

(Translation)

**Hitachi High-Technologies Corporation**

24-14, Nishi-Shimbashi 1-chome,

Minato-ku, Tokyo

June 2, 2011

**Notice of the 92nd Ordinary General Meeting of Shareholders**

Dear Shareholders:

You are cordially invited to attend the 92nd Ordinary General Meeting of Shareholders of Hitachi High-Technologies Corporation (TOKYO: 8036; the “Company”) to be held as follows. We would also like to take this opportunity to convey our deepest condolences to the victims of the Great East Japan Earthquake.

In the event you are not able to attend, it is requested that you review the following reference documentation for the Ordinary General Meeting of Shareholders, indicate your vote for or against each agenda item in the enclosed voting form and send the form back to us, or vote via the Internet, following the instructions stated in the “Guide to Exercising Voting Right” found on page 3.

- 1. Date**      **Wednesday, June 22, 2011 at 10:00 a.m.**
- 2. Location**   **Hitachi High-Technologies Corporation (2F Conference Room)**  
**24-14, Nishi-Shimbashi 1-chome, Minato-ku, Tokyo**

**3. Agenda**

**Reporting Matters**

1. Report on the Business Report, Consolidated Financial Statements for the 92nd Business Term (from April 1, 2010 to March 31, 2011), and the results of the audit on the Consolidated Financial Statements by the Accounting Auditors and the Audit Committee
2. Report on the Unconsolidated Financial Statements for the 92nd Business Term (from April 1, 2010 to March 31, 2011)

**Matters to Be Resolved**

- Item** Election of 6 Directors due to expiration of the term of office of all Directors

#### 4. Decisions upon Convening the 92nd Ordinary General Meeting of Shareholders

- (1) Please send back the voting form so that it would arrive at the Company no later than 5:00 p.m. (Tuesday) June 21, 2011.
- (2) If you wish to exercise your voting rights via the Internet, please do so by 5:00 p.m. on (Tuesday) June 21, 2011.
- (3) If you have cast your vote both via the Internet and by the enclosed voting form, the vote that has been cast on the Internet will be deemed as your intended vote.
- (4) If you have exercised your voting rights more than once, either via the Internet or other means, your last vote reaching the Company will be deemed as your intended vote.
- (5) If you wish to exercise your voting rights inconsistently, please notify the Company in writing that you will be doing so and the reasons no later than three days before the General Meeting of Shareholders.

Business Report, Unconsolidated Financial Statements, Audit Report and Consolidated Financial Statements to be provided with this Notice are included in the enclosed "Report on the 92nd Business Term".

An audit report on the Consolidated Financial Statements is also included in the enclosed "Report on the 92nd Business Term".

Very truly yours,

Masao Hisada  
Representative Executive Officer, President,  
Chief Executive Officer and Director

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**Notes:**

- In the event the reference documentation for Ordinary General Meeting of Shareholders, Business Report, Unconsolidated Financial Statements or Consolidated Financial Statements need to be modified, the Company will post the revised matters on its website (<http://www.hitachi-hitec.com>).

## Guide to Exercising Voting Rights

- When attending the Ordinary General Meeting of Shareholders, you are earnestly requested to submit the enclosed voting form at the reception desk.
- In the event you are not able to attend, you are asked to exercise your voting rights by either of the following methods.

### 1. Exercise of voting rights by paper ballot (mail)

Please indicate your vote for or against each agenda item in the enclosed voting form and send the form back to us so that it would arrive at the Company no later than 5:00 p.m. (Tuesday) June 21, 2011.

### 2. Exercise of voting rights via the Internet

#### (1) From your personal computer

- 1) Please access the “Exercise of Voting Rights website (<http://www.tosyodai54.net>).”
- 2) Please enter the “Exercise of voting rights code” and “Password” stated under “Request” in the enclosed voting form. It should be noted that this code and password are only valid for this Ordinary General Meeting of Shareholders.
- 3) Please follow the instructions on the screen and enter your vote for or against each agenda item and cast your vote by **5:00 p.m. (Tuesday) June 21, 2011**.

#### (2) From your mobile phone

Similarly to “(1) From your personal computer”, you are asked to access the “Exercise of Voting Rights website (<http://www.tosyodai54.net>)”, and exercise your voting rights (The “Exercise of Voting Rights website” may also be accessed by reading the QR code with a mobile phone that is capable of reading the QR code).

