

August 7, 2007

Company Name: PENTAX Corporation

Representative: Nobuaki Tanishima

President

(TSE Code: 7750)

Contact: IR Public Relations Manager

Jiro Okamura

Telephone: 03-3960-2698

**Announcement Concerning Change in Our Largest Shareholder
who is Our Parent Company and Major Shareholder**

We wish to advise you as follows of the change of our largest shareholder who is our parent company and major shareholder.

1. Background of Change

On July 2, 2007, HOYA CORPORATION announced that it will acquire (1) our common stock, (2) the yen-denominated Convertible Bonds with Share Subscription Warrants (*shinkabu yoyaku ken*) issued in accordance with a resolution of our board of directors' meeting held on October 14, 2003 (the "PENTAX Bonds with Share Subscription Warrants"), and (3) PENTAX First Series Share Subscription Warrants (*shinkabu yoyaku ken*) (the "PENTAX Share Subscription Warrants") which were issued in accordance with a resolution of our board of directors' meeting held on May 23, 2005 and an approval of our annual general meeting of shareholders held on June 24, 2005, through the tender offer (the "Tender Offer"). At the board of directors' meeting held on the same day, we made a resolution to approve the Tender Offer and made a statement to such effect.

Today, we have received from HOYA CORPORATION a report to the effect that, as a result of the Tender Offer that was conducted from July 3 through August 6 of 2007, 118,064,117 shares of our common stock and 2,493 units of PENTAX Bonds with Share Subscription Warrants have been tendered.

Consequently, as of August 14, 2007 (scheduled Commencement Date of Settlement), the voting rights of our Company owned by HOYA CORPORATION will exceed 50% in terms of the percentage to the voting rights of all shareholders, and HOYA CORPORATION will become our parent company and will also become the largest shareholder and the major shareholder of our Company. For further

details on the result of the Tender Offer, please refer to the “Notice of Result of Tender Offer for the Shares of PENTAX Corporation and Change in Our Subsidiaries” announced by HOYA CORPORATION (please refer to the attached material).

2. Overview of the Largest Shareholder who will be Our Parent Company and Major Shareholder

- | | |
|------------------------------------|---|
| (1) Name | HOYA CORPORATION |
| (2) Headquarters | 2-7-5 Naka-Ochiai, Shinjuku-ku, Tokyo |
| (3) Representative | Hiroshi Suzuki, President and CEO |
| (4) Paid-in Capital | 6,264 million yen (as of March 31st, 2007) |
| (5) Areas of Business | Manufacturing and sales of electro-optics, eye-care, and health care products |
| (6) Relationships with us | [1] Capital relationships
HOYA CORPORATION holds 1,000 shares of our Company (as of July, 2, 2007).
[2] Personal relationships
Yukio Ohara (President of HOYA Service Corporation, an affiliated company of HOYA CORPORATION) and George Stuart Souther (employee of HOYA CORPORATION) were elected as directors of our Company at the general shareholders meeting held on June 27, 2007, such election to take effect only if HOYA CORPORATION files a large scale acquisition report (<i>tairyō hoyuu houkokusho</i>) with the Kanto Local Finance Bureau stating to the effect that its share certificates etc. holding ratio (as defined in Article 27-23, section 4 of the Securities Exchange Law) in respect of the Company has exceed 50% and only as of the date of such filing.
[3] Business relationships
The two companies have dealings with respect to certain products.
[4] Relationships between people concerned
N/A |
| (7) Month of Settlement of Account | March |

3. Number of Voting Rights owned by HOYA CORPORATION and Percentage of the Number of such Voting Rights to the Total Number of Voting Rights before and after the Change

[Common Stock]

	Number of Shares Owned	Number of Voting Rights
Before	1,000 shares	1 unit
After	118,065,117 shares	118,065 unit

[PENTAX Bonds with Share Subscription Warrants]

	Number of Units Owned (unit: 1 unit)	Number Converted into Shares (unit: 1,000 shares)	Number of Voting Rights Converted into Shares (unit: 1 unit)
Before	0	0	0
After	2,493	4,639	4,639

