



January 30, 2008

To All Parties Concerned

Company Name: SOKKIA Co., Ltd.
Representative: Hitoshi Ito, President
(Stock Code No.: 7720 First Section of the
Tokyo Stock Exchange)
Inquiries: Ikuo Kobayashi, Executive Officer
(Tel.: +81 46 248-0068)

Announcement of Changes in Parent Company and Largest Principal Shareholder

Sokkia Co., Ltd. (“Sokkia”) hereby announces that the tender offer commenced by Topcon Corporation (“Topcon”) for the common stock of Sokkia from December 11, 2007 has ended on January 29, 2008, and Topcon will become Sokkia’s parent company and the largest principal shareholder effective as of February 5, 2008.

1. Events leading to the changes

Topcon reported today that the tender offer (“Tender Offer”) commenced on December 11, 2007 was completed on January 29, 2008 and resulted in the purchase of 32,510,887 shares of Sokkia common stock. As a result, the proportion of Sokkia voting rights held by Topcon as of February 5, 2008 (the expected date of settlement) will exceed 50% of the voting rights of total number of shareholders, making Topcon Sokkia’s parent company and largest principal shareholder. Furthermore, Phoenix Capital Co., Ltd., the general partner of the Japan Recovery Fund II, tendered all shares held by it in connection with Topcon’s Tender Offer. As the result, the proportion of Sokkia voting rights held by Phoenix Capital Co., Ltd., was reduced to 0%, thus resulting in a loss of its status as Sokkia’s largest principal shareholder.

For details of the results of the Tender Offer, see Topcon’s “Announcement of Sokkia Stock Tender Offer Results and Changes in Subsidiary Status” (see appended document).

2. Shareholder information

- (1) Overview of leading shareholder with status as parent company and principal

[Translation]

shareholder

1. Name	Topcon Corporation
2. Head Office	75-1 Hasunuma-cho, Itabashi-ku, Tokyo
3. Representative	Takashi Yokokura, President
4. Capital	¥10,297 million
5. Main business	<ol style="list-style-type: none">1. Manufacture, purchase and sale, lease, import and export of products, parts, accessories and related software of optical machinery and instruments, measurement instruments, medical treatment machinery and instruments, electrical instruments, lenses and other precision instruments2. Management of and loans to and investments in businesses needed to effectuate the abovementioned3. Any and all tasks incidental or related to the two preceding items
6. Relationship to Sokkia	Capital relationship: Holds 1,000 shares of Sokkia stock Personnel relationship: No relevant item Business relationship: No relevant item Status with respect to relevant parties: NA
7. Fiscal year	April 1 to March 31
8. Listing(s)	Tokyo Stock Exchange, First Section; Osaka Stock Exchange, First Section

(2) Overview of principal shareholder that has lost its status as largest principal shareholder

1. Name	Japan Recovery Fund II, the general partner of Phoenix Capital Co., Ltd.
2. Head Office	2-1 Marunouchi 2-chome, Chiyoda-ku, Tokyo
3. Representative	Akira Watanabe, Representative Director
4. Capital	¥10 million
5. Main business	Management of limited partnership for investment

[Translation]

3. Number of voting rights and shares held by Topcon and proportion of its voting rights with respect to those held by the total number of shareholders both before and after the change.

(1) Topcon Corporation

Date	No. of voting rights (No. of shares held)	Proportion of voting rights to those held by all shareholders	Rank as Major Shareholder
Before change (as of Sep 30, 2007)	1 (1,000)	0.00%	-
After change	32,511 (32,511,887)	93.82%	No. 1

(2) Japan Recovery Fund II

General Partner, Phoenix Capital Co., Ltd.

Date	No. of Voting rights (No. of shares held)	Proportion of voting rights to those held by all shareholders	Rank as Major Shareholder
Before change (as of Sep 30, 2007)	7,200 (7,200,000)	21.06%	No. 1
After change	- (-)	-	-

(Note 1) There are 1,136,000 shares without voting rights deducted from the total number of outstanding shares.

(Note 2) The total number of outstanding shares as of September 30, 2007 was 35,790,289.

