

(English translation)

June 13, 2014

To whom it may concern,

Company Name: ZERO CO., LTD.
Representative Name: President and CEO, Yoshi Iwashita
(Code: 9028, 2nd Section of the Tokyo Stock Exchange)
Contact Person: Director, Takero Kitamura
(TEL. 044-520-0106)

**Zero Announces Result of Tender Offer of Shares of ZERO
by Zenith Logistics Limited
and Corresponding Change of Parent Company, Other Affiliated Company and, Main and
Largest Shareholder**

ZENITH LOGISTICS LIMITED (the “Tender Offeror”) commenced the Tender Offer of shares of ZERO (“The Company”) from May 16, 2014. As the Tender Offer Period ended on June 12, 2014, the Company hereby announces the results of the Tender Offer.

The Company hereby also announces the parent company, other affiliated company and, main and largest shareholder will be changed on June 19, 2014 in accordance with the result of the Tender Offer.

Particulars

I Result of Tender Offer

The Company was informed by the Offeror the result of Tender Offer as the attached disclosure titled “Announcement on Result of Tender Offer of Shares of ZERO CO., LTD. (Securities Code 9028)”.

II Corresponding change of parent company, other affiliated company and, main and largest shareholder

(English translation)

1. Date of Change

June 19, 2014 (Payment start-up date)

2. Outline of Change

The Offeror announced the Tender Offer on May 15 2014. The Tender Offer was executed from May 16 2014 to June 12 2014. The Company was informed that since the total number of the share certificates etc. offered to sell in response to the Tender Offer (4,781,302 shares) reached to the minimum number of shares scheduled for the purchase (1,896,000 shares) but did not exceed the maximum number of shares scheduled for the purchase (4,802,000 shares), all the share certificates etc. offered to sell was purchased as stated in the public notice on the commencement of Tender Offer and the Tender Offer Notification.

As a result, upon the completion of payment for this Tender Offer, the Tender Offeror will be the main and largest shareholder, and other affiliated company of the Company, as of June 19 2014 (Tender Offer payment start-up date). In accordance with this change, Advanced Pacific Holdings Limited and TC Motor Pacific Limited, the Offeror's parent companies, will be deemed as the Company's other affiliated companies, as they will acquire the Company's share indirectly through the Offeror. Tan Chong International Limited ("TCIL"), a parent company of the Offeror, will be the Company's parent company, since TCIL will acquire more than 50% of the Company's voting shares through its affiliated companies including the Offeror ("TCIL group" for TCIL and its affiliated companies). As a result, Zenith Logistics Pte. Limited, actual main and largest shareholder of the Company will not be deemed as the main and largest shareholder of the Company.

3. Outline of the shareholder to be transferred

(1) Outline of the shareholder to be the main and largest shareholder and other affiliated company

(1) Company Name	Zenith Logistics Limited
(2) Location	Unit 1211-14 Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong
(3) Title & Name of Representative	Director, Ong Yong Loke, Joseph
(4) Business Description	To acquire and hold ZERO Stock
(5) Capital Amount	HKD100
(6) Establishment Date	April 8, 2014
(7) Net asset	HKD100 (as of April 8, 2014)

(English translation)

(8) Gross asset	HKD100 (as of April 8, 2014)	
(9) Major Shareholders and Shareholding Ratios	Advance Pacific Holdings Limited	80.0%
	Zenith Logistics Pte. Limited	20.0%
(10) Relationships between the Listed Company and the Tender Offeror		
	Capital Relationship	Zenith Logistics Pte. Limited which is a related company of the Tender Offeror holds 3,915,400 shares of ZERO Stock (shareholding ratio (note 1): 22.91%).
	Personal Relationship	One director of TCIL which is a parent company of the Tender Offeror is also a director of ZERO.
	Business Relationship	TCIL Group and Zero Group are in business alliance relationship, through, for example, establishing a joint venture in Singapore for the purpose of developing in the ASEAN region transportation and automobile business, and executing shareholders agreement concerning the development of automobile business in the ASEAN region.

[Note 1] The Shareholding Ratio is the holding ratio to 17,092,531 shares as the result of the total 17,560,242 shares in issue of Zero Stock as of March 31, 2014 as stated in the Summary of Financial Results for the 3rd Quarter of the Fiscal Year ending in June 2014 (Japan Standards) (consolidated) announced by Zero on May 15, 2014 minus 467,711 treasury shares held by Zero itself as of March 31, 2014. The ratio was rounded off to two decimal places and the same rule shall apply to Shareholding Ratio hereinafter.

