

(Translation)

February 4, 2012

Company Name: Asahi Tec Corporation  
Representative: Shoichiro Irimajiri,  
President and Executive Officer  
(Code: 5606, First Section of the Tokyo  
Stock Exchange)  
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### **Announcement Concerning Change in the Parent Company and Largest Shareholder**

Asahi Tec Corporation (the "Company") hereby announces the following expected changes in the parent company and largest shareholder effective as of February 10, 2012.

#### **1. Background of the Change**

The tender offer bid ("Tender Offer Bid") for the common shares of the Company by ATC Holdings II Co., Ltd. (the "Bidder") which commenced on January 6, 2012 was completed as of February 3, 2012, and the Company received a report from the Bidder as of the date hereof that a total of 440,747,459 common shares in the Company were tendered as a result of the Tender Offer Bid.

In relation thereto, the Bidder will acquire a majority of the voting rights in the Company as of February 10, 2012 ( the settlement date of the Tender Offer Bid) and become the new parent company and largest shareholder of the Company.

In addition, RHJ International, S.A. ("RHJI"), the current parent company and largest shareholder of the Company, will no longer be the parent company and largest shareholder of the Company as a result of the tender of all of the common shares in the Company held by RHJI upon the Tender Offer Bid.

For further details on the results of the Tender Offer Bid, please refer to the "Announcement Concerning the Results of Tender Offer Bid by ATC HOLDINGS II Co., Ltd. for the Shares of Asahi Tec Corporation," which is separately released as of the date hereof.

#### **2. Outline of the Parent Company and Largest Shareholder**

##### **(1) Outline of the Shareholder Becoming the Parent Company and Largest Shareholder**

(i)	Corporate Name	ATC Holdings II Co., Ltd.
(ii)	Location	4-1, Kioicho, Chiyoda-ku, Tokyo
(iii)	Name and Title of Representative	Kiyoto Matsuda

(iv)	Description of Business	The Bidder's principal business is to acquire and hold the Share Certificates, etc. of the Company and to control and manage the Company's business after the Tender Offer Bid.	
(v)	Paid-in Capital	JPY 500,000 (as of the date of establishment on November 30, 2011)	
(vi)	Date of Establishment	November 30, 2011	
(vii)	Net Assets	JPY 1,000,000 (as of the date of establishment on November 30, 2011)	
(viii)	Total Assets	JPY 1,000,000 (as of the date of establishment on November 30, 2011)	
(ix)	Major Shareholders and Shareholding Ratios (as of January 6, 2012) (Note)	Unison Capital III (F), L.P.	20.00%
		Unison Capital III, NK	15.75%
		Unison Capital III (A), L.P.	15.22%
		Unison III Co-Investments (F), L.P.	13.39%
		Unison Capital III (B), L.P.	12.36%
		Unison III Co-Investments (A), L.P.	9.37%
		Unison III Co-Investments (B), L.P.	7.92%
		Unison Capital III Co-Investments, NK	5.99%
(x)	Relationship between the Company and the Shareholder	Capital Relationship	There is, as of today, no particular capital relationship between the Company and the Shareholder. ATC Holdings I Co., Ltd., a corporation of which all the issued and outstanding shares are owned by the Funds (as defined in the Note below), holds all of the Company's Class A preferred shares (11,141,000 shares) and Class B preferred shares (10,526,316 shares) (a total of 21,667 voting rights). There is no other noteworthy capital relationship between any persons/companies affiliated with the Company and those affiliated with the Shareholder.
		Personnel Relationship	N/A
		Business Relationship	The Company will enter into an intercompany loan agreement and a related securities agreement with the Shareholder, under which the Company may borrow via the Shareholder, funds procured by the Shareholder from financial institutions. There is no other particular business relationship between the Company and the Shareholder. In addition, there is no noteworthy business relationship between any persons/companies affiliated with the Company and those affiliated with the Shareholder.

(Note) The shareholders of the Bidder (the "Funds") are general partnerships (*kumiai*) or limited partnerships in which other limited partnerships established with investments from institutional investors, etc., are directly or indirectly investing.

