#### For the Six Months ended February 28, 2011

# Annual Select® 2011



# Watts Co., Ltd.

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### **Corporate Profile**

The Watts Group (the Group) is comprised of the following: Watts Co., Ltd. (Watts), four sales companies (three consolidated subsidiaries and one equity-method affiliate) and two import/purchasing companies (consolidated subsidiaries). The Group's primary business is the sale of daily-use items through 100-Yen shops that are either directly managed or franchised. While the Group's main business operations in the "100-Yen-Shop Business Division," is the operation of a chain of "100-Yen shops"—mostly operating under the Group's own names of "meets." and "Silk"—that sell all retail items (mostly practical-use household items including stationary, kitchen items, and sanitary items) at a fixed price of 100 yen, it also sells wholesale to other companies that operate chains. The 100-Yen shops operated by the "100-Yen-Shop Business Division" consist of directly managed shops and franchise shops. The Group's 100-Yen shops as of February 28, 2011 stood at 799 shops. While some of the shops are stand-alone road-side shops, many are tenant shops in mass-retail facilities such as shopping centers, supermarkets, and department stores.

The 100-Yen shop industry grew rapidly in the mid-nineties against a backdrop of a deflationary economy. However, the market has been in a state of saturation for the past several years. In this market, Watts currently ranks fourth after successfully conducting M&A to expand its scale of operations. While on one hand consumers are increasingly inclined towards lower-priced items, the cost competitiveness of 100-yen items has weakened in comparison to the past. In order to differentiate itself from other companies, Watts is therefore providing best value-for-money practical-use household items (provide products worth more than 100 yen, mostly kitchen, cleaning, sanitary and leisure items; Watts aims to develop 100 items in this category by the end of August 2011). By speedily opening and closing shops, Watts has maintained a strong profit-making position, and it has achieved a growth in operating income for five consecutive years. Watts is now strategically preparing for future growth by developing shop network overseas and forming collaboration with a food supermarket. In Bangkok, Thailand, the first shop was opened in June 2009 and six shops were operating as of the end of February 2011; and a distribution warehouse was established in February 2010 and the foundation is now laid for an expansive shop network. Shop networks are also being planned for other countries. In domestic area, Watts is collaborating with Daikokuten Bussan Company to operate a food supermarket 100-Yen shop: a discount food shop and 100-Yen shop collaboration. The aim is to develop this collaboration into an expansive shop network. Watts is in charge of daily-use variety items that are handled by 100-Yen shops and Daikokuten Bussan is in charge of food items with strong cost competitiveness obtained by using private-brand products.

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<sup>\*</sup> While every best effort has been made to provide a translation meeting the quality standards required of professionals, the Company does not guarantee it is 100% accurate.

<sup>\*</sup> This Annual Select contains forward-looking statements regarding the future plans, strategies and performance of the Company. These forward-looking statements are not historical facts. They are expectations, estimates, forecasts and projections based on assumptions and beliefs derived from the information currently available to the Company. Accordingly, actual results may differ from those projected in this presentation.

# I. Summary of Selected Financial Data (Consolidated)

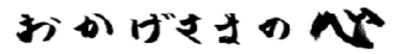
|                                     |   | First six months of 16th term | First six months of 17th term | Second quarter of 16th term | Second quarter of 17th term | 16th term              |
|-------------------------------------|---|-------------------------------|-------------------------------|-----------------------------|-----------------------------|------------------------|
|                                     |   | From September 1, 2009        | From September 1, 2010        | From December 1, 2009       | From December 1, 2010       | From September 1, 2009 |
|                                     |   | to February 28, 2010          | to February 28, 2011          | to February 28, 2010        | to February 28, 2011        | to August 31, 2010     |
| Net sales                           | (Thousands of yen)                        | 17,073,420                    | 18,408,324                    | 8,683,930                   | 9,594,261                   | 34,634,784             |
| Ordinary income                     | e<br>(Thousands of yen)                   | 811,879                       | 950,989                       | 472,392                     | 509,518                     | 1,542,635              |
| Net income                          | (Thousands of yen)                        | 397,717                       | 471,937                       | 227,389                     | 270,310                     | 726,873                |
| Net assets                          | (Thousands of yen)                        | -                             | -                             | 3,583,796                   | 4,230,363                   | 3,916,924              |
| Total assets                        | (Thousands of yen)                        | -                             | -                             | 12,821,990                  | 12,836,103                  | 11,962,809             |
| Net assets per sh                   | nare (Yen)                                | -                             | -                             | 576.37                      | 680.85                      | 629.43                 |
| Net income per s                    | share (Yen)                               | 64.15                         | 75.93                         | 36.68                       | 43.37                       | 117.25                 |
| Diluted net incor                   | me per share<br>(Yen)                     | 62.89                         | 74.72                         | 35.93                       | 42.80                       | 114.81                 |
| Equity ratio                        | (%)                                       | -                             | -                             | 27.9                        | 32.9                        | 32.6                   |
| Net cash provide operating activit  | * ` '                                     | 1,526,776                     | 642,483                       | -                           | -                           | 1,471,023              |
| Net cash provide investing activiti |   | (233,275)                     | (416,648)                     | -                           | -                           | (418,848               |
| Net cash provide financing activit  | ed by (used in)                           | 181,838                       | 302,203                       | -                           | -                           | (348,380               |
| Cash and cash ed<br>end of period   |   | -                             | -                             | 2,809,801                   | 2,565,037                   | 2,037,909              |
| Number of empl                      | (Thousands of yen)<br>loyees<br>(Persons) | -                             | -                             | 225                         | 307                         | 254                    |