(2) Outline of the shareholder to be other affiliated company

(1) Company Name	Advance Pacific Holdings Limited	
(2) Location	Unit13001 Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong	
(3) Title & Name of Representative	Director, Sng Chiew Huat	
(4) Business Description	Investor	
(5) Capital Amount	HKD8,500,000	
(6) Establishment Date	March 19, 1992	
(7) Net asset	HKD 145,176,000 (as of April 30,2014)	
(8) Gross asset	HKD 212,812,000 (as of April 30,2014)	
(9) Major Shareholders and Shareholding Ratios	TC Motor Pacific Limited	100.0%

(English translation)

(10) Relationships between the Listed Company and the Tender Offeror		
	Capital Relationship	Zenith Logistics Pte. Limited which is a related company of the Tender Offeror holds 3,915,400 shares of ZERO Stock (shareholding ratio: 22.91%).
	Personal Relationship	One director of TCIL which is a parent company of the Tender Offeror is also a director of ZERO.
	Business Relationship	TCIL Group and Zero Group are in business alliance relationship, through, for example, establishing a joint venture in Singapore for the purpose of developing in the ASEAN region transportation and automobile business, and executing shareholders agreement concerning the development of automobile business in the ASEAN region.

(3) Outline of the shareholder to be an other affiliated company

(1) Company Name	TC Motor Pacific Limited	
(2) Location	Road Town, Tortola, PO Box 3340, British Virgin Islands	
(3) Title & Name of Representative	Director, Sng Chiew Huat	
(4) Business Description	Investor	
(5) Capital Amount	HKD5,320,000	
(6) Establishment Date	February 18, 1997	
(7) Net asset	HKD 37,775,000 (as of April 30,2014)	
(8) Gross asset	HKD 37,789,000 (as of April 30,2014)	
(9) Major Shareholders and Shareholding Ratios	Tang Chong International Limited	100.0%
(10) Relationships between the Listed Company and the Tender Offeror		
	Capital Relationship	Zenith Logistics Pte. Limited which is a related company of the Tender Offeror holds 3,915,400 shares of ZERO Stock (shareholding ratio): 22.91%).
	Personal Relationship	One director of TCIL which is a parent company of the Tender Offeror is also a director of ZERO.

(English translation)

	Business Relationship	TCIL Group and Zero Group are in business alliance relationship, through, for example, establishing a joint venture in Singapore for the purpose of developing in the ASEAN region transportation and automobile business, and executing shareholders agreement concerning the development of automobile business in the ASEAN region.
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(4) Outline of the shareholder to be the parent company

(1) Company Name	Tang Chong International Limited	
(2) Location	Clarendon House, 2 Church Street, Hamilton HM11, Bermuda	
(3) Title & Name of Representative	Chairman, Tang Eng Soon	
(4) Business Description	Manufacture, distribution and sales of motor vehicles	
(5) Capital Amount	HKD1,006 million	
(6) Establishment Date	March 19, 1997	
(7) Net asset	HKD 11,023 million (as of December 31,2013)	
(8) Gross asset	HKD 14,803 million (as of December 31,2013)	
(9) Major Shareholders and Shareholding Ratios	Tang Chong Consolidated Sdn, Bhd.	35.06%
	Promenade Group Limited	15.00%
(10) Relationships between the Listed Company and the Tender Offeror		
	Capital Relationship	Zenith Logistics Pte. Limited which is a related company of the Tender Offeror holds 3,915,400 shares of ZERO Stock (shareholding ratio): 22.91%).
	Personal Relationship	One director of TCIL which is a parent company of the Tender Offeror is also a director of ZERO.
	Business Relationship	TCIL Group and Zero Group are in business alliance relationship, through, for example, establishing a joint venture in Singapore for the purpose of developing in the ASEAN region transportation and automobile business, and executing shareholders agreement concerning the development of automobile business in the ASEAN region. The capital and business alliance agreement between TCIL and the Company was concluded on May 15, 2014.

