

October 31, 2008

Canon Inc.
Chairman & CEO: Fujio Mitarai
Securities code: 7751
[Tokyo (First Section) and other Stock Exchanges]

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**Notice Regarding Partial Amendment to “Announcement
Concerning Commencement of Tender Offer for Shares of Asia
Pacific System Research Co., Ltd.” by Subsidiary**

Canon Electronics Inc., a subsidiary of Canon Inc., submitted to the Director of the Kanto Local Finance Bureau on October 31, 2008, an Amendment Statement to Tender Offer Registration Statement, in accordance with Article 27-8(2) of the Financial Instruments and Exchange Law, in which Canon Electronics Inc. described its tender offer for the common stock of Asia Pacific System Research Co., Ltd. (Securities code: 4727, listed on Jasdaq Securities Exchange: the “Target Company”).

Accordingly, Canon Electronics Inc. amended its “Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd.” dated October 14, 2008 as attached.

This notice contains forward-looking statements with respect to future results, performance and achievements that are subject to risk and uncertainties and reflect management’s views and assumptions formed by available information. All statements other than statements of historical fact are statements that could be considered forward-looking statements. When used in this document, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “project” or “should” and similar expressions, as they relate to Canon, are intended to identify forward-looking statements. Many factors could cause the actual results, performance or achievements of Canon to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products by other companies, lack of acceptance of new products or services by Canon’s targeted customers, inability to meet efficiency and cost-reduction objectives, changes in business strategy and various other factors, both referenced and not referenced in this notice. A detailed description of these and other risk factors is included in Canon’s annual report on Form 20-F, which is on file with the United States Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. Canon does not intend or assume any obligation to update these forward-looking statements.

October 31, 2008

Company Name: Canon Electronics Inc.
Representative: Hisashi Sakamaki
President and Representative Director
(Securities code: 7739,
First Section of the Tokyo Stock Exchange)
Contact Person: Yoshinari Omori
Senior Management Director
(Tel.:+81-3-5419-3800)

Notice Regarding Partial Amendment to “Announcement
Concerning Commencement of Tender Offer for Shares of Asia
Pacific System Research Co., Ltd.”

Canon Electronics Inc. (the “Tender Offeror” or the “Company”) submitted to the Director of the Kanto Local Finance Bureau on October 31, 2008, an Amendment Statement to Tender Offer Registration Statement, in accordance with Article 27-8(2) of the Financial Instruments and Exchange Law, in which the Company described its tender offer (the “Tender Offer”) for the common stock of Asia Pacific System Research Co., Ltd. (Securities code: 4727, listed on Jasdq Securities Exchange: the “Target Company”).

Accordingly, the Tender Offeror amended its “Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd.” dated October 14, 2008 as follows.

Amended portions are underlined.

Amendments to the “Announcement Concerning Commencement of Tender Offer for Shares of Asia Pacific System Research Co., Ltd.”

2. Outline of the Offer
- (2) Period of the Offer
 - (i) Period of the offer at the time of filing (the “Tender Offer Period”):

(Pre-Amendment)

From Wednesday, October 15, 2008 to Friday, November 14, 2008 (22 business days)

(Post-Amendment)

From Wednesday, October 15, 2008 to Monday, November 17, 2008 (23 business days)

- (8) Method of Settlement
 - (ii) Commencement Date of the Settlement

(Pre-Amendment)
Thursday, November 20, 2008

(Post-Amendment)
Friday, November 21, 2008

4. Miscellaneous Matters

- (2) Other information necessary for shareholders to determine whether to tender or not

(Pre-Amendment)
None

(Post-Amendment)
The Target Company announced in a notice dated October 31, 2008, a revision to its consolidated and non-consolidated financial forecast for fiscal year 2008 (October 1, 2007 to September 30, 2008), as follows.

Revised financial forecast for fiscal year 2008 (October 1, 2007 to September 30, 2008)

1. Consolidated financial forecast

(Units: millions of yen)

	<u>Net sales</u>	<u>Operating income</u>	<u>Ordinary profit</u>	<u>Net income</u>
<u>Previous forecast (A)</u>	<u>8,000</u>	<u>260</u>	<u>260</u>	<u>175</u>
<u>Current forecast (B)</u>	<u>7,625</u>	<u>305</u>	<u>320</u>	<u>285</u>
<u>Change in amount (B - A)</u>	<u>-375</u>	<u>45</u>	<u>60</u>	<u>110</u>
<u>Change in ratio</u>	<u>-4.7%</u>	<u>17.3%</u>	<u>23.1%</u>	<u>62.9%</u>
<u>(For reference) Results for fiscal year 2007 ending September 30</u>	<u>8,000</u>	<u>381</u>	<u>407</u>	<u>343</u>

2. Non-consolidated financial forecast

(Units: millions of yen)

	<u>Net sales</u>	<u>Operating income</u>	<u>Ordinary profit</u>	<u>Net income</u>
<u>Previous forecast (A)</u>	<u>7,500</u>	<u>305</u>	<u>305</u>	<u>220</u>
<u>Current forecast (B)</u>	<u>7,145</u>	<u>330</u>	<u>350</u>	<u>345</u>
<u>Change in amount (B - A)</u>	<u>-355</u>	<u>25</u>	<u>45</u>	<u>125</u>
<u>Change in ratio</u>	<u>-4.7%</u>	<u>8.2%</u>	<u>14.8%</u>	<u>56.8%</u>
<u>(For reference) Results for fiscal year 2007 ending September 30</u>	<u>7,537</u>	<u>367</u>	<u>394</u>	<u>339</u>