

February 2, 2006

To Whom It May Concern:

**From:** Shin-Etsu Chemical Co., Ltd.  
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Chiyoda-ku, Tokyo 100-0004, Japan  
By: Chihiro Kanagawa, Representative Director and President  
(Code number 4063)

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**Notice regarding results of the Tender Offer**

Shin-Etsu Chemical Co., Ltd. (the *Company*) has resolved at the meeting of the board of directors dated December 12, 2005 to acquire the shares of MIMASU SEMICONDUCTOR INDUSTRY CO., LTD. (the *Target*) by way of tender offer (the *Tender Offer*) and launched the Tender Offer on December 13, 2005. The Tender Offer expired on February 1, 2006, the results of which are as follows:

**1. OUTLINE OF THE TENDER OFFER (ANNOUNCED ON DECEMBER 12, 2005, WITH AMENDMENTS TO THE CONDITIONS AS ANNOUNCED ON JANUARY 17, 2006)**

1.1 Trade name of the Target

MIMASU SEMICONDUCTOR INDUSTRY CO., LTD.

1.2 Class of Shares of the Target acquired by the Tender Offer

Common Stock

1.3 Period of the Tender Offer

December 13, 2005 (Tuesday) through February 1, 2006 (Wednesday)  
(51 days)

1.4 Tender Offer Price

2,440 yen per share

**2. RESULTS OF THE TENDER OFFER**

2.1 The number of tendered shares etc.

The number of shares contemplated to be purchased: 6,000,000 shares

The total number of tendered shares: 7,629,996 shares

The total number of shares to be actually purchased: 6,000,000 shares

## 2.2 Completion of the Tender Offer

Since the total number of tendered shares (7,629,996 shares) exceeded the number of shares contemplated to be purchased (6,000,000 shares), the Company shall not purchase all of the shares in excess, as described in the public notice regarding the commencement of the Tender Offer (which was amended by the public notice regarding changes to the conditions of the Tender Offer dated January 18, 2006) and the tender offer registration statement (which was amended by the amendments to the tender offer registration statement dated December 26, 2005 and January 18, 2006), and shall make delivery and settlement of such shares in accordance with the pro-rata method set out in Article 27-13, paragraph 5 of the Securities and Exchange Law and Article 32 of the Cabinet Office Regulation on Disclosing Information on a Tender Offer for Share Certificates by a Person Other Than the Issuer.

The number of applicant shareholders:	715
The total number of tendered shares:	7,629,996 shares
The total number of shares to be actually purchased:	6,000,000 shares
The total number of shares to be returned:	1,629,996 shares

## 2.3 Calculation of pro-rata purchase

The calculation produced a total number of shares to be purchased in excess of the number of shares originally contemplated to be purchased (the “targeted number” in this clause) due to the rounding off of the number of shares which are less than a whole unit during the course of calculation. Accordingly, the number of shares to be purchased from each of the accepting shareholders has been decreased in whole units in order, starting with the shareholders who had the largest number of shares rounded up as the result of the rounding off, until the resulting number would not fall below the targeted number. However, this method may produce a number which is below the targeted number if the number of shares to be purchased is reduced from all of the shareholders that had the same number of shares rounded up. Where that was the case, the Company chose, by lot, these shareholders whose number of shares to be purchased is reduced, to the extent that the tendered shares do not fall below the targeted number.

## 2.4 The number of shares owned by the Company and ownership ratio after the Tender Offer

Shares Owned by the Company before Tender Offer	7,733,824 shares
	(Ownership Ratio 22.83 %)
Shares Owned by the Company after Tender Offer	13,733,824 shares
	(Ownership Ratio 40.54 %)

(Note1) The above ownership ratios have been calculated based on the total number of the Target’s outstanding shares as of January 13, 2006 (33,875,995 shares).

(Note2) The above ownership ratios have been rounded off to two decimal places.

## 2.5 The Total fund of the acquisition by the Tender Offer

14,640,000,000 yen

### **3. SETTLEMENT PROCEDURES AND COMMENCEMENT DATE OF SETTLEMENT**

#### **3.1 Names and Locations of the Head Offices of Securities Firms, Banks, etc. Handling the Settlement Procedures**

(a) Daiwa Securities SMBC Co., Ltd. (TOB agent)

8-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

(b) Daiwa Securities Co., Ltd. (TOB Sub-agent)

6-4, Ohtemachi 2-chome, Chiyoda-ku, Tokyo

#### **3.2 Commencement Date of Settlement**

February 9, 2006 (Thursday)

#### **3.3 Settlement Procedure**

A notice of purchase will be sent without delay after the completion of the Tender Offer Period to the address of each applicant shareholder (in case of a Foreign Shareholder, to the address of its/his/her standing agent).

Payment for purchase of the shares will be made in cash. The purchase price will, without delay after the commencement date of settlement, be remitted by the TOB Agent or the TOB Sub-agent to the place designated by each applicant shareholder, or paid at the head office or any of the domestic branch offices of the TOB Agent or the TOB Sub-agent where the application for the tender offer was accepted, in accordance with the instructions of the relevant applicant shareholder.

### **4. PLACE WHERE THE TENDER OFFER REPORT IS AVAILABLE FOR PUBLIC INSPECTION**

Shin-Etsu Chemical Co., Ltd.      6-1, Ohtemachi 2-chome, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.      2-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo

### **5. FUTURE PROSPECTS**

The Tender Offer will have no material effect on the Company's financial results for the fiscal year ending March 31, 2006.