(Note 3) The “Proportion of voting rights to those held by all shareholders” before the transfer was calculated using 34,181 voting rights as the denominator, which is the number of voting rights held by all shareholders as of September 30, 2007 as reported in the Sokkia Midterm Report for the 63rd Term ending on March 2008 (filed on December 6, 2007).

(Note 4) Since fractional shares are subject to the Tender Offer, the “Proportion of voting rights to those held by all shareholders” after the change was calculated using 34,653 voting rights as the denominator, which is obtained by taking the number of voting rights used in Note 3 above

[Translation]

and adding 472 additional voting rights, which is the number of voting rights that attach to the total number of 473,289 fractional shares as reported in the Midterm Report minus 518 fractional shares held as treasury shares.

(Note 5) The proportion of voting rights to those held by the total number of shareholders is rounded to the nearest one hundredth.

4. Date of change

February 5, 2008 (settlement start date of Tender Offer)

5. Future prospects

As announced by Topcon in a December 10, 2007 press release entitled “Announcement of Commencement of Tender Offer for Share of Sokkia Company, Limited”, Topcon planned to make Sokkia a wholly owned subsidiary. However, it was not able to acquire all of Sokkia’s outstanding shares through the Tender Offer. Therefore, after taking into consideration such factors as tax/accounting treatment and filing/disclosure requirements under the U.S. securities laws, Topcon plans to make Sokkia a wholly owned subsidiary of Topcon through a stock swap, or other appropriate method (the “Squeeze-Out Process”).

Although the details of the Squeeze-Out Process, including the timing, the method, and amount and type of consideration (including shares of Topcon, the same applies hereinafter) to be delivered to Sokkia’s shareholders in exchange for their shares of Sokkia have not been decided, the economic value of such consideration is expected to be calculated based upon the purchase price in the Tender Offer and to be determined by negotiations between Sokkia and Topcon, taking into full consideration the benefit to the shareholders of Sokkia and Topcon as well as such factors as the results of an enterprise valuation to be conducted by Sokkia and Topcon, respectively, trends in the market price of Sokkia’s shares following the Tender Offer, and the progress of business performance of Sokkia and Topcon at the time. Depending on the terms and conditions of the Squeeze-Out Process, the economic value of the consideration to be delivered to Sokkia’s shareholders in exchange for their shares of Sokkia may differ from the purchase price in the Tender Offer. In addition, in connection with the Squeeze-Out Process, Sokkia’s Shareholders may be able to exercise appraisal rights against Sokkia by following certain statutory procedures. However, the purchase price per share that

may be received in connection with the exercise of appraisal rights may also differ from the purchase price in the Tender Offer.

The ultimate goal of Sokkia and Topcon is to effect a business integration of their respective surveying instruments businesses, which are their main business segments, by April 1, 2011 (the "Business Integration"). Regarding the business structure after the completion of the Business Integration, Topcon will be responsible for the development, manufacture and distribution of GPS instruments and machine controls, and the distribution of total stations and general measurement instruments (excluding the distribution of non-motorized total stations in Japan) as well as global business planning functions. Sokkia will be responsible for the development and manufacture of total stations and general measurement instruments.

Sokkia plans to propose an agenda item at its first general shareholder's meeting after it becomes a subsidiary of Topcon to amend its articles of incorporation to change its name to "SOKKIA TOPCON", although the "SOKKIA" brand will continue to be used for some time. Sokkia and Topcon plan to integrate their total station platforms by the end of fiscal year 2010, and to mutually strive and cooperate in achieving size and weight reduction as well as differentiation of their motor-driven total stations, and in developing 3D measurement instruments for the civil engineering and measurement markets. In order to realize these ultimate goals and attain the objectives of the Business Integration, Sokkia and Topcon plan to establish an Integration Promotion Committee (tentative name) consisting of members from both companies, which will be responsible for the preparation and execution of practical implementation plans for the Business Integration.

In addition, to effectuate a smooth and expedited integration of their businesses, Topcon plans to promptly appoint one of Sokkia's current directors as an advisor and propose an agenda item at its annual general shareholders' meeting to be held in June 2008 to appoint the advisor as a director of Topcon. Further, Sokkia plans to propose an agenda item at its annual general shareholders' meeting to be held in June 2008, to elect at least two directors (one of whom will be part time) to be designated by Topcon.