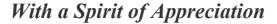
Notes: 1. Because Watts Co., Ltd. prepares quarterly consolidated financial statements, non-consolidated summary of selected financial data are omitted.

<sup>2.</sup> Net sales do not include consumption taxes.

<sup>3.</sup> A share split of 200-for-1 was conducted on January 1, 2010.

## II. Message From Management







Fumio Hiraoka President and CEO

#### **Management Philosophy**

It is thanks to everyone that we succeed in our work.

We place importance on the spirit of appreciation. Aiming to grow together with everyone, our mission is to contribute to society and help everyone who has helped us.

#### For the continuous satisfaction of our customers

At Watts, we are doubling our efforts towards "the creation of a system to sell good products at cheaper prices." To continue offering practical-use household items worth more than 100 yen at a price of 100 yen, we find all possible ways to reduce the expenses related to shop operations; we secure profits by opening a large number of shops that can make a profit even on small sales, and we invest to strengthen our power to create new products and expand the Group's scale.

"Firstly, invest in the development of with best value-for-money products that meet customers' satisfaction. Then by selling such products, raise attractiveness of shops. With this enhanced attractiveness, increase the number of shops and generate new M&A opportunities, increasing the Group's scale. Take advantage of this merit of scale as a purchaser to strengthen profitability. Use this profit to make further investment."

At Watts, we believe that if we continue to repeat the above cycle, we shall achieve "the creation of a system to sell good products at cheaper prices," and we are working daily at this task.

## **III. Operating Results**

### (1) Analysis of operating results

In the six months ended February 28, 2011, the Japanese economy was initially clouded by future uncertainty fueled by the strong yen and the contraction of the Government's personal consumption stimulation measures, but in the latter half of the six month period, led by overseas demand, the economy had clearly began to move out of economic stagnation. However, the soaring crude oil prices resulting from the growing political tensions in the Middle East and North Africa along with the rising cost of other raw materials could have a disrupting effect on the future of the economy. Looking at the trend of consumption in Japan, although retail sales fell from the previous fiscal year, which was a correction that we were expecting, in the latter half of the six month period, there were signs of a gradual recovery. On the other hand, there is a fear that concerns regarding the future of the economy that are accompanying the global rise in food and crude oil prices will dampen consumer sentiment. Operating in this environment, Watts has continued to deploy its product policy, which involves developing groups of products that offer clear value-for-money, and its shop policy, which involves low-cost opening and closing of shops and low-cost operations.

In the six months ended February 28, 2011, the number of 100-Yen shops opened included 52 directly managed shops and 3 franchise/other shops, while the number of 100-Yen shops closed included 26 directly managed shops and 28 franchise/other shops. As of the end of the six month period, the number of shops belonging to the Watts Group was 823, which includes shops other than 100-Yen shops. As a result, net sales for the six month period was 18,408 million yen (up 7.8% year on year), operating income was 775 million yen (up 9.6% year on year), ordinary income was 950 million yen (up 17.1% year on year) and net income was 471 million yen (up 18.7% year on year).

- Net sales increased 7.8% year on year as a result of strong performance from both existing shops and newly opened shops.
- Gross profit to sales ratio rose 0.6 points year on year as a result of a lower wholesale to net sales ratio and reduced product loss ratio.
- Ordinary income increased by a considerable 17.1% year on year due to the inclusion of special factors.
- Net income has surpassed 60% with respect to the rate of progress towards achieving the full year target.