### \*Important reminders when using the “Exercise of Voting Rights website”

1. Please be aware that connectivity fees and charges (e.g., phones charges) by the provider incurred when accessing the “Exercise of Voting Rights website” shall be borne by the shareholder.
2. When accessing the voting website from your mobile phone (with certain exceptions including smartphones), your phone will need to be able to access either imode, Ezweb, or Yahoo! Keitai services and will also need to have encrypted communication functions (support for the SSL protocol). (“i-mode” is a trademark or registered trademark of NTT DOCOMO, INC.; “Ezweb” is a trademark or registered trademark of KDDI CORPORATION; “Yahoo!” is a trademark or registered trademark of Yahoo! Inc.; and “Yahoo! Keitai” is a trademark or registered trademark of SOFTBANK MOBILE Corp.)
3. When accessing the “Exercise of Voting Rights website” from certain mobile handsets (e.g., smartphones), you will be connected to the website for personal computers.

### **For inquiries regarding exercising voting rights via the Internet, please contact:**

Tokyo Securities Transfer Agent Co. Ltd., the shareholder registry administrator

Phone: 0120-88-0768 (toll free)

(Business hours: 9:00 – 21:00, Monday through Friday)

**Reference Documentation**

**Item Election of 6 Directors due to expiration of the term of office of all Directors**

Due to expiration at the close of this Meeting of the term of office of all the present Directors (7 Directors) under the provisions of the Company's Articles of Incorporation, it is proposed that 6 Directors be elected.

The nominees are as follows:

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
1	Hidehito Obayashi (Apr. 22, 1944)	Director, Member of Nominating Committee and Compensation Committee, Hitachi High-Technologies Corporation	4/1969 Joined Hitachi, Ltd. 8/1988 General Manager of Fourth Department, Central Research Laboratory, Hitachi, Ltd. 6/1995 General Manager of Instruments Business Department, Scientific Systems Group, Hitachi, Ltd. 4/1999 Deputy General Manager of Instruments Group, Hitachi, Ltd. 4/2001 General Manager of Naka Division of Instruments Group, Hitachi, Ltd. 10/2001 Director, Hitachi High-Technologies Corporation 6/2003 Vice President and Executive Officer, Hitachi High-Technologies Corporation 4/2006 Representative Executive Officer, Senior Vice President, Executive Officer, Hitachi High-Technologies Corporation 6/2006 Representative Executive Officer, Senior Vice President, Executive Officer, Director, Hitachi High-Technologies Corporation 4/2007 Representative Executive Officer, President, Chief Executive Officer, Director, Hitachi High-Technologies Corporation 4/2011 Director, Hitachi High-Technologies Corporation	42,500

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
2	Masao Hisada (Dec. 16, 1948)	Representative Executive Officer, President, Chief Executive Officer, Director, Member of Nominating Committee and Compensation Committee, Hitachi High-Technologies Corporation	<p>4/1972 Joined Hitachi, Ltd.</p> <p>2/1995 Senior Manager of International Sales Division, Power Systems Division, Hitachi, Ltd.</p> <p>4/1999 General Manager of International Sales Division, Electric Utility Sales Operations Group, Power &amp; Industrial Systems Group, Hitachi, Ltd.</p> <p>2/2001 General Manager of Hitachi (China), Ltd.</p> <p>4/2003 General Manager of Global Business Division, Deputy General Manager of Corporate Export Regulation Division, Hitachi, Ltd.</p> <p>2/2004 President and CEO of Hitachi America, Ltd.</p> <p>2/2006 General Manager of Group Procurement Division, Hitachi, Ltd.</p> <p>4/2006 General Manager of Corporate Procurement Division, Hitachi, Ltd.</p> <p>4/2007 Vice President and Executive Officer, Hitachi, Ltd.</p> <p>4/2010 Representative Executive Officer, Executive Vice President, and Executive Officer, Hitachi High-Technologies Corporation</p> <p>6/2010 Representative Executive Officer, Executive Vice President, Executive Officer and Director, Hitachi High-Technologies Corporation</p> <p>4/2011 Representative Executive Officer, President, Chief Executive Officer and Director, Hitachi High-Technologies Corporation</p>	10,600
3	Katsumi Mizuno (Feb. 17, 1949)	Senior Advisor, High-Technologies Corporation	<p>4/1972 Joined Hitachi Ltd.</p> <p>2/1994 General Manager of Administration Division, Hitachi Consumer Products (Malaysia) Sdn. Bhd.</p> <p>8/1997 Senior Manager of Industrial Equipment Division and General Manager of Administration of the Narashino Works, Hitachi, Ltd.</p> <p>4/2001 General Manager of Labor Planning of Power &amp; Industrial Systems Group, Hitachi, Ltd.</p> <p>7/2004 General Manager of Human Resources &amp; General Affairs Division, Hitachi High-Technologies Corporation</p> <p>4/2005 Executive Officer and General Manager, Human Resources &amp; General Affairs Division, Hitachi High-Technologies Corporation</p> <p>4/2008 Vice President, Executive Officer, General Manager of Human Resources &amp; General Affairs Division and Deputy General Manager of CSR Promotion Division, Hitachi High-Technologies Corporation</p> <p>4/2010 Vice President, Executive Officer, and Deputy General Manager of CSR Promotion Division, Hitachi High-Technologies Corporation</p> <p>4/2011 Senior Advisor of Hitachi High-Technologies Corporation</p>	1,600