The Tender Offer will not have an effect on the current business performance of Sokkia.

【Appendix】

“Notification with Respect to Result of Tender Offer for Shares of Sokkia Company, Limited and Transfer of Subsidiary Company”

January 30, 2008

To whom it may concern,

Company Name: TOPCON CORPORATION
(Code Number: 7732, First Section of the Tokyo Stock
Exchange and Osaka Stock Exchange)
Representative: Takashi Yokokura,
President and Representative Director
Contact: Kazuo Okita,
Director, Senior Managing Executive
Officer, General Manager of
Administration and Accounting &
Financing Div.
Tel: +81-3-3558-2536

**Notification with Respect to Results of Tender Offer
for Shares of Sokkia Company, Limited and Transfer of Subsidiary Company**

Topcon Corporation (the “Company” or the “Tender Offeror”) has concluded as of January 29, 2008 a tender offer (the "Tender Offer") for the shares of common stock of Sokkia Company, Limited (Code Number: 7720, First Section of the Tokyo Stock Exchange; the "Target Company") which the board of directors of the Company resolved to launch at its board meeting on December 10 and commenced on December 11, 2007. In connection with the conclusion of the Tender Offer, we would like to provide notice of the following.

We also would like to inform that the Target Company will become our consolidated subsidiary as a result of the Tender Offer.

I. Results of the Tender Offer

1. Description of the Tender Offer

[Translation]

- (1) Name and Location of Head Office of Tender Offeror
Topcon Corporation 75-1, Hasunuma-cho, Itabashi-ku, Tokyo
- (2) Name of the Target Company
Sokkia Company, Limited
- (3) Class of Shares Purchased
Common Stock

(4) Number of Share Certificates, etc. to be Purchased in the Tender Offer

Type of Share Certificates, etc.	(i) Expected Number of Shares to be Purchased if Converted into Shares (if any)	(ii) Excess Number of Shares to be Purchased if Converted into Shares (if any)
Share Certificates	17,326,000 shares	— shares
Share Acquisition Right Certificates	— shares	— shares
Corporate Bond Certificates with Share Acquisition Rights	— shares	— shares
Depositary Receipts for Share Certificates, etc.()	— shares	— shares
Total	17,326,000 shares	— shares

(Note 1) If the total number of shares, etc. tendered in the Tender Offer is less than the number listed above in “Expected Number of Shares to be Purchased if Converted into Shares (if any)” (17,326,000 shares), none of the tendered shares, etc. will be purchased by the Tender Offeror. If the total number of shares, etc. tendered in the Tender Offer is not less than the number listed above in “Expected Number of Shares to be Purchased if Converted into Shares (if any)” (17,326,000 shares), all of the tendered shares, etc. will be purchased by the Tender Offeror.

(Note 2) Shares constituting less than a whole unit will also be subject to purchase through the Tender Offer.

(Note 3) The treasury shares held by the Target Company are not planned to be purchased through the Tender Offer.

(Note 4) The largest number of shares, etc. to be purchased through the Tender Offer (“Maximum

[Translation]

Purchase Shares”) is 34,652,771, which was calculated by deducting from the total of 35,790,289 outstanding shares in the Target Company as of September 30, 2007 (as shown in the 63rd Semi-annual Securities Report submitted by the Target Company on December 6, 2007) the 1,136,518 treasury shares that the Target Company held as of September 30, 2007 and the 1,000 shares that the Company holds as of the date of the filing of the Registration Statement.

(5) Tender Offer Period

From Tuesday, December 11, 2007 to Tuesday, January 29, 2008 (30 business days)

(6) Purchase Price of the Tender Offer: 640 yen per share of common stock

2. Results of the Tender Offer

(1) Results of Tendered Shares

Type of Share Certificates, etc.	Expected Number of Shares to be Purchased if Converted into Shares (if any)	Excess Number of Shares to be Purchased if Converted into Shares (if any)	Number of Shares Tendered if Converted into Shares (if any)	Number of Shares to be Purchased if Converted into Shares (if any)
Share Certificates	17,326,000 shares	— shares	32,510,887 shares	32,510,887 shares
Share Acquisition Right Certificates	— shares	— shares	— shares	— shares
Corporate Bond Certificates with Share Acquisition Rights	— shares	— shares	— shares	— shares
Depository Receipts for Share Certificates, etc. ()	— shares	— shares	— shares	— shares
Total	17,326,000 shares	— shares	32,510,887 shares	32,510,887 shares

(2) Success of the Tender Offer

Since the total number of shares, etc. tendered in the Tender Offer (32,510,887 shares)

[Translation]

exceeded the “Expected Number of Shares to be Purchased if Converted into Shares (if any)” (17,326,000 shares), all of the tendered shares, etc. will be purchased by the Tender Offeror.

