



June 27, 2008

To Whom It May Concern

6-1, Ohtemachi 2-chome, Chiyoda-ku, Tokyo
Shin-Etsu Chemical Co., Ltd.
Chihiro Kanagawa, President and CEO
(Code No. 4063)
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**Notification Concerning Approval of the Handling Policy (Anti-takeover Defensive Plan)
Toward Large-scale Purchase of Our Company's Shares and Other Securities at the
Annual Meeting of Stockholders of Our Company**

At the board of directors' meeting held on May 19, 2008, Shin-Etsu Chemical Co., Ltd. ("our company") decided to adopt the "Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities" (the "Handling Policy"), conditional upon authorization with the stockholders who were present at the 131st annual meeting of stockholders (the "Stockholders' Meeting") held today. And then, we hereby give notice that, the stockholders approved the Handling Policy at the Stockholders' Meeting (7th Agendum).

Moreover, at the board of directors' meeting held after the closing of the Stockholders' Meeting, the three individuals named in the attachment were selected as members of the Independent Committee prescribed in the Handling Policy.

For details of the Handling Policy, please see the press release dated May 19, 2008 entitled "Notification of Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities" (available on our homepage <http://www.shinetsu.co.jp>).

Based on the recent approval given by the stockholders, our company will continue to strive to maintain and improve our corporate value and/or the common interests of our company's stockholders.

End

Names and Brief Personal Histories of Members of Independent Committee

Shunji Kono

Date of Birth : August 1, 1927

June, 1990	Representative Director and President of The Tokio Marine and Fire Insurance Company, Limited (present Tokio Marine & Nichido Fire Insurance Co., Ltd.)
June, 1996	Representative Director and Chairman of the above
June, 2001	Counselor of the above
June, 2003	External Director of our company (to date)
June, 2008	Honorary Advisor of Tokio Marine & Nichido Fire Insurance Co., Ltd. (to date)

Masashi Kaneko

Date of Birth : March 2, 1939

Oct., 2001	Representative Director, Chairman and President of Nikko Cordial Corporation (present Nikko Citi Holdings Inc.)
June, 2005	Director and Chairman of the Board of Executive Officers of the above
June, 2006	External Director of our company (to date)

Tsuyoshi Miyazaki

Date of Birth : December 16, 1931

March, 1990	Representative Director and President of Mitsubishi Logistics Corporation
June, 1998	Representative Director and Chairman of the above
June, 2003	Counselor of the above (to date)
June, 2007	External Director of our company (to date)

(Note) Each of the above-mentioned members of the Independent Committee is independent from the directors who conduct the management of our company, and such members do not have any special interests in our company.