

Notice of Results of Tender Offer for N.E. Chemcat

Sumitomo Metal Mining Co., Ltd. and BASF Catalysts Asia B.V. conducted a tender offer for N.E. Chemcat Corporation starting on September 15, 2009 and concluding on October 30, 2009. The results of this tender offer are presented below.

1. Description of the tender offer

(1) Name and address of Tender Offerors

Sumitomo Metal Mining
11-3 Shimbashi 5-chome, Minato-ku, Tokyo

BASF Catalysts Asia B.V.
Groningensingel 1, 6835 EA Arnhem, Netherlands

(2) Name of the target company

N.E. Chemcat Corporation

(3) Type of Shares subject to the Tender Offer

Common stock

(4) Intended Number of Shares to be Acquired

Class of Shares	Intended number to be acquired	Minimum number to be acquired	Maximum number to be acquired
Common shares	4,496,100 shares	--	--

(5) Tender Offer Period

September 15, 2009 to October 30, 2009

(6) Tender Offer Price

1,830 yen per common share

2. Results of the Tender Offer

(1) Tender Offer Outcome

The Tender Offerors set neither the maximum number nor the minimum number of Share which they plan to purchase in the Tender Offer and plan to acquire all of the tendered share certificates are to be acquired.

(2) Date and Newspaper of Record for Announcing Results of the Tender Offer

Pursuant to the provisions of Paragraph 1 of Article 27-13 of the Financial Instruments and Exchange Act, the results will be disclosed to the media through Tokyo Stock Exchange Inc. on October 31, 2009, using the method prescribed in Article 9-4 of the Enforcement Ordinance of the Financial Instruments and Exchange Act and Article 30-2 of the Cabinet Office Ordinance Concerning Disclosure of a Tender Offer for Share Certificates by a Party other than the Issuer.

(3) Number of share certificates and other instruments acquired

Class of Share or Instrument	Number Tendered (Converted into Number of Shares)	Number Acquired (Converted into Number of Shares)
Share Certificates	4,163,523shares	4,163,523shares
Stock Acquisition Right Certificates	-- shares	-- shares
Bond Certificates with Stock Acquisition Rights	-- shares	-- shares
Trust Beneficiary Certificates for	-- shares	-- shares
Depository Receipts for Share Certificates ()	-- shares	-- shares
Total	4,163,523shares	4,163,523shares
(Total number of potential shares)	--	(-- shares)

Note: As stated in the Tender Offer Notification, the tendered share certificates that are acquired through this Tender Offer will be acquired by Sumitomo Metal Mining and BASF BV at a 50:50 ratio. Provided, however, that fractions arising from the distribution associated with this ratio will be acquired by Sumitomo Metal Mining. The number of share certificates acquired by each Tender Offeror in accordance with the above ratio is as shown below.

<u>Tender Offeror</u>	<u>Number of share certificates acquired</u>
Sumitomo Metal Mining	2,081,762shares
BASF BV	2,081,761shares

(4) Change of Ownership Ratio of Share Certificates after the Tender Offer

Number of voting rights represented by share certificates held by the Tender Offeror before the tender offer	23,628	(Share ownership ratio prior to tender offer: 81.56%)
Number of voting rights represented by share certificates held by special interested parties before the tender offer	873	(Share ownership ratio prior to tender offer: 3.01%)
Number of voting rights represented by share certificates held by the Tender Offeror after the tender offer	27,791	(Share ownership ratio after tender offer: 95.93%)
Number of voting rights represented by share certificates held by special interested parties after the tender offer	848	(Share ownership ratio after tender offer: 2.93%)
Number of voting rights held by all shareholders of the Target Company	28,947	

(5) Calculation in the event that the acquisition is undertaken using the proportional distribution method
Not applicable

(6) Settlement Method

a. Name and headquarters location of financial instrument firm, bank, or other institution to be used for tender offer settlements

Daiwa Securities SMBC Co. Ltd.	1-9-1 Marunouchi, Chiyoda-ku, Tokyo
Daiwa Securities Co. Ltd.	1-9-1 Marunouchi, Chiyoda-ku, Tokyo

b. Settlement commencement date

November 9, 2009

c. Settlement Method

Promptly after the Tender Offer Period ends, notification of the purchases to be made through this Tender Offer will be sent to the residence or other location of the party in connection with this Tender Offer.

The purchase will be made in cash. Without delay after the settlement commencement date and in accordance with the instructions of the tendering shareholder, the sale amount associated with the shares being purchased will be sent by the Tender Offer Agent or Sub-Agent to the place designated by the tendering shareholder, or it will be paid to the account of the tendering shareholder at the Tender Offer Agent or Sub-Agent where the tender was accepted.

