

(3) Merger share ratios

HOYA holds almost all the outstanding shares of HAST. At merger, no new stock will be issued. Treasury stock will be allocated to the other shareholders of HAST in accordance with Article 409-2 of the commercial code of Japan. 0.4 share of HOYA CORPORATION will be allocated and distributed to every share of HAST.

-Class of share to be allocated: The common shares of HOYA CORPORATION

-The number of allocated shares: 132 shares will be allocated to eleven individual shareholders.

3. Summary of the parties of the merger

(1)	Company name	HOYA CORPORATION (unconsolidated) (to merge)	HOYA ADVANCED SEMICONDUCTOR TECHNOLOGIES CO., LTD (to be merged)
(2)	Line of business	Manufacture and sales of Electro-optics, the related products, and eye-care related products such as eye-glasses.	Research and development, manufacture and sales of blanks and devices and the related materials used for semiconductor manufacture.
(3)	Incorporation	August 23, 1944	May 20, 2002
(4)	Principal office	2-7-5 Naka-Ochiai, Shinjuku-ku, Tokyo	1-17-16 Tana-Shiota, Sagamihara-shi, Kanagawa
(5)	Representative	Hiroshi Suzuki, President & CEO	Fumio Kitahara, President
(6)	Capital	6,264 million yen	490 million yen
(7)	Total issued stock	112,349,005 shares	9,800 shares
(8)	Shareholder's equity	159,316 million yen	△906 million yen
(9)	Total assets	222,313 million yen	427 million yen
(10)	Fiscal year end	March 31	March 31
(11)	Employees	3,173	16
(12)	Main suppliers and customers	(Supplier) Toshiba Ceramics Co., Ltd. (Customer) IBM Japan Ltd., Canon Inc.	(Supplier) Showa Yozai (Customer) Marubeni Corporation, Nichia Corporation
(13)	Main shareholders and shareholdings	The Master Trust Bank of Japan, Ltd. 6.14% Japan Trustee Services Bank Ltd. 5.96% The Chase Manhattan Bank, N.A. London 5.40% State Street Bank and Trust Company 5.20% The Dai-ichi Mutual Life Insurance Company 5.13%	HOYA COPORATION 96.6% Individuals 3.4%
(14)	Main dealing banks	The Bank of Tokyo Mitsubishi UFJ, Ltd.	The Bank of Tokyo Mitsubishi UFJ, Ltd.

(15)Relation of the parties

Capital relationship: HOYA holds almost all the outstanding shares of HAST.

Human relationship: There are directors, employees, and ex-employees of HOYA in the directors of HAST.

Business connection: None

(16)Financial results over the past three years

Fiscal year ended March 31	HOYA CORPORATION (unconsolidated) (to merge)			HOYA ADVANCED SEMICONDUCTOR TECHNOLOGIES CO., LTD (to be merged)		
	2003	2004	2005	2003	2004	2005
Sales (million yen)	159,432	183,771	224,608	0	16	6
Operating Income (million yen)	26,536	28,341	35,131	△233	△643	△774
Ordinary Income (million yen)	29,460	33,610	46,536	△233	△585	△770
Net Income (million yen)	8,852	15,558	24,967	△246	△477	△672
Net Income Per share (yen)	75.27	138.24	225.55	△35,227.94	△50,449.08	△68,611.64
Dividend Per share (yen)	50.00	100.00	150.00	—	—	—
Shareholder equity per share (yen)	1,443.51	1,290.75	1,430.37	△14,772.06	△24,422.83	△92,451.32

4. Status after merger

- (1) Company name HOYA CORPORATION
- (2) Line of business Manufacture and sales of Electro-optics products, the related products and eye-care related products such as eye glasses.
- (3) Principal office 2-7-5 Naka-Ochiai, Shinjuku-ku, Tokyo
- (4) Representative Hiroshi Suzuki, President & CEO
- (5) Capital 6,264 million yen (There is no increase by this merger)
- (6) Total Assets 222,740 million yen (427 million yen*)
*Preliminary amount as of March 31, 2005 to increase total assets by merger
- (7) Fiscal year end March 31
- (8) Effect to financial results

The merger of a consolidated subsidiary will increase unconsolidated total assets and sales of HOYA CORPORATION. However, HOYA group manages and operates with consolidated basis, this merger will have no impact on the group consolidated financial results. HOYA group will not only strengthen higher value added strategies with the technological synergy effect resulting from this merger, but also pursue continuous improvement of management efficiency.