ANZ Funds Pty Ltd. (hereinafter, “ANZF”) of ANZ Royal Bank (Cambodia) Ltd. (headquarters in Phnom Penh, Cambodia; hereinafter, “ANZ ROYAL”), (hereinafter, “the Acquisition”). The Acquisition is subject to the approval of Cambodian authorities.

After the Acquisition, ANZ ROYAL’s name will be changed and it will fall under a consolidated subsidiary and specified subsidiary of the Company.

1. Purpose of Share Acquisition

Cambodia is one of the fastest growing economies in Asia, which, in turn, is driving high growth in the finance sector with loans growing at 26% CAGR over the past 5 years. The Company would like to contribute to the overall growth development of the Cambodian economy, as well as Cambodian financial sector, by fully utilizing our experience and expertise to grow and expand ANZ Royal’s business activities in Cambodia.

ANZ ROYAL is a commercial bank established in Cambodia in 2005, as a joint venture between ANZF and Royal Group Finance Co., Ltd., which is a subsidiary of Royal Group of Companies Ltd. (hereinafter, “RGC”), one of Cambodia’s largest conglomerates. ANZ ROYAL is ranked fifth in total assets in the Cambodian banking sector in 2016 and is highly expected to grow further.

J Trust Group aims to expand its business activities, mainly across Southeast Asia, as part of its overall growth strategy, and has been focusing on M&As in banks and financing companies. The Company is confident that its financial expertise in retail finance acquired in Japan, South Korea and Indonesia can greatly contribute to further growth of ANZ ROYAL.

ANZ ROYAL operates in two segments; International & Institutional Banking and Retail Banking and has been well-reputed in Cambodia with its high quality services and trust for a variety of financial products. Currently ANZ ROYAL focuses on the lower risk markets and targets the top 1% of local companies by size and the wealthy 5% of the populations in Cambodia.

After the Acquisition, the Company will continue to grow the current business of ANZ ROYAL,

through expanding the retail finance business and its target market to the more substantial and higher growth segments. Furthermore, the Company will aim for further business expansion by leveraging the Group's distinctive debt collection expertise, development of leasing and other new products and strong network and relationship with large Japanese corporates.

Going forward, ANZ ROYAL is intended to serve as a platform for further expansion across the Mekong markets such as Myanmar and Laos.

2. Overview of ANZ Royal Bank (as of December 31, 2017)

(1) Company Name	ANZ Royal Bank (Cambodia) Ltd.		
(2) Address	Phnom Penh, the Kingdom of Cambodia		
(3) Representative	Chief Executive Officer Alisdair Creanor		
(4) Business Operation	Commercial Bank		
(5) Capital	75 million USD (8.2 billion JPY) *1		
(6) Business Commencement Month	September 2005		
(7) Principal Shareholders and Ownership Ratio	ANZ Funds Pty Ltd.		55.0%
	Royal Group Finance Co., Ltd.		45.0%
(8) The Relationship between J Trust Co., Ltd. and ANZ Royal Bank (Cambodia) Ltd.	Capital Relationships	There are no capital relationships to be stated.	
	Interpersonal Relationships	There are no interpersonal relationships to be stated.	
	Business Relationships	There are no business relations to be stated.	
	Related Party Relationships	There are no related party relationships to be stated.	
(9) Operating results and financial position of ANZ ROYAL *1			
(unit: in million JPY)			
Fiscal Year	Dec.2015	Dec.2016	Dec.2017
Net Assets	15,785	18,085	20,487
Total Assets	111,183	113,763	111,954
Operating Revenue	5,463	5,187	5,187
Pretax Profit	2,106	2,901	3,302
Net Income	1,686	2,300	2,401

*1: Currency exchange rate: 1 USD = 109.35 JPY (as of April 30, 2018)

3. Overview of the Seller

(1) Company Name	ANZ Funds Pty Ltd.		
(2) Address	Docklands, VIC Australia		
(3) Business Operation	Subsidiaries management (Holding company)		
(4) Principal Shareholder and Ownership Ratio	Australia and New Zealand Banking Group Ltd.		100.0%
(5) The Relationship between J Trust Co., Ltd. and ANZ Funds Pty Ltd.	Capital Relationships	There are no capital relationships to be stated.	
	Interpersonal Relationships	There are no interpersonal relationships to be stated.	
	Business Relationships	There are no business	

		relations to be stated.
	Related Party Relationships	There are no related party relationships to be stated.

4. Number of shares to be acquired, acquisition price and number of shares held before and after the acquisition

(1) Number of Shares Held before the Acquisition	0 shares (Ownership ratio: 0%)
(2) Number of Shares to be Acquired	412,500 shares (Ownership ratio: 55.0%)
(3) Acquisition Price	Common shares: 82.4 million USD (approx..9.0 billion JPY) ^{*2} <u>Advisory fees and other related fees: approx.2.4 billion JPY</u> Total: Approx.11.4 billion JPY
(4) Number of Shares to be Held after the Acquisition	412,500 shares (Ownership ratio: 55.0%)

*2: To be adjusted based on the net assets of ANZ ROYAL as of the completion date.

When the acquisition price changes significantly, we will promptly disclose information.

Currency exchange rate: 1 USD = 109.35 JPY (as of April 30, 2018)

5. Timetable

(1) Signing Date	May 17, 2018
(2) Closing Date	May 2019

6. Future Prospects

We consider the Acquisition will have no impact on the consolidated financial results for this fiscal year because the Acquisition is schedule to be completed by May 2019. However, if it is completed within this fiscal year depending on the progress, we will promptly disclose the impact on our financial results forecasts for this fiscal year.

(Reference)

1. Overview of RGC

(1) Company Name	Royal Group of Companies Ltd.
(2) Address	Kingdom of Cambodia
(3) Representative	Chairman & CEO Neak Oknha Kith Meng
(4) Business Operation	Subsidiaries management (Holding company)
(5) Establishment Year	1990

For any media enquiries please contact J Trust Co., Ltd. PR & IR Division – ir@jt-corp.co.jp