(English translation)

(5) Outline of the shareholder which will not be deemed as the main and largest shareholder

(1) Company Name	Zenith Logistics Pte. Limited	
(2) Location	911 Bukit Timah Road, Singapore 589622, Singapore	
(3) Title & Name of Representative	Director, Sng Chiew Huat	
(4) Business Description	Investor, Transportation	
(5) Capital Amount	SGD 350,000	
(6) Establishment Date	June 7, 1978	
(7) Net asset	SGD -4,476,000 (as of April 30,2014)	
(8) Gross asset	SGD 33,571,000 (as of April 30,2014)	
(9) Major Shareholders and Shareholding Ratios	Tang Chong and Sons Motor Co(s) Pte. Ltd.	100%
(10) Relationships between the Listed Company and the Tender Offeror		
Capital Relationship	Zenith Logistics Pte. Limited which is a related company of the Tender Offeror holds 3,915,400 shares of ZERO Stock (shareholding ratio): 22.91%).	
Personal Relationship	One director of TCIL which is a parent company of the Tender Offeror is also a director of ZERO.	
Business Relationship	TCIL Group and Zero Group are in business alliance relationship, through, for example, establishing a joint venture in Singapore for the purpose of developing in the ASEAN region transportation and automobile business, and executing shareholders agreement concerning the development of automobile business in the ASEAN region.	

4. Number and Ratio of Voting Rights held by relevant shareholders

(1) Zenith Logistics Limited

	Shareholder type	Number of voting rights (%)			Shareholder ranking
		Direct shareholdings	Shareholdings to be combined	Total	
Before the change	-	- (- %)	- (- %)	- (- %)	-
After the change	Main and largest shareholder, and other affiliated company	47,813 rights (27.97%)	- (-%)	47,813 rights (27.97%)	1

(English translation)

(2) Advance Pacific Holdings Limited

	Shareholder type	Number of voting rights (%)			Shareholder ranking
		Direct shareholdings	Shareholdings to be combined	Total	
Before the change	-	- (- %)	- (- %)	- (- %)	-
After the change	Other affiliated company (indirect holding of the Company's share)	- (- %)	4,7813 rights (- %)	47,813 rights (27.97%)	-

(3) TC Motor Pacific Limited

	Shareholder type	Number of voting rights (%)			Shareholder ranking
		Direct shareholdings	Shareholdings to be combined	Total	
Before the change	-	- (- %)	- (- %)	- (- %)	-
After the change	Other affiliated company (indirect holding of the Company's share)	- (- %)	4,7813 rights (- %)	47,813 rights (27.97%)	-

(4) Tang Chong International Limited

	Shareholder type	Number of voting rights (%)			Shareholder ranking
		Direct shareholdings	Shareholdings to be combined	Total	
Before the change	Other affiliated company (indirect holding of the Company's share)	- (- %)	39,154 rights (22.91%)	39,154 rights (22.91%)	-
After the change	Parent company (indirect holding of the Company's share)	- (- %)	86,967 rights (50.88%)	86,967 rights (50.88%)	-

(English translation)

(5) Zenith Logistics Pte. Limited

	Shareholder type	Number of voting rights (%)			Shareholder ranking
		Direct shareholdings	Shareholdings to be combined	Total	
Before the change	Main and largest shareholder, and other affiliated company	39,154 rights (22.91%)	- (- %)	39,154 rights (22.91 %)	1
After the change	Other affiliated company	39,154 rights (22.91%)	- (- %)	39,154 rights (22.91 %)	2

[Note 1] The “Percentage of voting rights out of the total number of voting rights” before and after the change is calculated based on 170,925 voting rights, which is obtained by the total number of voting rights of all shareholders as set forth in the 68th Term - Third Quarter Report filed by the Company on May 15, 2014 (based on the number of shares of 1 unit as 100 shares) , adding 15 voting rights from the shares less than one unit corresponding to 1,531 shares as of December 31, 2013 with a deduction of 11 treasury shares from 1,542 shares as of December 31, 2013 , stated on the Quarter Report mentioned above.

[Note2] The above “Percentage of voting rights out of the total outstanding voting rights” was rounded off to two decimal places.

5. Changes for unlisted parent company to be disclosed

Not applicable

6. Future Prospects

After the completion of the Tender Offer, the Company will be a consolidated subsidiary of TCIL. However, the Company and the Offeror share a common understanding on a policy to maintain the listing of Company Stock after the Tender Offer, as stated in the “Announcement of Position for Tender Offer of Shares of the Company by Zenith Logistics Limited and Capital and Business Alliance with Tan Chong International Limited”, disclosed on May 15, 2014.

Any impact to the Company performance from the change of parent company, other affiliated company and main and largest shareholder will be immediately disclosed upon occurrence of any matter to be publicized.