[PENTAX Share Subscription Warrants]

	Number of Units Owned (unit: 1 unit)	Number Converted into Shares (unit: 1,000 shares)	Number of Voting Rights Converted into Shares (unit: 1 unit)
Before	0	0	0
After	0	0	0

[Sum of Common Stock and PENTAX Bonds with Share Subscription Warrants]

	Number of Voting Rights	Percentage of Ownership to the Number of Voting Rights of All Shareholders
Before	1 unit	0.00%
After	122,704 unit	90.58%

(Note 1) The percentage of ownership to the number of voting rights of all shareholders is based on the number of voting rights of all shareholders as of March 31, 2007, as stated in the Securities Report for the fiscal year ended March 2007 (77th Period) filed on June 28, 2007. However, for the purposes of calculation of the “Before” and “After”, the calculation is made by using 135,470 as the “voting rights of all shareholders”, which is obtained by adding (a) 418 voting rights represented by 418,843 shares of less than one unit as stated in such Securities Report excluding the treasury shares less than one unit and (b) 7,684 voting rights represented by the maximum number of our common stock (7,684,530 shares) which might be issued or transferred upon exercise of the share subscription warrants attached to the PENTAX Bonds with Share Subscription Warrants of 4,136 million yen. Although 200,000,000 units of PENTAX Share Subscription Warrants are also subject to the Tender Offer, since the warrant holders of PENTAX Share Subscription Warrants, a so-called trust-type rights plan, do not tender their warrants to the Tender Offer, there is no possibility that HOYA CORPORATION will actually acquire any PENTAX Share Subscription

Warrants or any common shares to be issued or transferred upon exercise of the PENTAX Share Subscription Warrants. In addition, since our Board of Directors approved a resolution that, subject to the successful completion of the Tender Offer, the Company will redeem and cancel without consideration all PENTAX Share Subscription Warrants, and 200,000,000 shares of common stock to be issued or transferred upon exercise of the PENTAX Share Subscription Warrants is a very large number, and if this number is added to the “voting rights of all shareholders”, the resulting number would be different from the actual status of the Tender Offer and it would be difficult for shareholders and investors to comprehend, the number of voting rights represented by common shares to be issued or transferred upon exercise of 200,000,000 units of PENTAX Share Subscription Warrants is not added to the calculation shown above.

(Note 2) “Number of Voting Rights” in the table entitled “Sum of Common Stock and PENTAX Bonds with Share Subscription Warrants” refers to the number of voting rights as converted into shares with respect to PENTAX Bonds with Share Subscription Warrants.

(Note 3) All numbers that represent percentage of ownership are rounded to two decimal points.

4. Date of Change

August 14, 2007 (scheduled)

5. Future Prospect

As a result of the Tender Offer, we will become a subsidiary of HOYA CORPORATION. At this moment, no effect on the business performance is anticipated.

Furthermore, HOYA CORPORATION believes that it is necessary to fully integrate the management of both companies by causing our Company to be a wholly owned subsidiary in order to create synergies and accelerate business growth for the future as well as to establish a solid management foundation by leveraging managerial resources held by HOYA CORPORATION and us in a mutually complementary manner. In addition, since HOYA CORPORATION failed to acquire all of our shares by the Tender Offer, considering any effect on taxes or accounting, the determination of the applicability of the ongoing disclosure requirements under the United States Securities Act, and existing agreements with third parties that should be addressed upon integration between HOYA CORPORATION and us, HOYA CORPORATION contemplates to cause us to be its wholly owned subsidiary after the Tender Offer by a share exchange (*kabushiki kokan*) or other appropriate business reorganization transaction.

As a result of the Tender Offer, in conjunction with the decrease of shares that are traded, there is a possibility that our shares will be delisted in accordance with the prescribed procedures pursuant to the standards for delisting of shares established by the Tokyo Stock Exchange, Inc. In addition, in the event that HOYA CORPORATION causes us to become its wholly owned subsidiary after the Tender Offer consistent with the purpose described above, it is also expected that our shares will be delisted in accordance with the above-mentioned standards for delisting of shares.

