

(Translation)

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Announcement Concerning Passing of Resolution of Partial Amendment to the Articles of Incorporation and the Acquisition of Common Stock Subject to Class-wide Call (*zenbu shutoku joukou*), and Designation of Record Date Concerning Acquisition of Common Stock Subject to Class-wide Call

As announced in the announcement dated May 18, 2012, titled "Announcement Concerning a Partial Amendment to the Articles of Incorporation and the Acquisition of Common Stock Subject to Class-wide Call (*zenbu shutoku joukou*)" ("Announcement dated May 18"), today, Asahi Tec Corporation (the "Company") has submitted, for discussion at the extraordinary shareholder's meeting of the Company ("Extraordinary Shareholders' Meeting"), proposals for a partial amendment to the Articles of Incorporation of the Company (the "Articles of Incorporation") concerning the establishment of a new class of shares, a partial amendment to the Articles of Incorporation concerning the establishment of a class-wide call clause and the acquisition by the Company of the Common Stock Subject to Class-wide Call (as defined in (ii) of "I. Proposals concerning Partial Amendment to the Articles of Incorporation and Acquisition of Common Stock Subject to Class-wide Call" below; hereinafter the same), and also submitted, for discussion at the class shareholders' meeting of the common shareholders ("Class Shareholders' Meeting") proposals concerning a partial amendment to the Articles of Incorporation concerning the establishment of a new class of shares, and a partial amendment to the Articles of Incorporation concerning the establishment of a class-wide call clause, and the Company hereby announces that the proposals were resolved and approved in their forms as originally proposed. Prior to such shareholders' meetings, the Company obtained written consent from all of the shareholders of Class A preferred stock and Class B preferred stock concerning proposals on a partial amendment to the Articles of Incorporation concerning the establishment of a new class of shares and a partial amendment to the Articles of Incorporation concerning the establishment of a class-wide call clause.

As a result, the common stock of the Company meets the delisting standards of the first section of the Tokyo Stock Exchange Inc. (the "Tokyo Stock Exchange"), will be assigned to the delisting post from today to July 29, 2012 and will be delisted as of July 30, 2012. After the delisting, the common stock of the Company may not be traded on the Tokyo Stock Exchange.

In addition, the Company hereby announces that the Board of Directors of the Company has designated August 1, 2012 as the record date for the acquisition of the Common Stock Subject to Class-wide Call to be acquired by the Company in its entirety on August 2, 2012, in accordance with the resolution of the Extraordinary Meeting of Shareholders. The Company will deliver to each holder of the Common Stock Subject to Class-wide Call, indicated or recorded in the final shareholder registry as of such record date, 0.0000000307 (307 divided by 10 billion) shares of Class X stock for each share of Common Stock Subject to Class-wide Call held by such holder as consideration for the acquisition.

I. Proposals concerning Partial Amendment to the Articles of Incorporation and Acquisition of Common Stock Subject to Class-wide Call

In order to obtain the necessary approval of the shareholders on the Partial Amendment to the Articles of Incorporation and Acquisition of all of the Common Stock Subject to Class-wide Call through the procedures set forth in (i) through (iii) below ("Amendments and Acquisition"), the Company held an Extraordinary Shareholders' Meeting and Class Shareholders' Meeting today.