(Millions of yen)

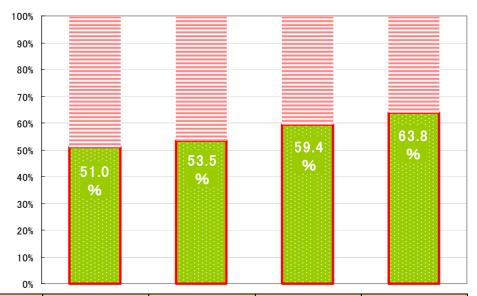
|  |                                  |                    |                                  |                    |                         |                | willions of yen)           |
|--|----------------------------------|--------------------|----------------------------------|--------------------|-------------------------|----------------|----------------------------|
|  | 2Q ended<br>February 28,<br>2010 | Ratio to net sales | 2Q ended<br>February 28,<br>2011 | Ratio to net sales | Year-on-<br>year change | 2Q<br>Forecast | Change<br>from<br>forecast |
| Net sales                                    | 17,073                           | 100.0%             | 18,408                           | 100.0%             | 7.8%                    | 17,600         | 808                        |
| Gross profit                                 | 6,359                            | 37.2%              | 6,967                            | 37.8%              | 9.6%                    | _              | _                          |
| Selling, general and administrative expenses | 5,651                            | 33.1%              | 6,191                            | 33.6%              | 9.6%                    | _              | _                          |
| Operating income                             | 707                              | 4.1%               | 775                              | 4.2%               | 9.6%                    | 710            | 65                         |
| Ordinary income                              | 811                              | 4.8%               | 950                              | 5.2%               | 17.1%                   | 850            | 100                        |
| Net income                                   | 397                              | 2.3%               | 471                              | 2.6%               | 18.7%                   | 405            | 66                         |
| Net income per share (Yen)                   | 64.15                            |                    | 75.93                            |                    | _                       | _              | _                          |

Note: Forecast figures are from the forecasts for the fiscal year ending August 31, 2011 that was announced on October 12, 2010.

#### (2) Forecasts for the Full Year

So far this fiscal year, operating results have continued at a satisfactory level on account of the factors described below. However, there is now a need to carefully consider the possible impact on current operations from the Great East Japan Earthquake that occurred on March 11, 2011. If it becomes necessary to revise the forecasts from the amounts forecasted for the full year announced near the beginning of the fiscal year (October 12, 2010), we will promptly disclose this information.

Looking at the operating results up until the end of the six month period, net sales has been strong as a result of sales growth from existing shops and the opening of new shops. Sales from existing shops grew 101.1%, year on year. The forecast assumed a sales growth of 100.0%. This result clearly shows that we achieved beneficial results from our efforts beginning in the second half of the previous fiscal year of introducing our own private-brand, best value-for-money products. With respect to new shop openings, we were able to open shops at a significantly accelerated pace to what was planned for September and October, which contributed to an accumulation of net sales. With respect to profit, although the expense ratio rose, this was offset by a rise in the gross profit to sales ratio, resulting in operating income and ordinary income both exceeding the plan.



| (Millions of yen)                                    | Net sales | Operating income | Ordinary income | Net income |
|--|-----------|------------------|-----------------|------------|
| Fiscal year ending August 31, 2011 (Forecast)        | 36,100    | 1,450            | 1,600           | 740        |
| Result for the six months ended<br>February 28, 2011 | 18,408    | 775              | 950             | 471        |
| Rate of progress                                     | 51.0%     | 53.5%            | 59.4%           | 63.8%      |

## IV. Medium-Term Management Plan

### **Basic Strategy**

Product strategy
Product line-up centering on best value-for-money practical-use household items
Low-cost opening (closing) of shops

Operational strategy Low-cost operation

Growth Strategy Ongoing shop opening of existing-format shops

Existing shop growth is currently about 3%.

Development of private-brand products that differentiate us from competitors

Increase private-brand product items (mostly kitchen, cleaning and leisure items).

Establish overseas shop operations

Complete business format in Bangkok, Thailand.

Development of new business

Venture into new business formats (retail shops (4 formats), restaurants).

Long-Term Growth Strategy Differentiate, and strengthen customer attraction through private-brand products

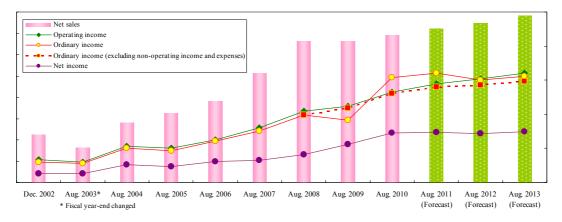
Demonstrate brand power with line-up of private-brand products.

Expand areas of overseas shop-opening and increase number of overseas shops

Expand to the second country, then the third...

Conduct M&A

Actively consider M&A candidates that will expand business operation and strengthen the revenue platform.