If our shares are delisted, our shares can no longer be traded in the Tokyo Stock Exchange, Inc. and it is expected that it will become difficult to sell them in the future.

As to specific procedures to be followed in the future, we will provide disclosure in a prompt manner through the stock exchange or other institutions as soon as such procedures have been determined.

Attachment: “Notice of Result of Tender Offer for the Shares of PENTAX Corporation and Change in Our Subsidiaries” by HOYA CORPORATION

Attachment:

“Notice of Result of Tender Offer for the Shares of
PENTAX Corporation and Change in Our Subsidiaries”

by HOYA CORPORATION

August 7, 2007

Company Name: HOYA CORPORATION
Representative: Hiroshi Suzuki
President and CEO
(Code: 7741, the First Section of the
Tokyo Stock Exchange)
Contact: Manager of Corporate Communications
Naoji Ito
Telephone: 03-3952-1160

**Notice Regarding the Results of the Tender Offer
for the Shares of PENTAX Corporation and Change of Subsidiary**

On July 3, 2007, HOYA Corporation (the “Company” or the “Tender Offeror”) commenced, in accordance with a decision of the representative executive officer dated July 2, 2007, the tender offer (the “Tender Offer”) for (1) the common stock of PENTAX Corporation (Code: 7750, the First Section of the Tokyo Stock Exchange; the “Target”), (2) the yen-denominated Convertible Bonds with Share Subscription Warrants (*shinkabu yoyaku ken*) issued in accordance with a resolution of the Target’s board of directors’ meeting held on October 14, 2003 (the “PENTAX Bonds with Share Subscription Warrants”), and (3) PENTAX First Series Share Subscription Warrants (*shinkabu yoyaku ken*) (the “PENTAX Share Subscription Warrants”) which were issued in accordance with a resolution of the Target’s board of directors’ meeting held on May 23, 2005 and an approval of the Target’s annual general meeting of shareholders held on June 24, 2005. The Tender Offer was completed on August 6, 2007. The Company announces the results of the Tender Offer as described below.

The Company also announces that, as a result of the Tender Offer, the Target will become a consolidated subsidiary of the Company.

I. Results of the Tender Offer

1. Outline of the Tender Offer

(1) Name of the Target PENTAX Corporation

(2) Number of Shares, etc. Subject to the Tender Offer

Number of Shares Planned to be Purchased Converted into Number of Shares:	Planned Excess Number Converted into Number of Shares:	Total of Number of Shares Planned to be Purchased and Planned Excess Number Converted into Number of Shares:
67,740,000 shares	- shares	- shares

(Note 1) The “Number of Shares Planned to be Purchased Converted into Number of Shares” (the “Number of Shares Planned to be Purchased”) (67,740,000 shares) represents approximately 50.00% of the figure (135,471,373 shares) obtained by deducting the treasury shares held by the Target (138,164 shares) from the Target’s total outstanding shares as of March 31, 2007 (127,925,007 shares), and adding the maximum number of the Target’s common stock (7,684,530 shares) which might be issued or transferred upon exercise of the share subscription warrants attached to the PENTAX Bonds with Share Subscription Warrants of 4,136 million yen. If the total number of shares tendered in the Tender Offer (the “Tendered Shares, etc.”) is less than the Number of Shares Planned to be Purchased (67,740,000 shares), none of the Tendered Shares, etc. will be purchased. If the total number of Tendered Shares, etc. equals or exceeds the Number of Shares Planned to be Purchased

(67,740,000 shares), all of the Tendered Shares, etc. will be purchased. In order to calculate the total number of the Tendered Shares, etc. as of the end of the Tender Offer period, the PENTAX Bonds with Share Subscription Warrants are converted into shares at the conversion price effective as of the end of the Tender Offer period pursuant to the terms and conditions of issuance thereof.