(3) Ownership Percentage of Share Certificates after the Tender Offer

Number of Voting Rights of Share Certificates, etc., Owned by the Tender Offeror Before the Tender Offer	1 unit	(Holding Ratio of Share Certificates, etc. Before the Tender Offer: 0.00%)
Number of Voting Rights of Share Certificates, etc., Owned by Specially Related Parties After the Tender Offer	—	(Holding Ratio of Share Certificates, etc. After the Tender Offer: —)
Number of Voting Rights of Share Certificates, etc., Owned by the Tender Offeror After the Tender Offer	32,511 unit	(Holding Ratio of Share Certificates, etc. After the Tender Offer: 93.82%)
Number of Voting Rights of the Shareholders in Total of the Target Company	34,181 unit	

(Note 1) The “Number of Voting Rights of the Shareholders in Total of the Target Company” represents the number of voting rights of all the shareholders as of September 30, 2007 (as shown in the 63rd Semi-annual Securities Report submitted by the Target Company on December 6, 2007). However, given that shares constituting less than a whole unit are also subject to purchase through the Tender Offer, for the purpose of calculating “Holding Ratio of Share Certificates, etc. Before the Tender Offer” and “Holding Ratio of Share Certificates, etc., After the Tender Offer”, the “Number of Voting Rights of the Shareholders in Total of the Subject Company” is calculated to be 34,653 units. This number is calculated by adding the sum of the number of voting rights (472 units) represented by the number of shares constituting less than a whole unit (473,289 shares) less the number of treasury shares constituting less than a whole unit (518 shares) shown in the said 63rd Semi-annual Securities Report.

(Note 2) The “Holding Ratio of Share Certificates, etc. Before the Tender Offer” and “Holding Ratio of Share Certificates, etc., After the Tender Offer” are rounded off to the second decimal place.

(4) Calculation for Purchase Pursuant to the *Pro Rata* Method

[Translation]

Not applicable.

- (5) Funds Required for Tender Offer, etc. 20,807 million yen
- (6) Method of Settlement
- (i) Name and Address of Head Offices of Securities Companies and Banks, etc. in Charge of Settlement
Nomura Securities Co., Ltd. 1-9-1 Nihonbashi, Chuo-ku, Tokyo
- (ii) Commencement Date of Settlement Tuesday, February 5, 2008
- (iii) Method of Settlement

A notice of purchase will be mailed to the address or location of the tendering shareholder (or the standing proxy in the case of Non-Resident Shareholders) without delay after the expiration of the Tender Offer Period. Payment of the purchase price will be made in cash. The Tender Offer Agent will, in accordance with the instructions of tendering shareholders, remit the purchase price without delay after the commencement date of settlement to the account designated by the tendering shareholder or pay at the head office or branch offices of the Tender Offer Agent.

3. Plan, etc. After the Tender Offer and Future Outlook

As the Company intends to make the Target Company a wholly owned subsidiary as announced in the press release “Announcement of Commencement of Tender Offer for Share of Sokkia Company, Limited” on December 10, 2007 and the Company failed to acquire all of the outstanding shares of common stock issued by the Target Company through the Tender Offer, the Company plans to implement a stock for stock exchange (*kabushiki-koukan*), whereby the Target Company will become a wholly owned subsidiary of the Company, or other appropriate measures (the “Squeeze-Out Process”), taking into consideration such factors as tax/accounting treatment and filing/disclosure requirements under the US securities laws, to make the Target Company a wholly owned subsidiary.