(Millions of yen)

|   | Fiscal year ended<br>August 31, 2010 |                       |                        | Fiscal year ending<br>August 31, 2011 (Forecast) |                       | Fiscal year ending<br>August 31, 2012 (Forecast) |        | Fiscal year ending<br>August 31, 2013 (Forecast) |                        |        |                       |                        |
|---|--------------------------------------|-----------------------|------------------------|--|-----------------------|--|--------|--|------------------------|--------|-----------------------|------------------------|
|   |                                      | Ratio to<br>net sales | Year-on-year<br>change |  | Ratio to<br>net sales | Year-on-year<br>change                           |        | Ratio to<br>net sales                            | Year-on-year<br>change |        | Ratio to<br>net sales | Year-on-year<br>change |
| Net sales                                   | 34,634                               | 100.0%                | 4.7%                   | 36,100   | 100.0%                | 4.2%   | 37,500 | 100.0%   | 3.9%                   | 39,100 | 100.0%                | 4.3%                   |
| Operating income                            | 1,325                                | 3.8%                  | 18.7%                  | 1,450  | 4.0%                  | 9.4%   | 1,520  | 4.1%   | 4.8%                   | 1,600  | 4.1%                  | 5.3%                   |
| Ordinary income                             | 1,542                                | 4.5%                  | 69.2%                  | 1,600  | 4.4%                  | 3.7%   | 1,500  | 4.0%   | -6.3%                  | 1,560  | 4.0%                  | 4.0%                   |
| (Ordinary income excluding special factors) | 1 306                                | 3.8%                  | 19.8%                  | 1,398  | 3.7%                  | 7.0%   | 1,425  | 3.8%   | 1.9%                   | 1,480  | 3.8%                  | 3.9%                   |
| Net income                                  | 726                                  | 2.1%                  | 28.7%                  | 740  | 2.0%                  | 1.8%   | 720    | 1.9%   | -2.7%                  | 750    | 1.9%                  | 4.2%                   |
| Plan assumptions                            |                                      |                       |                        |  |                       |  |        |  |                        |        |                       |                        |
| 100-Yen shop total at<br>year-end (shops)   | 79                                   | 1                     | 24                     | 84   | 4                     | 53   | 89     | 04   | 50                     | 94     | 4                     | 50                     |
| 100-Yen shop existing-shop growth rate      | 99.2                                 | 2%                    | 0.5%                   | 100.   | 0%                    | 0.8%   | 99.    | 0%   | -1.0%                  | 100.   | 0%                    | 1.0%                   |
| New business total at year-end (shops)      | 3                                    | 1                     | 10                     | 2  | 8                     | -3   | 3      | 1  | 3                      | 3:     | 5                     | 4                      |
| New business sales share                    | 3.5                                  | %                     | 0.6%                   | 3.8  | %                     | 0.3%   | 3.9    | )%   | 0.1%                   | 4.1    | %                     | 0.2%                   |

Note: Plan assumptions do not consider a dramatic increase in the number of overseas shops, an expansion of overseas shop-opening areas, or the occurrence of any M&A events. If any of these circumstances arise, they would cause upward revision to the above plan targets.

## V. Examples of Products





#### Plastic wrap

22cm×60m, 30cm×60m

Increased length by 40m (normally 30m at competing 100-Yen shops)



#### **Aluminum foil**

25cm×20m

Increased length by 4m (normally 18m at competing 100-Yen shops). The foil cutter is made from paper, so the package can be directly recycled without separating the cutter.



### Side-dish cups (three types)

The cups are microwave oven friendly. Now with about 50% extra volume for extra bargain. New design for greater enjoyment when making lunch boxes.



#### Food packs (L, M, S, SS)

Made exclusively in Japan. Packs come in four sizes to suit various different uses.



#### Wet tissues

(pack of 120) (refill pack of 160)

The wet-tissue's material has reduced lint and it is a non-alcohol, kinder-on-the-skin type. The refill pack contains 160 sheets for extra bargain.



### Flushable pocket tissues

(pack of 16)

Made from recycled milk cartons, these tissues are a flushable, environmentally friendly product.



# Kitchen cleaner sheets for oily grime (pack of 45)

Increased alcohol content by 3%, boosting anti-bacterial action. Now better bargain with three extra sheets.

# Flushable toilet cleaner sheets (pack of 45)

Increased alcohol content by 3%, boosting anti-bacterial action. The sheet's size (16cm x 25cm) means one sheet can be used to clean around toilet.

#### Multi-purpose cleaner sheets (pack of 12)

Just one thick-and-large sheet (20cm x 30cm) can be used to wipe furniture to floors. Now better bargain with two extra sheets.



