

March 3, 2015

This document is an English translation of a statement written initially in Japanese. The Japanese original should be considered as the primary version.

ITOCHU Corporation  
(Code No. 8001, Tokyo Stock Exchange, 1<sup>st</sup> Section)  
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### **Announcement of Change in Subsidiary (Share Transfer)**

Notice is hereby provided that CHINA FOODS INVESTMENT CORP (“CFI”), a subsidiary of ITOCHU Corporation (“ITOCHU”), will not be included in the scope of consolidation for ITOCHU in the current fiscal year, ending March 31, 2015.

1. Reason for transfer of shares of the subsidiary

To develop and smoothly advance a new operating strategy for its food business in Asia, ITOCHU has reevaluated the scope of its food-related businesses and changed the structure of its investment in TING HSIN (CAYMAN ISLANDS) HOLDING CORP (“TING HSIN”). Due to this change, at a meeting held today, ITOCHU decided that the CFI shares held by ITOCHU will be sold back to CFI, which will implement an own-share buy-back, and that the TING HSIN shares held by CFI (ITOCHU’s portion) will be transferred to ITOCHU. TING HSIN shares held by ITOCHU will be changed from an indirect investment to a direct investment (change in classification from “associates and joint ventures” to “other investments.”)

2. Overview of the subsidiary subject to the change and recipient of share transfer

(1) Trade name	CHINA FOODS INVESTMENT CORP	
(2) Head office	5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo	
(3) Representative	Masahiko Kameyama, President and Representative Director	
(4) Principal businesses	Managing business of Ting Hsin and its group companies	
(5) Capital	JPY 100 million	Note1)
(6) Date of establishment	October 25, 2010	
(7) Ownership	ITOCHU: 74.1% AI Beverage Holding Co., LTD: 25.9%	
(8) Relationships with ITOCHU	Capital	As per (7) above, ITOCHU owns 74.1% of the shares of the subsidiary.
	Personnel	As per (3) above, the President has been dispatched from ITOCHU.
	Transactional	There are no significant transactions between ITOCHU and the subsidiary.

(9) Consolidated financial results and position for the three most-recent years			Note2)
Fiscal year	Year ended March 2012	Year ended March 2013	Year ended March 2014
Shareholders' Equity	173,235	182,301	196,889
Total Assets	173,644	182,868	198,676
Net Assets Per Share (JPY)	5,475	5,762	6,223
Net Revenue	0	0	0
Operating Profit	-308	-310	-308
Net Income	3,225	3,792	5,316
Net Income Per Share (JPY)	102	120	168
Dividend Per Share (JPY)	14	15	73

(Unit: millions of JPY)

Note 1) Due to the capital decrease implemented on February 23, the capital of the subsidiary subject to the change has decreased from 83,889 million yen to 100 million yen.

Note 2) US-GAAP for fiscal year ended March 2012, IFAS for fiscal years ended March 2013 and 2014.

3. Number and value of shares of the subsidiary transferred by ITOCHU and number of shares held before and after transfer

(1) Number of shares held before the transfer	23,437,500 shares (Ownership: 74.1%)
(2) Number of shares transferred by ITOCHU	23,437,500 shares (Transfer value: Approximately JPY 161.9 billion)
(3) Number of shares held after the transfer	0 share (Ownership: 0%)

4. Schedule

(1) Date of Meeting of the Board of Directors	March 3, 2015
(2) Date of Execution of Share Transfer and Purchase Agreements	March 3, 2015
(3) Date of Share Transfer	March 3, 2015

5. Future Outlook

Due to the change in classification of TING HSIN's stock from "associates and joint ventures" to "other investments," ITOCHU plans to recognize a revaluation gain of approximately 60 billion yen on TING HSIN's stock in the current fiscal year. The actual figure could be different from this estimate due to foreign exchange fluctuations.

Although the forecast for consolidated operating results for fiscal year 2015 is currently being evaluated, including the effect of impairment losses stemming from of the recent decline in resource prices, at this point there is no change to the forecast for net profit attributable to ITOCHU of 300 billion yen for fiscal year 2015, which was announced on November 5, 2014.