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
4	Hideyo Hayakawa (Feb. 25, 1948)	None	4/1973 Joined Mitsui & Co., Ltd. 7/1981 Legal Department, Mitsui & Co. (U.S.A), INC., New York Headquarters 10/1984 Registered as attorney of New York State Bar Association 10/1995 Vice President, Mitsui & Co. (U.S.A), INC. 4/2006 Managing Officer and General Manager of Legal Division, Mitsui & Co., Ltd. 4/2008 Executive Managing Officer and General Manager of Internal Auditing Division, Mitsui & Co., Ltd. 3/2010 Retired from Mitsui & Co., Ltd.	0
5	Toyoaki Nakamura (Aug. 3, 1952)	None	4/1975 Joined Hitachi, Ltd. 6/1998 General Manager of Accounting, Semiconductor Business Division, Hitachi, Ltd. 6/2000 Deputy General Manager of Financial and Logistics Systems Group and Senior Manager of Accounting, Hitachi, Ltd. 4/2001 General Manager of Finance Division of Systems Solutions Group, and Senior Manager of Accounting, Hitachi, Ltd. 4/2002 General Manager of Finance Division of Information & Telecommunication Systems Group, and Senior Manager of Accounting, Hitachi, Ltd. 4/2004 CFO of Hitachi Data Systems Solutions Holding Corp. 4/2005 President of Hitachi Data Systems Solutions Holding Corp. 1/2006 General Manager, Finance Department I of Hitachi, Ltd. 4/2007 Representative Executive Officer, Senior Vice President and Executive Officer, Hitachi, Ltd. 6/2007 Representative Executive Officer, Senior Vice President, Executive Officer and Director, Hitachi, Ltd. 6/2009 Representative Executive Officer, Senior Vice President and Executive Officer, Hitachi, Ltd. 4/2010 Director, Renesas Electronics Corporation 6/2010 Director, Hitachi Metals, Ltd.	0

No.	Name (Date of Birth)	Position and Responsibilities	Brief Biography and Other Principal Positions Held	Share Ownership
6	Ryuichi Kitayama (Feb. 4, 1952)	Director, Member of Nominating Committee, Audit Committee and Compensation Committee, Hitachi High-Technologies Corporation	<p>4/1976 Joined Hitachi, Ltd.</p> <p>2/1996 Senior Manager of Government Sales Division No.1, Public Information Sales Group, Hitachi, Ltd.</p> <p>2/2001 Senior Manager of Public System Sales Division No.1, Public System Business Division, Public Systems Group, Hitachi, Ltd.</p> <p>4/2003 General Manager of Government &amp; Public Corporation Information Systems Sales Management Division, Information &amp; Telecommunication Systems Group, Hitachi, Ltd.</p> <p>4/2004 President and Director of Hitachi Hi-System 21 Co., Ltd.</p> <p>4/2006 General Manager of Financial Information Systems Sales Management Division, Information &amp; Telecommunication Systems Group, Hitachi, Ltd.</p> <p>4/2009 Chief Marketing Officer and General Manager of Sales Management &amp; Accounting Division, Information &amp; Telecommunication Systems Group, Deputy General Manager of Corporate Marketing Group, Hitachi, Ltd.</p> <p>10/2009 Chief Marketing Officer and General Manager of Sales Management &amp; Accounting Division, Information &amp; Telecommunication Group, Information &amp; Telecommunication Systems Company, Deputy General Manager of Domestic Marketing Division, Corporate Marketing Group, Hitachi, Ltd.</p> <p>4/2010 Vice President and Executive Officer, Hitachi, Ltd.</p> <p>6/2010 Director, Hitachi High-Technologies Corporation</p>	0

Notes:

1. Mr. Toyoaki Nakamura concurrently serves as Representative Executive Officer, Senior Vice President, and Executive Officer of Hitachi, Ltd., and Mr. Ryuichi Kitayama concurrently serves as Executive Officer of Hitachi, Ltd. There are trade connections between the Company and Hitachi, Ltd. such as sales and purchase of products. There is no conflict of interest between any of the other director nominees and the Hitachi High-Technologies Corporation.
2. Mr. Hideyo Hayakawa, Mr. Toyoaki Nakamura and Mr. Ryuichi Kitayama are outside director nominees.

