



May 10, 2013

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Company Name: Hitachi Cable, Ltd.  
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## **Partial Amendments to the Schedule and Other Elements Specified in the Agreement Concluded by Sumitomo Metal Mining and Hitachi Cable on the Integration of Their Lead Frame and Copper Products Businesses**

Sumitomo Metal Mining Co., Ltd. (head office: Minato-ku, Tokyo; President and Representative Director: Nobumasa Kemori; hereafter, “SMM”) and Hitachi Cable, Ltd. (head office: Taito-ku, Tokyo; President and Chief Executive Officer: Hideaki Takahashi; hereafter, “Hitachi Cable”) hereby announce that partial amendments have been made to the announcement dated October 29, 2012 entitled “SMM and Hitachi Cable Sign Agreement Integrating Their Businesses in Lead Frames and Copper Products—Successor Companies to be Established by Company Split (Simplified Absorption-type) and Stock Transfer Methods” and the partial amendments thereto, dated January 31, 2013.

The amendments concern the schedule and other elements pertaining to the integration of SMM’s lead frame business and Hitachi Cable’s lead frame business through the methods of company split and stock transfer (hereafter, the “integration of the lead frame businesses”) and the establishment of a joint venture for Hitachi Cable’s copper products business through the methods of company split and stock transfer (hereafter, the “integration of the copper products business”).

In addition, we hereby announce that partial amendments have also been made to the announcements dated January 31, 2013 concerning the company split of Hitachi Densen Shoji Ltd. (hereafter, “Hitachi Densen Shoji”), with Hitachi Cable as the successor company, for the purpose of transferring Hitachi Densen Shoji’s lead frame sales functions to Hitachi Cable in preparation for the integration of the lead frame businesses and of the copper products business (hereafter, the “company split of Hitachi Densen Shoji”).

### **I. Amendments Concerning the Integration of the Lead Frame Businesses**

## 1. Outline of the Integration of the Lead Frame Businesses

### (1) Schedule of the Integration of the Lead Frame Businesses

Specific passages affected by the amendments are underlined.

[Before amendment]

Approval of agreement on absorption-type company split at the Board of Directors' Meeting: To be announced (by SMM, Hitachi Cable and SH Materials)

Conclusion of agreement on absorption-type company split: To be announced (by SMM, Hitachi Cable and SH Materials)

Approval of agreement on absorption-type company split at the General Shareholders' Meeting: To be announced (by SH Materials)

Effective date of company split: To be announced

Stock transfer date: To be announced

Notes:

1. Prior to the integration of the lead frame businesses, SMM established SH Materials Co., Ltd. (hereafter, "SH Materials"), the successor company for the lead frame businesses, as its wholly owned subsidiary on January 7, 2013.
2. SMM and Hitachi Cable as the splitting companies will perform the contemplated company split without obtaining shareholder approval of the agreement on the absorption-type company split pursuant to the provision concerning "simplified absorption-type company splits" set forth in Paragraph 3 of Article 784 of the Companies Act of Japan.
3. Dates specified above are tentative and subject to change due to reasons including the progress of procedures related to the integration of the lead frame businesses (including but not limited to notifications of authorities related to competition laws in Japan and overseas, approval and license procedures, etc.) among others.

[After amendment]

Approval of agreement on absorption-type company split at the Board of Directors' Meeting: May 10, 2013 (by SMM and Hitachi Cable)

Conclusion of agreement on absorption-type company split: May 10, 2013 (by SMM, Hitachi Cable and SH Materials)

Approval of agreement on absorption-type company split at the General Shareholders' Meeting: May 17, 2013 (Tentative) (by SH Materials)

Effective date of company split: July 1, 2013 (Tentative)

Stock transfer date: July 1, 2013 (Tentative)

Notes:

1. Prior to the integration of the lead frame businesses, SMM established SH Materials Co., Ltd. (hereafter, "SH Materials"), the successor company for the lead frame businesses, as its wholly owned subsidiary on January 7, 2013.
2. SMM and Hitachi Cable as the splitting companies will perform the contemplated company split without obtaining shareholder approval of the agreement on the absorption-type company split pursuant to the provision concerning "simplified absorption-type company splits" set forth in Paragraph 3 of Article 784 of the Companies Act of Japan.
3. Dates specified above are tentative and subject to change due to reasons including the progress of procedures related to the integration of the lead frame businesses (including but not limited to

notifications of authorities related to competition laws in Japan and overseas, approval and license procedures, etc.) among others.