- (Note 2) There is a possibility that any share subscription warrants attached to the PENTAX Bonds with Share Subscription Warrants could be exercised by the end of the Tender Offer period. Shares of the Target's common stock issued or transferred upon the exercise of such right are also subject to the Tender Offer.
- (Note 3) Shares constituting less than one unit are also subject to the Tender Offer. However, a submission of share certificates is necessary at the time of tendering the shares (if share certificates are deposited to Japan Securities Depository Center, Inc., it is not required to submit share certificates).
- (Note 4) The Tender Offeror will not purchase any of the treasury shares held by the Target through the Tender Offer.

(3) Period of the Tender Offer

From Tuesday, July 3, 2007 to Monday, August 6, 2007 (24 business days)

(4) Tender Offer Price

Common Stock:	770 yen per Share of Common Stock
Bonds with Share Subscription Warrants:	1,433,056 yen per PENTAX Bond with Share Subscription Warrants (face value of 1,000,000 yen of each bond)
Share Subscription Warrants:	1 yen per PENTAX Share Subscription Warrant

2. Results of the Tender Offer

(1) Status of the Tender Offer

The Company will purchase all of the shares, etc. tendered under the Tender Offer.

Type of Shares, etc.	Number of Shares Tendered Converted into Number of Shares	Number of Shares Purchased Converted into Number of Shares
Shares	118,064,117 shares	118,064,117 shares
Share Subscription Warrants	- shares	- shares
Bonds with Share Subscription Warrants	4,639,750 shares	4,639,750 shares
Depository Receipts of Shares, etc.	- shares	- shares
Total	122,703,867 shares	122,703,867 shares

(Note) The 2,493 tendered PENTAX Bonds with Share Subscription Warrants are converted into shares at the conversion price effective as of August 6, 2007 pursuant to the terms and conditions of issuance thereof.

(2) Percentage of Ownership of Shares after the Tender Offer

Number of Voting Rights Represented by Shares, etc. Owned by the Tender Offeror before the Tender Offer.	1	(Percentage of Ownership of Shares, etc. before the Tender Offer: 0.00%)
Number of Voting Rights Represented by Shares, etc. Owned by the Tender Offeror after the Tender Offer	122,704	(Percentage of Ownership of Shares, etc. after the Tender Offer: 90.58%)
Number of Voting Rights Represented by Shares, etc. Owned by Parties having Special Relationships with the Tender Offeror before the Tender Offer	-	(Percentage of Ownership of Shares, etc. before the Tender Offer: 0.00%)
Number of Voting Rights Represented by Shares, etc. Owned by Parties having Special Relationships	127,368	(Percentage of Ownership of Shares, etc. after the Tender Offer: 0.00%)

with the Tender Offeror after the Tender Offer		
Total Number of Voting Rights of All Shareholders of the Target	127,368	

(Note 1) Of the “Number of Voting Rights Represented by Shares, etc. Owned by the Tender Offeror after the Tender Offer,” the ● tendered PENTAX Bonds with Share Subscription Warrants are converted into shares at the conversion price effective as of August 6, 2007 pursuant to the terms and conditions of issuance thereof to calculate the number of voting rights.

(Note 2) “Total Number of Voting Rights of All Shareholders of the Target” is based on the total number of voting rights of all shareholders as of March 31, 2007, as stated in the Securities Report for the fiscal year ended March 2007 (77th Period) filed on June 28, 2007. However, for the purposes of calculation of the “Percentage of Ownership of Shares, etc., after the Tender Offer,” the “Total Number of Voting Rights of All Shareholders of the Target” is the number of voting rights (135,470), which is obtained by adding (a) 418 voting rights represented by 418,843 shares of less than one unit as stated in the Securities Report excluding the treasury shares less than one unit held by the Target and (b) 7,684 voting rights represented by the maximum number of the Target’s common stock (7,684,530 shares) which might be issued or transferred upon exercise of the share subscription warrants attached to the PENTAX Bonds with Share Subscription Warrants of 4,136 million yen. As a result of successful completion of the Tender Offer, 200,000,000 units of PENTAX Share Subscription Warrants were entirely acquired without compensation and canceled by the Target on August 7, 2007 in accordance with a resolution of the board of directors of the Target held on June 15, 2007. Therefore, the number of voting rights represented by common shares to be issued or transferred upon exercise of 200,000,000 units of PENTAX Share Subscription Warrants is not added to the calculation shown above.