Although the details of the Squeeze-Out Process, including the timing, the method, and amount and types of the money, etc. (including the shares of the Company) to be delivered to the Target Company’s shareholders in exchange for the Target Company’s shares have not

[Translation]

been decided, the economic value of such money, etc. (including the shares of the Company) is expected to be calculated based upon the offer price in the Tender Offer and to be determined upon negotiations between the Company and the Target Company after the Tender Offer, paying full attention to the benefit to the shareholders of the Company and the Target Company and taking into consideration such factors as the results of the enterprise valuation to be made by the Company and the Target Company, respectively, the trends in the market price of the Target Company's shares after the Tender Offer, and the business performance progress of the Company and the Target Company at the time, etc. Depending on the terms and conditions of the Squeeze-Out Process to be determined later, the economic value of the money, etc. (including the shares of the Company) to be delivered to the Target Company's shareholders in exchange for the Target Company's shares may differ from the offer price in the Tender Offer. Under certain circumstances, shareholders of the Target Company may have the right to request the Target Company to repurchase their shares pursuant to applicable laws; which repurchase price may differ from the offer price in the Tender Offer.

The Company and the Target Company make it their main goal to consummate a business integration in the surveying instruments business, the main business segment for both companies (the "Business Integration") by April 1, 2011. After the consummation of the Business Integration, it is expected that the Company will be responsible for (i) the development, manufacture and sales of GPS equipment and machine control systems, (ii) sales of total stations and other surveying instruments (excluding sales of non-motor-driven total stations in Japan) and (iii) the planning of the global business strategy, while the Target Company will be responsible for the development and manufacture of total stations and other surveying instruments. The Target Company plans to propose an agenda item at the first general shareholders' meeting after becoming a subsidiary of the Company to change the name of the Target Company to "SOKKIA TOPCON" by amending its articles of incorporation, but the "SOKKIA" brand will continue to be used for some time. The Company and the Target Company plan to standardize the platforms for total stations by the end of fiscal year 2010, and to mutually cooperate and strive for downsizing, weight-saving and differentiation of motor-driven total stations, and development of 3D measurement instruments (such as scanners) for the civil engineering market and measurement market. In order to achieve this main goal and the purpose of the Business Integration, the Company and the Target Company intend to newly establish an Integration Promotion Committee consisting of members from both companies, which will be responsible for preparation and execution of practical implementation plans for the Business Integration. The Company

[Translation]

aims at becoming a world leading company in each business segment of motor-driven total stations and other surveying instruments, GPS equipment, machine control systems, and precision measuring instruments including measurement instruments.

For the sake of smooth and expedited integration between the Company and the Target Company, the Company will promptly appoint one of the directors of the Target Company to be an advisor to the Company, and plans to propose an agenda item, at the annual general shareholders' meeting of the Company to be held in June 2008, to appoint the advisor as a director of the Company. Also, the Target Company plans to propose an agenda item, at the annual general shareholders' meeting of the Target Company to be held in June 2008, to elect at least two directors designated by the Company (with one of them being a part-time director).

4. Location at which a Copy of the Tender Offer Report is available to the Public

TOPCON CORPORATION	75-1, Hasunuma-cho, Itabashi-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1, Kabuto-cho, Nihonbashi, Chuo-ku, Tokyo

II. Transfer of Subsidiary

1. Reason for the Transfer

As a result of the Tender Offer, the Target Company is expected to become a Company's consolidated subsidiary by virtue of its holding of 93.82% of all the shareholders' voting rights of the Target Company. Also, in accordance with the Target Company becoming a subsidiary of the Company, the subsidiaries of the Target Company, including the following important subsidiaries, will newly become Topcon group companies.

2. Outline of the Subsidiary Subject to Transfer (Sokkia Company, Limited)

(1) Company Name	Sokkia Company, Limited
(2) Title and Name of Representative	President and Representative Director, Hitoshi Ito
(3) Address of the Head Office	260-63, Hase, Atsugi-shi, Kanagawa-ken
(4) Date of Incorporation	April 16, 1920
(5) Description of Business	Manufacturing and selling of surveying instruments and measuring equipments

[Translation]

(6) Fiscal Year End	March 31
(7) Number of Employees	889 (consolidated) (as of September 30, 2007)
(8) Main Branches	260-63, Hase, Atsugi-shi, Kanagawa-ken
(9) Stated Capital	5,897 million yen (as of September 30, 2007)
(10) Number of Issued Shares	35,790,289 (as of September 30, 2007)
(11) Composition of Major Shareholders and Shareholding Ratio (as of September 30, 2007)	