4. Since SH Materials is a company without a board of directors, the agreement on the absorption-type company split was officially approved by the President by his decision as of May 10, 2013.

5. At Hitachi Cable, the agreement on the absorption-type company split was officially approved by the President and Chief Executive Officer delegated by the board of directors as of May 10, 2013.

## (2) Methods of the Integration of the Lead Frame Businesses

Specific passages affected by the amendments are underlined.

[Before amendment]

SMM will transfer part of its shareholding in SH Materials's common stock to Hitachi Cable as of the effective date of the integration of the lead frame businesses. As a result, the shareholding ratio of SMM and Hitachi Cable against the total number of SH Materials's outstanding shares (1,122,400 shares) will be 51% and 49%, respectively.

[After amendment]

SMM will transfer part of its shareholding in SH Materials's common stock to Hitachi Cable as of July 1, 2013 (tentative stock transfer date). As a result, the shareholding ratio of SMM and Hitachi Cable against the total number of SH Materials's outstanding shares (1,122,400 shares) will be 51% and 49%, respectively.

## 2. Outline of the Parties to the Integration of the Lead Frame Businesses

Specific passages affected by the amendments are underlined.

[Before amendment]

1. Company Name	Sumitomo Metal Mining Co., Ltd. (Splitting company) (As of March 31, 2012)	Hitachi Cable, Ltd. (Splitting company) (As of March 31, 2012)	SH Materials Co., Ltd. (Successor company) (To be announced)
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[After amendment]

1. Company Name	Sumitomo Metal Mining Co., Ltd. (Splitting company) (As of March 31, 2012)	Hitachi Cable, Ltd. (Splitting company) (As of March 31, 2012)	SH Materials Co., Ltd. (Successor company) ( <u>Tentatively scheduled for July 1, 2013</u> )
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## 3. Status After the Integration of the Lead Frame Businesses

### (1) Status of Successor Company upon the Divestiture

Specific passages affected by the amendments are underlined.

[Before amendment]

Name and title of representative	<u>To be announced</u>
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[After amendment]

Name and title of representative	<u>Shuji Noguchi, President and Representative Director</u>
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## II. Amendments Concerning the Integration of the Copper Products Business

### 1. Outline of the Integration of the Copper Products Business

#### (1) Schedule of the Integration of the Copper Products Business

Specific passages affected by the amendments are underlined.

[Before amendment]

Stock transfer date: To be announced

[After amendment]

Stock transfer date: July 1, 2013 (Tentative)

#### (2) Methods of the Integration of the Copper Products Business

Specific passages affected by the amendments are underlined.

[Before amendment]

Hitachi Cable will transfer part of its shareholding in SH Copper Products's common stock to SMM as of the effective date of the integration of the copper products business. As a result, the shareholding ratio of Hitachi Cable and SMM against the total number of SH Copper Products's outstanding shares (100 shares) will be 50% each.

[After amendment]

Hitachi Cable will transfer part of its shareholding in SH Copper Products's common stock to SMM as of July 1, 2013 (tentative stock transfer date). As a result, the shareholding ratio of Hitachi Cable and SMM against the total number of SH Copper Products's outstanding shares (100 shares) will be 50% each.

## III. Amendments Concerning the Company Split of Hitachi Densen Shoji

### 1. Schedule of the Company Split of Hitachi Densen Shoji—Lead Frame Business

Specific passages affected by the amendments are underlined.

[Before amendment]

Approval of agreement on absorption-type company split at the Board of Directors' Meeting: To be announced (by Hitachi Cable and Hitachi Densen Shoji)

Conclusion of agreement on absorption-type company split: To be announced (by Hitachi Cable and Hitachi Densen Shoji)

Effective date of company split: To be announced

[After amendment]

Approval of agreement on  
absorption-type company split at May 10, 2013 (by Hitachi Cable and Hitachi Densen  
the Board of Directors' Meeting: Shoji)

Conclusion of agreement on May 10, 2013 (by Hitachi Cable and Hitachi Densen  
absorption-type company split: Shoji)

Effective date of company split: July 1, 2013 (Tentative)

Note:

1. At Hitachi Cable, the agreement on the absorption-type company split was officially approved by the President and Chief Executive Officer delegated by the board of directors as of May 10, 2013.