Wax sheets for floor cleaning

Contain Ag (silver ions). Effective wiping function due to large, mesh-type sheet (20cm x 30cm). The wet and wax sheets contain Ag (silver ions), which have an anti-bacterial anti-microbial effect. The dry sheets contain an absorptive agent making them effective for collecting dust off floors. Now better bargain with two extra sheets.

## VI. Overview of Shops

### A wide variety of new businesses managed by Watts



Both shops have an extensive product line-up for every-day living convenience. We aim for "at-home" community-based atmosphere akin to traditional shopping arcades.



Aiming to "offer fun lifestyles with comfortable-to-use quality Japanese items to people in Asian countries," the shop's line-up are entirely items produced by Japanese, mostly with a Japanese flavor.





Buona Vita is Italian for "good life." The shop provides a product line-up with the theme "healing space" for spending a comfortable time.



A food discounter/100-yen shop collaboration. The small-scale (about 825m²) supermarkets sell competitively priced food at variable prices and practical-use household items at a fixed 100-yen price.







Joined the Watts Group on December 2, 2010.

AMANO's mission is to deliver in a timely fashion a diverse range of lifestyle goods that truly satisfy our customers' contemporary needs such as the provision of affluence and comfort, naturalness and person friendliness along with "dreaming heart."

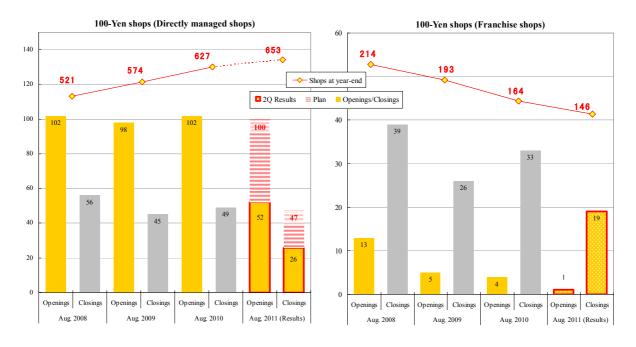
We quickly catch the latest trends, and manufacture, import, and sell attractive new products or private-brand products perfectly suited for today's lifestyles.

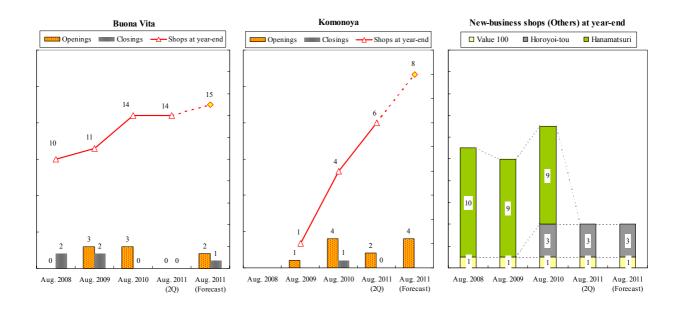


The bar, opened under the concept "a standing bar for drinkers, by drinkers, for drinking," has easy-on-your-wallet low prices, friendly service and lively atmosphere.

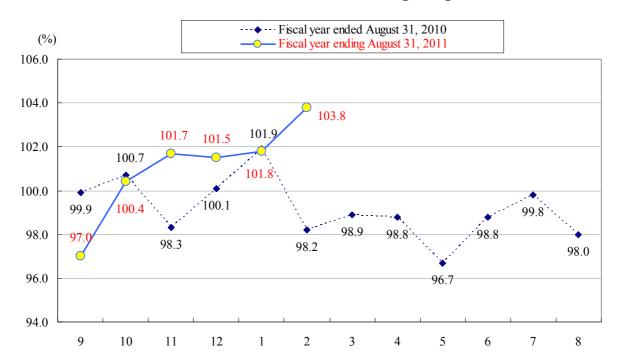


## VII. Trend of Shop Numbers





# VIII. Year-on-Year Trend of Net Sales of Existing Shops



|                                    | First half | Second half | Full year |
|------------------------------------|------------|-------------|-----------|
| Fiscal year ended August 31, 2009  | 98.0%      | 99.4%       | 98.7%     |
| Fiscal year ended August 31, 2010  | 99.9%      | 98.5%       | 99.2%     |
| Fiscal year ending August 31, 2011 | 101.1%     | _           | _         |