- (i) The Company will partially amend its Articles of Incorporation to establish a new provision to allow it to issue Class X stocks, in addition to the existing common stock, Class A preferred stock and Class B preferred stock.
- (ii) The Company will further partially amend its Articles of Incorporation as amended by (i) above to establish a new provision to incorporate a class-wide call option (meaning a class-wide call clause in accordance with the matters prescribed in Article 108, Paragraph 1, Item 7 of the Companies Act, where all, but not a part of, a certain class of stocks shall mandatorily be acquired by the issuing company if so approved by a special resolution of the shareholders meeting; hereinafter the same) over all shares of the common stock issued by the Company (the common stock after the incorporation of a class-wide call clause shall be referred to as the "Common Stock Subject to Class-wide Call"). Pursuant to the terms of the Common Stock Subject to Class-wide Call, if the Company acquires all of the shares of the Common Stock Subject to Class-wide Call (except the treasury stock already owned by the Company; hereinafter the same) pursuant to a special resolution at a general shareholders meeting of the Company, the Company will deliver 0.0000000307 (307 divided by 10 billion) shares of Class X stock in exchange for each share of Common Stock Subject to Class-wide Call as consideration for the acquisition.
- (iii) Pursuant to Article 171 of the Companies Act as well as the Articles of Incorporation as amended by (i) and (ii) above, the Company will acquire all the shares of Common Stock Subject to Class-wide Call by a special resolution at the general shareholders meeting, and will deliver 0.0000000307 (307 divided by 10 billion) shares of Class X stock in exchange for each share of Common Stock Subject to Class-wide Call as consideration for the acquisition. In such a case, the number of shares of Class X stock to be delivered to each of the shareholders other than ATC HOLDINGS II Co., Ltd. ("ATCH2") will be a fraction less than one share. (Pursuant to Article 234 of the Companies Act and other relevant laws and regulations, a cash amount will be distributed to each shareholder to whom a fraction less than one share of Class X stock is delivered.)

II. Approval and Resolution on Each of the Proposals

1. Approval and Resolution on Partial Amendment to the Articles of Incorporation (items (i) and (ii) of the Amendments and Acquisition)

(1) Details of Matters Approved and Resolved

Items (i) and (ii) of the Amendments and Acquisition and other necessary amendments associated thereto were submitted for discussion at the Extraordinary Shareholders' Meeting and Class Shareholders' Meeting as Proposal No. 1 and No. 2, and both proposals were approved and resolved in their forms as originally proposed. The details of Proposal No. 1 and No. 2, of the Extraordinary Shareholders' Meeting and Class Shareholders' Meeting are as indicated in I.1. "Partial Amendment to the Articles of Incorporation concerning Establishment of a New Class of Shares ("Partial Amendment to the Articles of Incorporation-1") and I.2. "Partial Amendment to the Articles of Incorporation Concerning the Establishment of a Class-wide Call Clause ("Partial Amendment to the Articles of Incorporation-2")" of the Announcement dated May 18.

(2) Effect of Amendment of Articles of Incorporation

Of the Amendments and Acquisition, item (i) and the other necessary amendments associated thereto have become effective as of today with the approval and resolution of the Extraordinary Shareholders' Meeting and Class Shareholders' Meeting and receipt of the written consent from all of the shareholders of Class A preferred stock and Class B preferred stock. Additionally, item (ii) of the Amendments and Acquisition will become effective on August 2, 2012.

2. Approval and Resolution on Acquisition of Common Stock Subject to Class-wide Call (item (iii) of the Amendments and Acquisition)

(1) Details of Matters Approved and Resolved

The Acquisition of Common Stock Subject to Class-wide Call (item (iii) of the Amendments and Acquisition) was submitted for discussion at the Extraordinary Shareholders' Meeting as Proposal No. 3, including the request that other necessary matters be entrusted to the Board of Directors of the Company, and the proposal was approved and resolved in its form as originally proposed. The details of the proposal are as announced in "II. Acquisition of Common Stock Subject to Class-wide Call" in the

Announcement dated May 18, namely, the Company will acquire all of the shares in the Common Stock Subject to Class-wide Call pursuant to Article 171 of the Companies Act as well as the provisions of the Articles of Incorporation of the Company as amended by items (i) and (ii) of the Amendments and Acquisition, and as of the acquisition date provided in (2) below, the Company will deliver to each holder of the Common Stock Subject to Class-wide Call, indicated or recorded in the final shareholder registry as of the record date, 0.0000000307 (307 divided by 10 billion) shares of Class X stock for each share of Common Stock Subject to Class-wide Call held by such holder as consideration for the acquisition.