Japan Recovery Fund II

(General Partner: Phoenix Capital Co., Ltd.)	20.12%
Samuel H. Ellis	5.88%
Sumitomo Mitsui Banking Corporation	4.78%
Japan Trustee Services Bank, Ltd. (Trust Account)	3.26%
Mitsui Life Insurance Company Limited	
(Japan Trustee Services Bank, Ltd., Standing Proxy)	2.69%
The Master Trust Bank of Japan, Ltd. (Trust Account)	2.63%
BNP Paribas Securities Services Luxembourg Jasdec Securities	
(The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Standing Proxy)	2.56%
The Chase Manhattan Bank, N.A. London	
(Mizuho Corporate Bank, Ltd., Standing Proxy)	2.54%
Mitsubishi UFJ Securities Co., Ltd.	2.16%
UBS AG London Account-IBB Segregated Client Account	
(Securities Business Division, Citibank, Japan Ltd., Standing Proxy)	2.05%

(12) History of Financial Results

(Consolidated)

Fiscal Year Ended	March 31, 2006 (61st Term)	March 31, 2007 (62nd Term)
Net Sales (in million yen)	21,974	22,410
Gross Profit (in million yen)	9,227	9,821
Operating Income (in million yen)	1,453	1,636
Ordinary Income	1,700	1,833

[Translation]

(in million yen)		
Net Income (in million yen)	1,542	1,255
Total Assets (in million yen)	26,825	27,950
Net Assets (in million yen)	13,004	14,370

(Non-consolidated)

Fiscal Year Ended	March 31, 2006 (61st Term)	March 31, 2007 (62nd Term)
Net Sales (in million yen)	13,984	16,242
Gross Profit (in million yen)	4,346	4,873
Operating Income (in million yen)	1,238	834
Ordinary Income (in million yen)	1,474	1,271
Net Income (in million yen)	1,087	1,108
Total Assets (in million yen)	24,727	24,796
Net Assets (in million yen)	11,697	12,554
Dividend per Share (yen)	5.00	6.00
(Interim dividend per share) (yen)	(2.00)	(3.00)

(Note) The information above is extracted from the Annual Securities Reports submitted by the Target Company, respectively, on June 29, 2006 and June 28, 2007.

3. Other Major Subsidiaries Subject to Transfer

[1] Sokkia Corporation

(1) Company Name

Sokkia Corporation

[Translation]

- | | |
|--------------------------------------|--|
| (2) Title and Name of Representative | President and CEO Eitoku Yamanaka |
| (3) Address of the Head Office | 16900 West. 118th Terrace, Olathe, Kansas
66061 (the USA) |
| (4) Description of Business | Selling of surveying instruments |
| (5) Stated Capital | 15,979 thousand dollars (as of March 31, 2007) |
- [2] Sokkia B. V.
- | | |
|--------------------------------------|---|
| (1) Company Name | Sokkia B. V. |
| (2) Title and Name of Representative | Managing Director Jan van der Weijden |
| (3) Address of the Head Office | Businesspark de Vaart, Damsluisweg 1, 1332
EA Almere (Netherlands) |
| (4) Description of Business | Selling of surveying instruments |
| (5) Stated Capital | 10,373 thousand Euro (as of March 31, 2007) |
- [3] Sokkia Sales Co., Ltd.
- | | |
|--------------------------------------|---|
| (1) Company Name | Sokkia Sales Co., Ltd. |
| (2) Title and Name of Representative | President and Representative Director, Minoru
Hayase |
| (3) Address of the Head Office | 31-7, Yoga 2-chome, Setagaya-ku, Tokyo (Japan) |
| (4) Description of Business | Selling of surveying instruments |
| (5) Stated Capital | 20 million yen (as of March 31, 2007) |
4. Expected Date of Transfer
- February 5, 2008 (Tuesday)
5. Outlook After the Tender Offer
- The impact of the Tender Offer and transfer of subsidiaries on the Company's consolidated and non-consolidated business performance will be announced as soon as it is available.

- End of Statement -