END

(Reference information) Public Announcement by the Tender Offeror (as attached)

(English translation)

June 13, 2014

To whom it may concern,

Zenith Logistics Limited
Director
Ong Yong Loke Joseph

**Announcement on Result of Tender Offer of Shares of ZERO CO., LTD.
(Securities Code 9028)**

Zenith Logistics Limited (the “Zenith” or the “Tender Offeror”) decided on May 15, 2014 to acquire common stocks of ZERO CO., LTD. (the “Target Company”; the securities code: 9028 as listed on the Second Section of Tokyo Stock Exchange, Inc.) through tender offer pursuant to the Financial Instruments and Exchange Act (Law No. 25 of 1948 as amended; “Law”) (the “Tender Offer”) and commenced the Tender Offer from May 16, 2014. Now, the Tender Offeror hereby makes an announcement of that the Tender Offer finished as of June 12, 2014.

Particulars

1. Outline of the Purchase, etc.

(1) Name and Location of the Tender Offeror

Zenith Logistics Limited

Unit1211-14 Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong

(2) Name of the Target Company

ZERO CO., LTD.

(3) Type of Share Certificates, etc.

Common shares

(4) Number of Share Certificates, etc. Scheduled to be Purchased

Number of Shares Scheduled to be Purchased	Minimum Number of Shares Scheduled to be Purchased	Maximum Number of Shares Scheduled to be Purchased
4,802,000 (shares)	1,896,000 (shares)	4,802,000 (shares)

(English translation)

(Note 1) If the total number of the share certificates etc. offered to sell is less than the minimum number of shares scheduled to be purchased (1,896,000 shares), no share certificate etc. offered to sell will be purchased. If the total number of the share certificates etc. offered to sell exceeds the maximum number of shares scheduled to be purchased (4,802,000 shares), all or part of the number of shares equivalent to such excess will not be purchased and, the delivery or other settlement will be conducted with respect to the purchase of share certificates, etc. on a pro-rata basis as provided in Article 27-13, Paragraph 5 of the Law and Article 32 of the Cabinet Office Order Regarding Disclosure of Tender Offers for Share Certificates, Etc. by Non-Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “Cabinet Office Order”).

(Note 2) Shares less than one unit are also subject to the Tender Offer. Please note, when a shareholder exercises his/her right to demand purchase of shares less than one unit pursuant to the Companies Act (Law No. 86 of 2005, as amended), the Target Company may purchase the shares issued by itself during the tender offer period in accordance with the applicable statutory procedures.

(Note 3) The treasury shares held by the Target Company will not be purchased through the Tender Offer.

(5) Period of Purchase, etc.

(i) Period of Purchase, etc. as of the filing date of the Notification

From May 16, 2014 (Friday) through June 12, 2014 (Thursday) (20 Business Days)

(ii) Possibility of Extension Pursuant to Request by the Target Company

Pursuant to the provision of Article 27-10, Paragraph 3 of the Law, if the Target Company filed its position statement to the effect that it requested the extension of the Tender Offer Period, the Tender Offer Period shall have been extended to the period of 30 Business Days ending on June 26, 2014 (Thursday); however, there was no extension made.

(6) Price of Purchase, etc.

JPY 830 per 1 share of common stock

(English translation)

2. Result of the Purchase, etc.

(1) Outcome of Tender Offer

At the Tender Offer, since the total number of the share certificates etc. offered to sell in response to the Tender Offer (4,781,302 shares) reached to the minimum number of shares scheduled for the purchase (1,896,000 shares) but did not exceed the maximum number of shares scheduled for the purchase (4,802,000 shares), all the share certificates etc. offered to sell will be purchased as stated in the public notice on the commencement of Tender Offer and the Tender Offer Notification.

(2) Date of Public Notice of Result of Tender Offer and Newspaper Listing Public Notice

In accordance with Article 27-13, Paragraph 1 of the Law, the result of Tender Offer was made public to the press on June 13, 2014 by the method set forth in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Order.

(3) Number of Share Certificates, etc. Purchased

Type of Share Certificate, etc.	Number of share certificates, etc. offered to sell converted in the number of shares	Number of purchased share certificates, etc. converted in the number of shares
Share Certificate	4,781,302 shares	4,781,302 shares
Share Option Certificates	- shares	- shares
Certificates of Bonds with Share Option	- shares	- shares
Certificate of Beneficiary Interests in Trust for Share Certificates, Etc. ()	- shares	- shares
Depository Receipts for Share Certificates, Etc. ()	- shares	- shares
Total	4,781,302 shares	4,781,302 shares
(Total number of Dilutive Share Certificates, etc)	-	(- shares)

(English translation)

(4) Ownership Percentage after the Purchase, etc.