# IX. Quarterly Consolidated Financial Statements

## (1) Consolidated Balance Sheets

|  |                         | (Thousands of yen)                 |
|--|-------------------------|------------------------------------|
|  | As of February 28, 2011 | As of August 31, 2010<br>(Summary) |
| Assets                                       |                         |                                    |
| Current assets                               |                         |                                    |
| Cash and deposits                            | 2,565,037               | 2,037,909                          |
| Notes and accounts receivable-trade          | 1,754,961               | 1,694,143                          |
| Merchandise and finished goods               | 4,266,467               | 4,032,362                          |
| Raw materials and supplies                   | 7,190                   | 9,222                              |
| Deferred tax assets                          | 242,213                 | 347,539                            |
| Other  | 390,652                 | 330,867                            |
| Allowance for doubtful accounts              | (20,049)                | (25,094)                           |
| Total current assets                         | 9,206,473               | 8,426,950                          |
| Noncurrent assets                            |                         |                                    |
| Property, plant and equipment                |                         |                                    |
| Buildings and structures                     | 719,619                 | 682,676                            |
| Accumulated depreciation and impairment loss | (474,399)               | (478,417)                          |
| Buildings and structures, net                | 245,220                 | 204,258                            |
| Vehicles                                     | 13,151                  | 6,427                              |
| Accumulated depreciation and impairment loss | (10,661)                | (3,812)                            |
| Vehicles, net                                | 2,490                   | 2,615                              |
| Tools, furniture and fixtures                | 1,996,143               | 1,865,610                          |
| Accumulated depreciation and impairment loss | (1,516,896)             | (1,408,557)                        |
| Tools, furniture and fixtures, net           | 479,246                 | 457,052                            |
| Land   | 80,600                  | 80,600                             |
| Total property, plant and equipment          | 807,557                 | 744,527                            |
| Intangible assets                            |                         | ,                                  |
| Goodwill                                     | 156,105                 | 234,157                            |
| Other  | 29,973                  | 29,033                             |
| Total intangible assets                      | 186,078                 | 263,190                            |
| Investments and other assets                 |                         | ,                                  |
| Investment securities                        | 74,934                  | 65,128                             |
| Deferred tax assets                          | 40,032                  | 22,047                             |
| Guarantee deposits                           | 2,447,353               | 2,366,007                          |
| Other  | 106,117                 | 104,809                            |
| Allowance for doubtful accounts              | (32,443)                | (29,851)                           |
| Total investments and other assets           | 2,635,993               | 2,528,141                          |
| Total noncurrent assets                      | 3,629,630               | 3,535,859                          |
| Total assets                                 | 12,836,103              | 11,962,809                         |

|   |                         | (Thousands of ye                |
|---|-------------------------|---------------------------------|
|   | As of February 28, 2011 | As of August 31, 2010 (Summary) |
| Liabilities   |                         |                                 |
| Current liabilities                                   |                         |                                 |
| Notes and accounts payable-trade                      | 4,094,704               | 3,870,641                       |
| Short-term loans payable                              | 140,000                 | 140,000                         |
| Current portion of bonds                              | 40,000                  | 180,000                         |
| Current portion of long-term loans payable            | 1,416,359               | 1,160,189                       |
| Income taxes payable                                  | 406,769                 | 759,187                         |
| Accrued consumption taxes                             | 23,524                  | 25,834                          |
| Provision for bonuses                                 | 138,123                 | 108,950                         |
| Other   | 526,455                 | 581,686                         |
| Total current liabilities                             | 6,785,937               | 6,826,489                       |
| Noncurrent liabilities                                |                         |                                 |
| Long-term loans payable                               | 1,379,893               | 873,739                         |
| Provision for retirement benefits                     | 80,964                  | 74,546                          |
| Provision for directors' retirement benefits          | 83,382                  | 68,553                          |
| Asset retirement obligations                          | 78,580                  | _                               |
| Other   | 196,981                 | 202,556                         |
| Total noncurrent liabilities                          | 1,819,802               | 1,219,394                       |
| Total liabilities                                     | 8,605,739               | 8,045,884                       |
| Net assets  |                         |                                 |
| Shareholders' equity                                  |                         |                                 |
| Capital stock   | 440,297                 | 440,297                         |
| Capital surplus                                       | 876,066                 | 876,066                         |
| Retained earnings                                     | 3,223,570               | 2,879,995                       |
| Treasury stock  | (318,138)               | (291,374)                       |
| Total shareholders' equity                            | 4,221,796               | 3,904,985                       |
| Valuation and translation adjustments                 |                         |                                 |
| Valuation difference on available-for-sale securities | 418                     | (4,907)                         |
| Foreign currency translation adjustment               | 596                     | 1,932                           |
| Total valuation and translation adjustments           | 1,015                   | (2,975)                         |
| Subscription rights to shares                         | 7,552                   | 14,914                          |
| Total net assets                                      | 4,230,363               | 3,916,924                       |
| Total liabilities and net assets                      | 12,836,103              | 11,962,809                      |