(Note 3) “Percentage of Ownership of Shares, etc. before the Tender Offer” and “Percentage of Ownership of Shares, etc. after the Tender Offer” are rounded to two decimal points.

(3) Calculation of the Tender Offer by the Proportional Allocation Method

Not applicable.

(4) Funds Required for the Tender Offer

94,482 million yen

(5) Settlement Procedure

(i) Name and Location of Head Office of Securities Company, Bank, etc. to Settle the Tender Offer

Mitsubishi UFJ Securities Co., Ltd. 2-4-1, Marunouchi, Chiyoda-ku, Tokyo

(ii) Commencement Date of Settlement

Tuesday, August 14, 2007

(iii) Settlement Procedure

A written notice regarding purchase, etc. under the Tender Offer will be mailed to the address of each Tendering Shareholder, etc. (or the standing proxy in the case of a foreign shareholder, etc.) without delay after the expiration of the Tender Offer period.

Purchases shall be settled in cash. The Tender Offer Agent will remit to the place designated by each tendering shareholder, etc. the sales price with regard to the shares purchased in accordance with the instructions given by the tendering shareholders, etc. (or the standing proxy in the case of a foreign shareholder, etc.) without delay on or after the commencement date of settlement.

3. Anticipated Effect on Business Results by the Tender Offer

We are reviewing the effects of the Tender Offer on the consolidated and non-consolidated business results of the Company and will promptly announce such effects after they have been finally determined.

For information purposes, on July 20, 2007, the Tender Offeror announced its consolidated business forecast for the semi-annual period ending March 2008, not reflecting the results of the Target.

(Reference) Forecast announced by HOYA Corporation on July 20, 2007
(Percentage means the change from the semi-annual period of the previous year)

(Millions of yen, except net income for the semi-annual period per share)

	Net sales	Operating income	Ordinary income	Net income for the semi-annual period	Net income for the semi-annual period per share
Forecast for the semi-annual period ending March 2008	198,800 3.7%	49,000 -11.5%	51,500 1.3%	37,400 -15.8%	86.64yen

On July 27, 2008, PENTAX Corporation announced its consolidated business forecast for the semi-annual period ending March 2008 and for the annual period ending March 2008, not reflecting the results of the Tender Offeror.

(Reference) Forecast announced by the Target on July 27, 2007
(Percentage means the change from the end of fiscal year or semi-annual period of the previous year)

(Millions of yen, except net income for the period per share)

	Net sales	Operating income	Ordinary income	Net income for the period	Net income for the period per share
Forecast for the semi-annual period ending March 2008	81,800 9.6%	1,900 22.2%	2,100 99.1%	1,400 28.6%	10.64yen
Forecast for the annual period ending March 2008	170,000 8.0%	7,000 23.8%	5,700 12.5%	3,800 6.4%	28.87yen

4. Policy after the Tender Offer

The Tender Offeror aims to establish a solid management foundation by leveraging managerial resources of the two companies in a mutually complementary manner. Furthermore, the Tender Offeror believes that it is necessary to fully integrate the management of both companies by causing the Target to be a wholly owned subsidiary in order to create synergies and accelerate business growth for the future. Since the Tender Offeror failed to acquire all shares of the Target's common stock by the Tender Offer, considering any effect on taxes or accounting to be considered in connection with the integration between the Tender Offeror and the Target, the determination of the applicability of the ongoing disclosure requirements under the United States Securities Act, and existing agreements with third parties, the Tender Offeror contemplates to cause the Target to be its wholly owned subsidiary by a share exchange or other appropriate business reorganization transaction in order to fully integrate the management of the Tender Offeror and the Target. In executing such transaction, both companies will, upon agreement between them, determine the terms of consideration to be delivered to the Target's shareholders, with reference to the Purchase Price for the Target's

shares and to the market price for the Tender Offeror's shares, comprehensively considering various analysis with due consideration not to undermine the interests of both companies' shareholders and requesting again a third party financial institution to value the Target's shares.