Number of Voting Rights Represented by Share Certificates, etc. Owned by the Tender Offeror before the Purchase, etc.	- voting rights	(Percentage of Ownership of Shares, etc. before the Purchase, etc.: - %)
Number of Voting Rights Represented by Share Certificates, etc. Owned by Special Related Parties before the Purchase, etc.	39,154 voting rights	(Percentage of Ownership of Shares, etc. before the Purchase, etc.: 22.91 %)
Number of Voting Rights Represented by Share Certificates, etc. Owned by the Tender Offeror after the Purchase, etc.	47,813 voting rights	(Percentage of Ownership of Shares, etc. after the Purchase, etc.: 27.97 %)
Number of Voting Rights Represented by Share Certificates, etc. Owned by Special Related Parties after the Purchase, etc.	39,154 voting rights	(Percentage of Ownership of Shares, etc. after the Purchase, etc.: 22.91 %)
The Number of Voting Rights of the Total Number of Shareholders of the Target Company	170,910 voting rights	

(Note 1) The “Number of Voting Rights Represented by Share Certificates, etc. Owned by Special Related Parties before the Purchase, etc.” and the “Number of Voting Rights Represented by Share Certificates, etc. Owned by Special Related Parties after the Purchase, etc.” are the respective total numbers of voting rights represented by share certificates, etc. owned by each Special Related Party (however, excluding the share certificates, etc. owned by persons excluded from the category of Special Related Parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Order for the purpose of calculation of the percentage of ownership of shares, etc. as listed in each item of Article 27-2, Paragraph 1 of the Law).

(Note 2) The “Number of Voting Rights of the Total Number of Shareholders of the Target Company” is the total number of voting rights of all shareholders as of December 31, 2013 as set forth in the 68th Term - Third Quarter Report filed by the Target Company on May 15, 2014 (based on the number of shares of 1 unit as 100 shares). However, at the Tender Offer, since the shares less than one unit

(English translation)

were also subject to the purchase, in calculating the “Percentage of Ownership of Shares, etc. before the Purchase, etc.,” and the “Percentage of Ownership of Shares, etc. after the Purchase, etc.,” the “Number of Voting Rights of the Total Number of Shareholders of the Target Company” is deemed to be 170,925, which is obtained by adding the number of the voting rights (15 voting rights) corresponding to the number of shares less than one unit (1,531 shares) which is obtained by deducting the treasury shares less than one unit (11 shares) as of December 31, 2013 from the shares less than one unit (1,542 shares) as of December 31, 2013 as stated on the Quarter Report mentioned above.

(Note 3) The “Percentage of Ownership of Shares, etc. before the Purchase, etc.” and the “Percentage of Ownership of Shares, etc. after the Purchase, etc.” are rounded off to the second decimal places.

(5) Calculation in the case of Purchase, etc. on a Pro-rata Basis

Not applicable.

(6) Settlement Method

(i) Name and the Location of the Head Office of a Financial Instruments Business Operator or a Bank, etc. handling the Settlement of the Purchases, etc.

Tokai Tokyo Securities Co., Ltd.

7-1, Meieki 4-chome, Nakamura-ku, Nagoya-shi, Aichi Prefecture

(ii) Settlement Start Date

June 19, 2014 (Thursday)

(iii) Settlement Method

A notice on purchase under the Tender Offer will be mailed to the address of the Applicant Shareholder, Etc. (or, in the case of Foreign Shareholders, the Standing Proxies) without delay after the closing of the Tender Offer Period. Purchase will be settled in cash. The tender offer agent will remit proceeds pertaining to the sale of shares to the bank account designated by Applicant Shareholder, Etc. (or, in the case of Foreign Shareholders, their Standing Proxies) without delay after settlement begins in accordance with instructions made by the Applicant Shareholder, Etc. (or, in the case of Foreign Shareholders, their Standing Proxies).

(English translation)

3. Policies after the Tender Offer and Future Prospects

Policies, etc. after the Tender Offer have remained the same as stated in

“Announcement on Commencement of Tender Offer of Shares of ZERO CO., LTD.

(Securities Code 9028)” publicized on May 15, 2014 by Zenith.

4. Location at which the Tender Offer Report is Available for Public Inspection

Tokyo Stock Exchange, Inc. (2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo)

END