## (2) Consolidated Statements of Income

|  |                                       | (Thousands of yen)                    |
|--|---------------------------------------|---------------------------------------|
|  | Six months ended<br>February 28, 2010 | Six months ended<br>February 28, 2011 |
| Net sales  | 17,073,420                            | 18,408,324                            |
| Cost of sales  | 10,714,005                            | 11,441,188                            |
| Gross profit   | 6,359,415                             | 6,967,136                             |
| Selling, general and administrative expenses   | 5,651,614                             | 6,191,738                             |
| Operating income   | 707,800                               | 775,397                               |
| Non-operating income   |                                       |                                       |
| Rent income  | 14,546                                | 10,131                                |
| Gain on consumption taxes exemption  | 110,020                               | _                                     |
| Refunded consumption taxes   | _                                     | 201,013                               |
| Other  | 24,190                                | 5,092                                 |
| Total non-operating income   | 148,756                               | 216,237                               |
| Non-operating expenses   |                                       |                                       |
| Interest expenses  | 18,351                                | 14,730                                |
| Early-withdrawal penalty   | 14,645                                | 4,133                                 |
| Equity in losses of affiliates   | _                                     | 13,215                                |
| Other  | 11,680                                | 8,565                                 |
| Total non-operating expenses   | 44,677                                | 40,645                                |
| Ordinary income  | 811,879                               | 950,989                               |
| Extraordinary income   |                                       |                                       |
| Gain on sales of investment securities   | _                                     | 8,243                                 |
| Reversal of allowance for doubtful accounts  | 1,535                                 | 6,747                                 |
| Other  | 273                                   | 7,586                                 |
| Total extraordinary income   | 1,809                                 | 22,577                                |
| Extraordinary loss   | ·                                     |                                       |
| Loss on retirement of noncurrent assets  | 2,108                                 | 871                                   |
| Loss on sales of noncurrent assets   | 1,209                                 | -                                     |
| Impairment loss  | 27,075                                | 6,933                                 |
| Loss on adjustment for changes of accounting standard for asset retirement obligations | -                                     | 46,994                                |
| Other  | -                                     | 312                                   |
| Total extraordinary losses   | 30,393                                | 55,111                                |
| Income before income taxes and minority interests                                      | 783,296                               | 918,455                               |
| Income taxes-current   | 512,926                               | 362,257                               |
| Income taxes-deferred  | (127,347)                             | 84,260                                |
| Total income taxes   | 385,578                               | 446,517                               |
| Income before minority interests   | <del>-</del>                          | 471,937                               |
| Net income   | 397,717                               | 471,937                               |