As a result of the Tender Offer, there is a possibility that the Target's shares will be delisted in accordance with the prescribed procedures pursuant to the standards for delisting of shares established by the Tokyo Stock Exchange, Inc. In addition, in accordance with the aforementioned points, in cases where the Tender Offeror makes the Target its wholly owned subsidiary after the Tender Offer, the Target's shares will be delisted pursuant to the standards for delisting of shares.

After the Tender Offer, while considering methods for achieving full management integration, the Target will conduct its business as an independent legal entity and maintain its corporate name and PENTAX brand, and maintain and extend cross-divisional synergies. We plan to appoint officers from the Target to conduct its business, and the general manager of each division will be responsible for that division's operations (including employment) and earnings.

II. Change of Subsidiary

As a result of the Tender Offer, the Target will become a consolidated subsidiary of the Company as of August 14, 2007.

1. Outline of the Subsidiary

(1)	Trade Name:	PENTAX Corporation
(2)	Representative:	Nobuaki Tanishima, President & CEO
(3)	Location of Head Office:	2-36-9, Maenochō, Itabashi-ku, Tokyo
(4)	Date of Incorporation:	December 17, 1938
(5)	Principal Business:	Manufacturing and sales of life care, imaging systems, and optical component products
(6)	Account Settlement Date:	March 31
(7)	Number of Employees:	1,338 (as of March 31, 2007)
(8)	Principal Business Offices:	[Mashiko Factory and Incubation Center]
(9)	Amount of Stated Capital:	7,571 million yen (as of March 31, 2007)
(10)	Total Number of Outstanding Shares:	127,925,007 shares (as of March 31, 2007)
(11)	Major Shareholders and Percentage of Ownership (as of March 31, 2007):	
	HSBC Fund Services Sparx Asset Management Corporated (Custody: Tokyo Branch of the Hongkong and Shanghai Banking Co., Ltd.)	11.41%
	Japan Trustee Services Bank, Ltd.	8.78%
	The Master Trust Bank of Japan, Ltd.	6.57%
	Mizuho Corporate Bank, Ltd.	4.76%
	Trust & Custody Service Bank, Ltd as trustee for MIZUHO BANK, LIMITED Retirement Benefit Trust Account re-entrusted by Mizuho Trust and Banking Co., Ltd.	3.89%
	Goldman Sachs International	3.72%
	Resona Bank, Limited	2.41%
	Asahi Mutual Life Insurance Company	2.41%
	The Ashikaga Bank, Ltd.	2.18%

2. Change in Business Results for the Recent Business Years

(Consolidated)

Fiscal Year Ended	March 2006	March 2007
Net sales	142,211 million yen	157,344 million yen
Gross profit	49,618 million yen	53,426 million yen
Operating income	2,985 million yen	5,653 million yen
Ordinary income	3,260 million yen	5,067 million yen
Net income	805 million yen	3,570 million yen
Total assets	126,969 million yen	147,203 million yen
Net assets	39,013 million yen	43,135 million yen

(Non-consolidated)

Fiscal Year Ended	March 2006	March 2007
Net sales	108,312 million yen	117,127 million yen
Gross profit	23,539 million yen	25,011 million yen
Operating income	2,001 million yen	3,343 million yen
Ordinary income	3,976 million yen	3,231 million yen
Net income	830 million yen	1,175 million yen
Total assets	112,184 million yen	124,000 million yen
Net assets	40,855 million yen	41,288 million yen
Dividends per share	6.0 yen	7.0 yen

3. Scheduled Date of Change of Subsidiary

Tuesday, August 14, 2007