

- News Release -

To whom it may concern:

May 14, 2015

Japan Asia Group Limited

<p style="text-align: center;"><u>Notice of Reorganization of the Group (Summary)</u></p>
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Please be advised that, at a meeting held on May 14, 2015, our board of directors passed a resolution that reorganization within the Group (the “Reorganization”) be implemented on July 1, 2015. Please take note of the following.

Since this merger is a simplified merger with consolidated subsidiaries, in the information disclosed, there is some information omitted to be disclosed.

1. Reorganization

(1) Background

As a result of a resolution having been passed at a meeting of the board of directors held on January 20, 2015, our company had been proceeding with the reorganization of the Group. However, immediately before the effective date, it became clear that it was not possible to maintain sufficient capital of our company alone, which is a prerequisite for the early return of profits to the shareholders, which is one of the major purposes of the Reorganization. Accordingly, we decided to partially suspend (postpone) our efforts, passing a resolution of the board of directors as of February 26, 2015.

Thereafter, we worked on identifying effective methods within and outside our company. As a result, we could sufficiently confirm the contents of the Reorganization, including the issue of maintaining the sufficient capital of our company alone, which is a prerequisite for early distributions of profits to the shareholders. Hence, we adopted the resolution of the Reorganization this time. With respect to the measures concerning distributions of profits to the shareholders, we issued the “Notice of Reduction of Capital Reserve and Appropriation of Surplus” today. Please also take note thereof.

(2) Outline

(i) Abolition of the Intermediate Holding Companies

The subsidiaries management business and the geospatial information segment management business conducted in our two (2) intermediate holding companies, Japan Asia Holdings (Japan) Limited and Kokusai Kogyo Holdings Co., Ltd., respectively, will be split and transferred to our two (2) major subsidiaries, Japan Asia Securities Co., Ltd. and Kokusai Kogyo Co., Ltd., respectively. With respect to the remaining businesses in those intermediate holding companies, immediately after the implementation

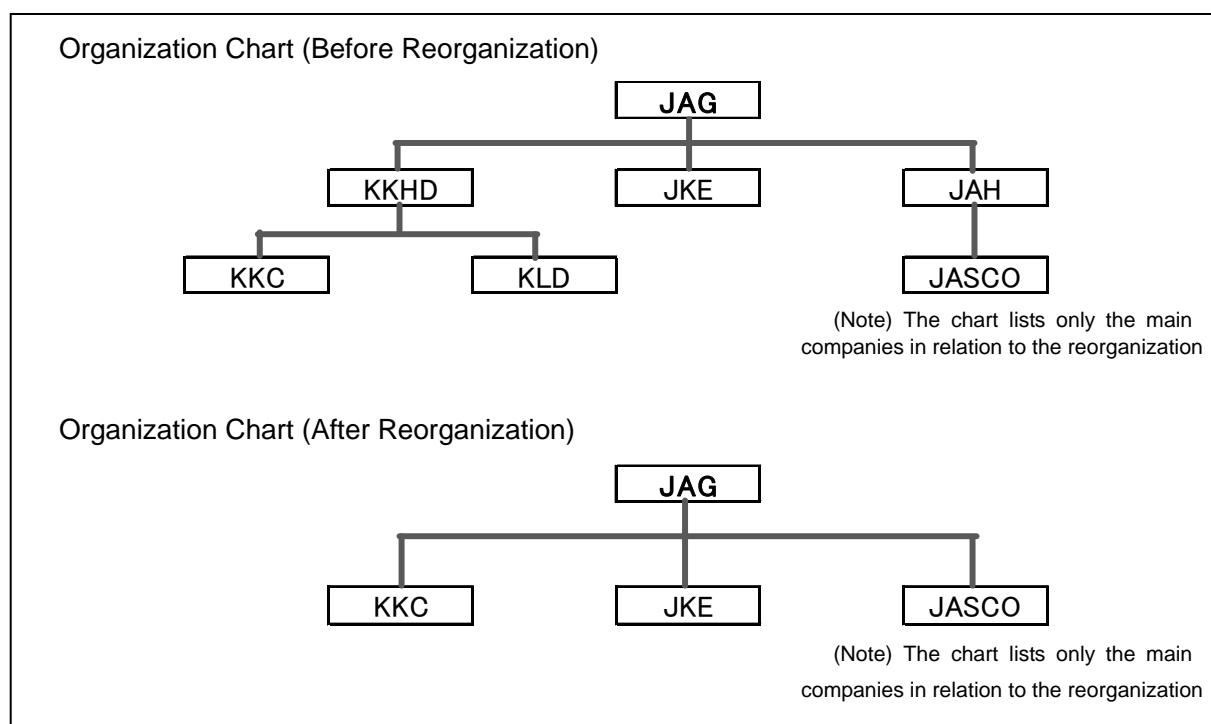
of such company splits, our company will absorb such businesses by means of absorption-type merger with those intermediate holding companies. As a result, our current group structure consisting of those two (2) intermediate holding companies will be abolished.

(ii) Integration of Photovoltaic Power Generation Business of Subsidiaries

By the implementation of the merger between JAG Energy Co., Ltd. and Kokusai Land & Development, those two subsidiaries will become a core company that is in charge of the energy business as a whole in the Group. It will be engaged in various businesses concerning energy, including a series of business from finding business opportunities, construction, power generation to maintenance and preservation.

(iii) Improvement of Organizational Structure in the Financial Service Sector

All the subsidiaries in the financial service sector will be consolidated under Japan Asia Securities Co., Ltd., and, thus, the financial service business will be strengthened under the initiative thereof.



(Reference: Abbreviated company names)

Japan Asia Group Limited (JAG), Kokusai Kogyo Holdings Co., Ltd. (KKHD), Japan Asia Holdings (Japan) Limited (JAH), Kokusai Kogyo Co., Ltd. (KKC), Kokusai Land & Development Co., Ltd. (KLD), Japan Asia Securities Co., Ltd. (JASCO), and JAG Energy Co. Ltd. (JKE). “JKE” is a tentative name following the Reorganization.

2. Summary of the Merger

Schedule of the Merger

Date of the Resolution of the Board of the Directors (Each Company)

: May 14, 2015



Execution Date of the Merger Agreement (Each Company) : May 14, 2015
Effective Date of the Merger : July 1, 2015 (schedule)

For more detail, please see the News Release in Japanese.

<< About Japan Asia Group Limited >> <http://www.japanasiagroup.jp/>

Japan Asia Group aims to achieve a new paradigm in environmentally- and people-friendly urban development, namely *green communities*.

Japan Asia Group is pursuing aggressive growth in Japan, Asia and the world through close cooperation and mutual support amongst its three technical divisions and its **financial services division**, through which it can provide the capital for industrial and social development. **Geospatial Information Consulting**, the first of these technical divisions, is for the development of geospatial data and the formation and use of integrated databases (GIS) as a new form of social infrastructure to support lifestyles and economic activity. Second, its **Green Property division** promotes the development of low-carbon eco towns that are resilient to disasters, and aims to increase property values while also increasing environmental value. The third technical driver of growth is its **Green Energy division**, where it has the capacity to take on entire renewable energy (most solar PV) projects right from planning, due diligence and financing through to construction, operation and maintenance.

< Company Name >	Japan Asia Group Limited
< Stock Listing >	TSE (Tokyo Stock Exchange) Mothers (index: 3751)
< Head Office >	2 Rokubancho, Chiyoda-ku, Tokyo, Japan
< Capital >	3,994 million yen
< Employees >	2,947 (consolidated, as of the end of March, 2014)
< Group Companies >	79 (as of the end of March, 2014)