(2) Outline of the Shareholder Ceasing to be the Parent Company and Largest Shareholder

(i)	Corporate Name	RHJ International, S.A.
(ii)	Location	Avenue Louise 326, 1050 Brussels, Belgium
(iii)	Name and Title of	Co-Chief Executive Officer: Timothy C. Collins

	Representative	
(iv)	Description of Business	Holding company

### 3. Number of Shares (Voting Rights) Held by the Shareholder and Ratio Against Number of Voting Rights of All Shareholders Before and After the Change

#### (1) ATC Holdings II Co., Ltd.

	Position	Numbers of Shares Held (Voting Rights)	Ratio Against Number of Voting Rights of All Shareholders *	Rank Among Major Shareholders
Before the Change	-	0 share (nil)	0.0%	-
After the Change	Parent company	440,747,459 shares (440,747)	61.85%	1st

\* Number of non-voting shares deducted from total issued and outstanding shares: 380,327 shares (as of September 30, 2011)  
Total issued and outstanding shares as of December 31, 2011: 712,940,223 shares

#### (2) RHJ International, S.A.

	Position	Number of Shares Held (Voting Rights)	Ratio Against Number of Voting Rights of All Shareholders *	Rank Among Major Shareholders
Before the Change	Parent company	432,553,078 shares (432,553)	60.70%	1st
After the Change	-	0 share (nil)	0.0%	-

\* Number of non-voting shares deducted from total issued and outstanding shares: 380,327 shares (as of September 30, 2011)  
Total issued and outstanding shares as of December 31, 2011: 712,940,223 shares

### 4. Scheduled Date of Change

February 10, 2012 (settlement date of the Tender Offer Bid)

### 5. Unlisted Parent Company, etc. Subject to Disclosure

As a result of the Change, the Bidder (ATC Holdings II Co., Ltd.) will be the unlisted parent company, etc. subject to disclosure by the Company.

### 6. Outlook

As announced in the Company's press release titled "Announcement Concerning Expression of Opinion in Favor of

Tender Offer Bid by ATC HOLDINGS II Co., Ltd. for the Shares of Asahi Tec Corporation" dated December 28, 2011, the Bidder intends to resolve on February 10, 2012 (Friday) after the settlement of the Tender Offer Bid, to conduct a second tender offer bid (the "Second TOB") for the purpose of acquiring all of the remaining common shares of the Company other than those already owned by the Bidder (with the exception of the treasury shares owned by the Company). The Second TOB will have a tender offer period commencing on February 13, 2012 (Monday) (scheduled) and ending on March 26, 2012 (Monday) (scheduled) (30 business days), a purchase price of JPY 33 per common share of the Company, and SMBC Nikko Securities Inc. will act as the TOB Agent. If the Bidder is unable to acquire all of the remaining Company's common shares (with the exception of the treasury shares owned by the Company) through the Tender Offer Bid and the Second TOB, the Bidder plans to conduct a squeeze-out procedure by which the Bidder will acquire all of the Company's common shares (with the exception of the treasury shares owned by the Company) ("Squeeze-Out") after the completion of the Second TOB. As stated in the Company's press release titled "Announcement Concerning Expression of Opinion in Favor of Tender Offer Bid by ATC HOLDINGS II Co., Ltd. for the Shares of Asahi Tec Corporation" dated December 28, 2011, the Company currently believes that it should express its opinion to support the Second TOB if it is initiated and to recommend that the Company's remaining common shareholders tender their shares, and that, if requested by the Bidder, it is also reasonable to conduct the Squeeze-Out. Further details will be announced once they are determined.

The common shares in the Company are currently listed on the First Section of the Tokyo Stock Exchange. However, the common shares in the Company might be delisted through the prescribed procedures in accordance with the Tokyo Stock Exchange's criteria for delisting shares, depending on the results of the Second TOB. Also, even if the shares in the Company do not fall under the relevant criteria at the time the Second TOB has been completed, the common shares in the Company will be delisted through the prescribed procedures in accordance with the Tokyo Stock Exchange's criteria for delisting shares in case the Squeeze-Out procedures are conducted. If the common shares in the Company are delisted, they will become untradeable on the Tokyo Stock Exchange.

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