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Hoya bid for Pentax successful

Tokyo: Optiscan's partner in flexible endo-microscopes, Pentax Corporation, has advised its shareholders that it has been acquired by Hoya Corporation. Pentax will become a Hoya subsidiary company effective 14 August 2007.

Hoya's tender offer for Pentax shares netted it 90.58% of Pentax, well above its minimum acceptance condition of 50%. Pentax expect Hoya to invoke compulsory acquisition provisions available to it to acquire remaining Pentax shares.

Pentax advised that Hoya "believes it is necessary to fully integrate the management of both companies ... in order to create synergies and accelerate business growth."

Details are available on the Pentax website at <http://www.pentax.co.jp/english/news/2007/200772.pdf>

Background on Hoya's bid

On 11 January 2007 Optiscan advised details of a proposed merger between Hoya and Pentax and provided background information on Hoya and the rationale for the merger.

Optiscan investors are advised that Pentax Corporation and Hoya Corporation of Japan plan to merge. The combined group will be called Hoya Pentax Corporation HD.

"Pentax's merger plan is positive for Optiscan's endomicroscope business." said Matthew Barnett, Optiscan's CEO. "Post merger Hoya Pentax will commit more resources into aggressively growing their endoscope business with emphasis given to high value added products with unique technology, such as endomicroscopes."

Hoya Corporation is the larger of the two companies with highly profitable businesses in information technology components, photonics and eye care (glasses, contact lens and intraocular lenses). Pentax has core businesses in imaging (cameras), life care (flexible endoscopes) and optical components.

Accelerating growth of the life care business is a key rationale for the merger. The Hoya and Pentax announcement of their merger plan states, "Expected stable revenue from the information technology and eye care areas will support the life care area to achieve strategic growth." "Hoya and Pentax will enhance product development capabilities ... strengthen sales and marketing structures [with the] aim to double the size of their life care business."

On 12 June 2007 Optiscan advised that revised plans for the merger would feature Hoya making a cash offer for Pentax shares.

The companies have now made a joint announcement describing how the merger will proceed. A significantly revised agreement features a Hoya cash offer for Pentax shares, and an understanding that all the Pentax businesses will continue as wholly-owned Hoya subsidiaries after the merger



Background

Optiscan is a global leader in microscopic imaging technologies for medical markets. Optiscan's unique and patented technologies enable high-powered microscopes to be miniaturised and used inside the body. The technology enables microscopic imaging of up to 1000 times magnification to be achieved. Doctors can use the technology to instantly see cellular level details of tissue without the requirement to surgically remove tissue (biopsy).

Pentax has been licensed by Optiscan to use its patented miniaturised microscope technology in the field of flexible endo-microscopes.

Optiscan has also announced a collaboration with the Carl Zeiss Group in Germany for the use of its patented miniaturised microscope technology in rigid endoscopes in key Zeiss markets.

Further information:

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