(2) Effect of Acquisition of Common Stock Subject to Class-wide Call

The Acquisition of Common Stock Subject to Class-wide Call (item (iii) of the Amendments and Acquisition) will become effective on August 2, 2012 ("Acquisition Date") on the condition that item (ii) of the Amendments and Acquisition become effective with the approval and resolution of the Extraordinary Shareholders' Meeting and Class Shareholders' Meeting and receipt of written consent from all of the shareholders of Class A preferred stock and Class B preferred stock.

(3) Procedures concerning Acquisition of Common Stock Subject to Class-wide Call

When the Acquisition of Common Stock Subject to Class-wide Call becomes effective, as indicated above, the Company will acquire all Common Stock Subject to Class-wide Call on the Acquisition Date, and deliver to each holder of the Common Stock Subject to Class-wide Call (excluding the Company) 0.0000000307 (307 divided by 10 billion) shares of Class X stock for each share of Common Stock Subject to Class-wide Call held by such holder as consideration for the acquisition. As mentioned above, the number of shares of Class X stocks so delivered by the Company to each holder of the common stock other than ATCH2 will be set to be a fraction less than one share.

With respect to the fractions of less than one share of Class X stock that are deliverable to such shareholders, the Company will sell such shares of Class X stock as is equivalent to the aggregate number of the fractions (pursuant to Article 234, Paragraph 1 of the Companies Act, such aggregate number will be rounded down to the nearest whole number) pursuant to Article 234 of the Companies Act, and will deliver to each shareholder the proceeds from such sale in proportion to the number of fractional shares to which such holder would otherwise be entitled.

As to the procedures for such sale, the Company expects to sell the relevant shares to ATCH2 with the court's approval pursuant to Article 234, Paragraph 2 of the Companies Act, or to repurchase them with the court's approval pursuant to the said Paragraph and Paragraph 4 of the said Article. In this case, the Company expects to set the sale price per share of Class X stock at a certain level so that the amount of money delivered to each holder of Common Stock Subject to Class-wide Call will be equal to the amount obtained by multiplying the number of shares of Common Stock Subject to Class-wide Call held by such holder by JPY 33 (i.e., the purchase price per share of common stock for the tender offer for the common stock of the Company with a tender offer period commencing on February 13, 2012 and ending on April 5, 2012 (38 business days) implemented by ATCH2) (provided, however, that the amount actually delivered may be different from the above-mentioned amount if the court's approval is not given in the form and contents as expected or if an adjustment is needed with respect to the fractions resulting from calculations or otherwise).

III. Summary of the Time Schedule for Acquisition of Common Stock Subject to Class-wide Call (all dates after today are expected schedules)

Date of the Extraordinary Shareholders' Meeting and the Class Shareholders' Meeting	June 27, 2012 (Wednesday)
Effective date of the partial amendment to the Articles of Incorporation concerning the establishment of a new class of shares	June 27, 2012 (Wednesday)
Assignment of the common stock to the delisting post	June 27, 2012 (Wednesday)
Statutory public notice of the establishment of a record date for the acquisition of the Common Stock Subject to Class-wide Call and the delivery of the Class X stock	June 28, 2012 (Thursday)
Statutory public notice of the partial amendment to the Articles of Incorporation concerning the establishment of a class-wide call clause	June 28, 2012 (Thursday)
Last trading date of the common stock on the Tokyo Stock Exchange	July 27, 2012 (Friday)

Date of delisting of the common stock	July 30, 2012 (Monday)
Record date for the acquisition of the Common Stock Subject to Class-wide Call and the delivery of the Class X stock	August 1, 2012 (Wednesday)
Effective date of the Partial Amendment to the Articles of Incorporation Concerning the Establishment of the Class-wide Call Clause ("Partial Amendment to the Articles of Incorporation-2")	August 2, 2012 (Thursday)
Effective date of the acquisition of the Common Stock subject to Class-wide Call and the delivery of the Class X stock	August 2, 2012 (Thursday)

* Although in the Announcement dated May 18, the term of the assignment of the common stock of the Company to the delisting post was stated to be until July 27, 2012, the Company hereby corrects the term to be until July 29, 2012.

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