3. Policy after the Tender Offer and Outlook

Since the Tender Offerors were unable to acquire all the issued shares of the Target other than the Target shares held by the Target and the shares of the Target held by the Tender Offeror Group through the Tender Offer, the Tender Offerors plan to complete the procedures in order to change the shareholders of the Target only to the Tender Offeror Group in the following manner by around March 2010 at the latest.

Specifically, the Tender Offerors has requested the Target to hold an extraordinary shareholders' meeting (hereinafter referred to as the "Extraordinary Shareholders' Meeting") including resolutions to (a) partially amend the articles of incorporation to convert the Target into a corporation with class shares (shurui kabushiki hakko kaisha) under the Companies Act, (b) partially amend the articles of incorporation of the Target after the amendment mentioned in (a) above to attach a provision to all common shares issued by the Target stating that the Target may acquire all such shares (meaning a provision determining the matters set out in Article 108, Paragraph 1, item 7 of the Companies Act.), and (c) issue a different class of shares of the Target in exchange for acquisition of all of such shares of the Target, and to hold a class meeting of common shareholders (hereinafter referred to as the "Class Meeting") for resolutions including the above (b). After such request by the Tender Offerors, the Target set the record date of November 10, 2009 of the Extraordinary Shareholders' Meeting and the Class Meeting and plans to hold the Extraordinary Shareholders' Meeting and the Class Meeting during the last ten-day period in December 2009. The Tender Offerors plan to approve each of the above resolutions at the Extraordinary Shareholders Meeting and the Class Meeting.

When each of the above procedures is implemented, a provision allowing acquisition will be attached to all common shares issued by the Target and the Target will acquire all thereof, and as consideration to the shareholders of the Target a different class of shares will be distributed to the shareholders of the Target, however, for those shareholders to whom only fractional shares of the different class of shares of the Target are distributed as consideration for such acquisition an amount of cash obtained from sale of the total of such fractional shares will be distributed in accordance with the provisions of Article 234 of the Companies Act and the related laws and regulations (a fraction less than one share will be rounded down; the same applies hereinafter). It is expected that the sales amount of the whole of the fractional shares will be calculated based on the purchase price per share for the common share of the Target (hereinafter referred to as the "Tender Offer Price") and that the amount of cash which shareholders will receive as result thereof will be the same as the Tender Offer Price. The type and number of the shares of the Target to be delivered as consideration for the acquisition of common shares of the Target subject to the provision for acquisition has

not yet been determined as of October 30, 2009, but the Tender Offerors intend to request the Target to determine that the number of the shares to be delivered to the shareholders of the Target, other than the Tender Offerors Group, should be a fraction less than one share so that the Tender Offerors Group can hold, in total, 100% of the Target's issued shares (excluding Target shares held by the Target).

In connection with the procedures in items (a) through (c) above, as provisions of the Companies Act for the purpose of protection of rights of minority shareholders there are (i) upon the amendment to the articles of incorporation to attach a provision to common shares of the Target in (b) above allowing acquisition of all shares, dissenting shareholders may demand that the company purchase the shares held by such shareholders pursuant to Articles 116 and 117 of the Companies Act and related laws and regulations, and (ii) in the case where the Extraordinary Shareholders' Meeting under (c) above approves the acquisition of all shares subject to the provision allowing acquisition, shareholders may file a petition to the court for a determination of the purchase price of such shares in accordance with Article 172 of the Companies Act and related laws and regulations. The purchase price and acquisition price per share by these methods may differ from the Tender Offer Price because the court makes the final decision. In making a demand or filing in accordance with this manner, each shareholder is required to confirm and determine the necessary procedures, etc. at his/her own responsibility.

As of this date the common shares of the Target are listed on the Jasdaq Securities Exchange; however, there is a possibility that they will be delisted after the procedures under the Delisting Standards of JASDAQ Securities Exchange (hereinafter referred to as "Delisting Standards") depending on the outcome of the Tender Offer. Furthermore, even in the case where it does not fall under the Delisting Standards, the Tender Offerors, as mentioned above, expect that the Tender Offeror Group will hold, in total, 100% of the issued shares of the Target (excluding the shares of the Target held by the Target) after taking the above-mentioned procedures after the Tender Offer, and in such case it will fall under the Delisting Standards and the common shares of the Target will be delisted. In the case where the common shares of the Target are delisted, the common shares of the Target cannot be traded on the JASDAQ Securities Exchange.

At the present time the details of the procedures in order to change the shareholders of the Target only to the Tender Offeror Group, as mentioned above, and the specific date of the Extraordinary Shareholders' Meeting and the Class Meeting have not been determined, and these will be decided after conferring with the Target.

4. Locations where copies of the tender offer report may be inspected

Sumitomo Metal Mining Co., Ltd.	5-11-3 Shinbashi, Minato-ku, Tokyo
JASDAQ Securities Exchange, Inc.	1-5-8 Nihonbashi-Kayaba-Cho, Chuo-ku, Tokyo

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