## (3) Consolidated Statements of Cash Flows

|  |                                       | (Thousands of yen)                 |
|--|---------------------------------------|------------------------------------|
|  | Six months ended<br>February 28, 2010 | Six months ended February 28, 2011 |
| Net cash provided by (used in) operating activities                                    |                                       |                                    |
| Income before income taxes and minority interests                                      | 783,296                               | 918,455                            |
| Depreciation and amortization  | 98,632                                | 107,760                            |
| Impairment loss  | 27,075                                | 6,933                              |
| Amortization of negative goodwill  | (3,021)                               | _                                  |
| Amortization of goodwill   | 78,052                                | 104,019                            |
| Increase (decrease) in allowance for doubtful accounts                                 | (1,535)                               | (7,003)                            |
| Increase (decrease) in provision for bonuses   | (12,237)                              | 8,824                              |
| Increase (decrease) in provision for retirement benefits                               | 15,482                                | 6,417                              |
| Increase (decrease) in provision for directors' retirement benefits                    | 3,846                                 | 329                                |
| Interest and dividends income  | (2,805)                               | (1,983)                            |
| Interest expenses  | 18,351                                | 14,730                             |
| Loss on adjustment for changes of accounting standard for asset retirement obligations | _                                     | 46,994                             |
| Loss (gain) on sales of investment securities  | _                                     | (8,243)                            |
| Loss on retirement of noncurrent assets  | 2,108                                 | 871                                |
| Decrease (increase) in notes and accounts receivable-trade                             | (79,795)                              | 218,283                            |
| Decrease (increase) in inventories   | (354,746)                             | (58,396)                           |
| Increase (decrease) in notes and accounts payable-trade                                | 1,066,821                             | 202,277                            |
| Increase (decrease) in accrued consumption taxes                                       | (55,135)                              | (81,723)                           |
| Other, net   | 44,798                                | (68,300)                           |
| Subtotal   | 1,629,188                             | 1,410,248                          |
| Interest and dividends income received   | 2,712                                 | 1,695                              |
| Interest expenses paid   | (19,197)                              | (15,099)                           |
| Income taxes paid  | (85,926)                              | (754,360)                          |
| Net cash provided by (used in) operating activities                                    | 1,526,776                             | 642,483                            |
| Net cash provided by (used in) investing activities                                    |                                       |                                    |
| Purchase of property, plant and equipment  | (145,375)                             | (126,480)                          |
| Proceeds from sales of property, plant and equipment                                   | 745                                   | 13,759                             |
| Payments for lease and guarantee deposits  | (143,302)                             | (106,331)                          |
| Proceeds from collection of lease and guarantee deposits                               | 62,338                                | 174,341                            |
| Purchase of investment securities  | (4,500)                               | -                                  |
| Proceeds from sales of investment securities   | -                                     | 11,243                             |
| Purchase of investments in subsidiaries resulting in change in scope of consolidation  | -                                     | (381,276)                          |
| Other, net   | (3,182)                               | (1,905)                            |
| Net cash provided by (used in) investing activities                                    | (233,275)                             | (416,648)                          |
| Net cash provided by (used in) financing activities                                    |                                       |                                    |
| Net increase (decrease) in short-term loans payable                                    | _                                     | (150,000)                          |
| Proceeds from long-term loans payable  | 850,000                               | 1,500,000                          |
| Repayment of long-term loans payable   | (566,168)                             | (743,178)                          |
| Redemption of bonds  | (40,000)                              | (140,000)                          |
| Proceeds from sales of treasury stock  | _                                     | 45,414                             |
| Purchase of treasury stock   | -                                     | (86,046)                           |
| Cash dividends paid  | (61,994)                              | (123,986)                          |
| Net cash provided by (used in) financing activities                                    | 181,838                               | 302,203                            |
| Effect of exchange rate change on cash and cash equivalents                            | (1,906)                               | (910)                              |
| Net increase (decrease) in cash and cash equivalents                                   | 1,473,431                             | 527,127                            |
| Cash and cash equivalents at beginning of period                                       | 1,336,369                             | 2,037,909                          |
| Cash and cash equivalents at end of period   | 2,809,801                             | 2,565,037                          |

## X. Company Information / Stock Information (as of February 28, 2011)

#### **Company Information**

Trade name: Watts Co., Ltd.

Date of establishment: February 22, 1995
Listing date: May 24, 2002

Quarterly accounting period: The second quarter of the 17th term

(from December 1, 2010 to February 28, 2011)

Paid-in capital: 440 million yen

Number of employees: 2,260 (including part-time workers) (consolidated)

Head office: Sumitomo Seimei OBP Plaza Bldg.

4-70, Shiromi 1-chome, Chuo-ku, Osaka-shi, Osaka

Telephone: +81-6-4792-3280

Group companies: Watts Ohthree Co., Ltd.
CMK Trading Co., Ltd.
Watts Planning Co. Ltd.

Watts Planning Co., Ltd.
Thai Watts Co., Ltd.
AMANO Co., Ltd.

#### **Directors and Auditors**

President and CEO

Vice-president

Vice-president

Vice-president

Atsuo Kinugasa

Board member

Hiroshi Fukumitsu

Board member

Haruo Kobayashi

Board member

Kiichiro Yamamoto

Standing Corporate Auditor

Eiji Fujita

Auditor Yoshihiro Sawamura Auditor Yoshihiro Sakatani

#### **Stock Status**

Total number of authorized shares: 18,000,000 shares
Total number of shares issued: 6,979,400 shares

Number of shareholders: 1,151

Major shareholders (Top 10)

| Shareholder name  | Number of shares held | Share-holding ratio |
|---|-----------------------|---------------------|
| Shareholder hame  | (Thousands of shares) | (%)                 |
| Watts Co., Ltd.   | 777                   | 11.13               |
| Torio Inc.  | 627                   | 9.00                |
| Fumio Hiraoka   | 451                   | 6.46                |
| Mitsuko Hiraoka   | 385                   | 5.52                |
| Atsuo Kinugasa  | 369                   | 5.29                |
| Osaka Small and Medium Business Investment & Consultation Co., Ltd. | 324                   | 4.64                |
| Akari Inc.  | 281                   | 4.03                |
| ONTSU Co., Ltd.   | 275                   | 3.95                |
| Watts Employees Stocks Ownership Plan                               | 223                   | 3.20                |
| Japan Trustee Services Bank, Ltd. (Trust Account)                   | 211                   | 3.03                |