3. Position and responsibilities other than those stated in brief biography above in cases where director nominee is executing operations of Hitachi, Ltd. or any of its subsidiaries (excluding the Company) at present or executed such operations over the past 5 years

Name	Period	Name of Company	Position and Responsibilities
Hidehito Obayashi	From October 2006 to September 2007	Hitachi, Ltd.	Employee (member of Medical Business Management Division)
Masao Hisada	From April 2007 to August 2008	Hitachi, Ltd.	Vice President and Executive Officer (General Manager of Corporate Procurement Division, Deputy General Manager of Corporate Marketing Group and General Manager of Global Business Division)
	From September 2008 to September 2009		Vice President and Executive Officer (Deputy General Manager of Corporate Marketing Group and General Manager of Global Business Division)
	From October 2009 to March 2010		Vice President and Executive Officer (Deputy General Manager of Corporate Marketing Group, General Manager of International Marketing Division and General Manager of International Strategy Division)
Toyoaki Nakamura	From April 2007 to May 2007	Hitachi, Ltd.	Representative Executive Officer, Senior Vice President and Executive Officer (General Manager of Finance Department I)
	From June 2007 to March 2008		Representative Executive Officer, Senior Vice President, Executive Officer and Director (General Manager of Finance Department I)
	From April, 2008 to May 2009		Representative Executive Officer, Senior Vice President, Executive Officer and Director
	From June, 2009 to March 2010		Representative Executive Officer, Senior Vice President and Executive Officer
	From April 2010 to present		Representative Executive Officer, Senior Vice President and Executive Officer (General Manager of Finance & Accounting Group)
Ryuichi Kitayama	From April 2010 to present	Hitachi, Ltd.	Vice President and Executive Officer (Deputy General Manager of Corporate Marketing Group, General Manager of Domestic Marketing Division and Customer Satisfaction Promotion Center)

4. Reason for selection as outside director nominee and information on outside director nominees

(1) Reason for selection

Name	Reason for selection
Hideyo Hayakawa	Mr. Hideyo Hayakawa was selected as an outside director nominee, since he can be expected to supervise the management and execution of operations of the Company from an independent perspective based on his rich experience at a major international company and his extensive knowledge and experience in the legal field.
Toyoaki Nakamura	Mr. Toyoaki Nakamura was selected as an outside director nominee to introduce his rich experience in corporate management and his extensive knowledge and rich experience in the fields of accounting and finance into the management of the Company and the supervision of execution of its operations.
Ryuichi Kitayama	Mr. Ryuichi Kitayama was selected as an outside director nominee to introduce his extensive knowledge and rich experience in information and communication businesses and rich experience in corporate management into the management of the Company and the supervision of execution of its operations.



(2) Information on outside director nominees

Name	Information on outside director nominees
Hideyo Hayakawa	Mr. Hideyo Hayakawa satisfies the criteria of independent corporate officer set forth by the Tokyo Stock Exchange Group, Inc. and the Osaka Securities Exchange Co., Ltd.
Ryuichi Kitayama	The term of office of Mr. Ryuichi Kitayama as an outside Director of the Company will be one year from the close of this General Meeting of Shareholders.

5. Outline of limited liability agreement concluded with outside directors

Mr. Ryuichi Kitayama is currently an outside Director of the Company, with whom the Company has concluded, on an individual basis, a limited liability agreement that limits the liability for damages set forth in Article 423, Paragraph 1 of the Company Law to the minimum liability limit stipulated in Article 425, Paragraph 1 of the Company Law, under the provision of paragraph 2 of Article 23 of the Articles of Incorporation. The Company plans to extend the aforementioned limited liability agreement with Mr. Ryuichi Kitayama if his reappointment is approved.

The Company also plans to conclude the aforementioned limited liability agreement with Mr. Hideyo Hayakawa and Mr. Toyoaki Nakamura if their appointments are approved.

6. If this agenda item is approved, the Committees shall comprise the following members.

Nominating Committee: Hidehito Obayashi, Masao Hisada, Hideyo Hayakawa, Toyoaki Nakamura,  
Ryuichi Kitayama

Audit Committee: Katsumi Mizuno, Hideyo Hayakawa, Ryuichi Kitayama

Compensation Committee: Masao Hisada, Toyoaki Nakamura, Ryuichi Kitayama