

**Please note that the following is an unofficial English translation of Japanese Notice of Convocation of the 143rd Ordinary General Meeting of Shareholders of Kyosan Electric Manufacturing Co., Ltd. Kyosan provides this translation for your reference purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.**

(Code No. 6742)

June 4, 2008

To Our Shareholders:

Tsutomu Nishikawa  
President and Representative Director  
**Kyosan Electric Manufacturing Co., Ltd.**  
2-29-1 Heian-cho, Tsurumi-ku, Yokohama

### **Notice of Convocation of the 143rd Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 143rd Ordinary General Meeting of Shareholders of Kyosan Electric Manufacturing Co., Ltd. (“Kyosan” or the “Company”), to be held as follows.

**If you are unable to attend the meeting, you may otherwise exercise your voting rights in writing. Please read the attached Reference Documents for the Ordinary General Meeting of Shareholders provided below, and indicate your approval or disapproval of the respective proposals, and return the enclosed Voting Rights Exercise Form by Thursday, June 26, 2008.**

- 1. Date and Time:** 10:00 a.m. Friday, June 27, 2008
- 2. Place:** Conference Room, New Stage Yokohama,  
1-1-32 Shin Urashima-cho, Kanagawa-ku, Yokohama
- 3. Purposes of the Meeting:**
- Matters to be Reported:**
1. Business Report, Consolidated Financial Statements for the 143rd Term (from April 1, 2007 to March 31, 2008) and Reports of Audit of the Consolidated Financial Statements by the Accounting Auditors and Board of Statutory Auditors
  2. Report on the Financial Statements for the 143rd Term (from April 1, 2007 to March 31, 2008)
- Matters to be Resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of 10 Directors
- Proposal No. 3:** Election of 1 Substitute Statutory Auditor

\* If you are attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

\* Any amendments to the Reference Documents for the Ordinary General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on Kyosan’s website (<http://www.kyosan.co.jp>).



[Translation for Reference Purposes Only]

No.	Name (Date of Birth)	Biography, Positions and Assignments in the Company, and Representative Positions in Other Companies	Number of the Company's Shares Held
2	Sadatsuna Watanabe (January 19, 1947)	<p>April 1969      Joined Kyosan October 1995    General Manager, Fourth Signal Engineering Department, Kyosan June 1998      Director, Kyosan (to the present) June 1998      Deputy General Manager, Signal Business Division, Kyosan June 2004      Executive Officer, Kyosan April 2005      General Manager, Signal Business Division, Kyosan April 2006      Senior Executive Officer, General Manager, Enterprise Headquarters, Kyosan (to the present)</p> <p>(Representative positions in other companies) President and Representative Director, Kyosan Chemical Industry Co., Ltd.</p>	66,000 shares
3	Hiroshi Takahashi (February 2, 1947)	<p>June 1995      General Manager, Sales Headquarters, The Bank of Yokohama, Ltd. June 1996      General Manager, Credit Department, The Bank of Yokohama, Ltd. June 1997      Director, General Manager, Atsugi Branch, The Bank of Yokohama, Ltd. June 1999      Executive Officer, General Manager, Atsugi Branch, The Bank of Yokohama, Ltd. May 2000      Joined Kyosan June 2000      Director, Kyosan June 2001      Managing Director, Kyosan June 2004      Director and Executive Officer, Kyosan (to the present) April 2008      Deputy General Manager, Signal Business Division, Kyosan (to the present)</p>	56,000 shares

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No.	Name (Date of Birth)	Biography, Positions and Assignments in the Company, and Representative Positions in Other Companies	Number of the Company's Shares Held
4	Kazuo Hinata (November 9, 1946)	<p>April 1969      Joined Kyosan                      May 1992      General Manager, Third Signal                                          Sales Department, Kyosan                      May 1998      General Manager, First Signal                                          Sales Department, Kyosan                      June 1998      Director, Kyosan                                          (to the present)                      June 1998      Deputy General Manager, Signal                                          Business Division, Kyosan                      June 2004      Executive Officer, Kyosan                                          (to the present)                      April 2006      General Manager, Signal Business                                          Division, Kyosan                                          (to the present)</p> <p>(Representative positions in other companies)                      President and Representative Director, Kyosan Metal                      Industry Co., Ltd.</p>	56,000 shares
5	Shigenobu Nishida (September 12, 1947)	<p>April 1969      Joined Kyosan                      June 1996      General Manager, Second Signal                                          Engineering Department, Kyosan                      April 2000      General Manager, Signal Business                                          Planning Department, Kyosan                      June 2001      General Manager, Signal Project                                          Control Office, Kyosan                      June 2004      Officer, Kyosan                                          (to the present)                      June 2004      Deputy General Manager, Signal                                          Business Division, Kyosan                      April 2006      General Manager, Road Traffic                                          Signal Division, Kyosan                                          (to the present)                      June 2006      Director, Kyosan                                          (to the present)</p> <p>(Representative positions in other companies)                      President and Representative Director, Kyosan Seiki                      Co., Ltd.</p>	37,000 shares

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No.	Name (Date of Birth)	Biography, Positions and Assignments in the Company, and Representative Positions in Other Companies		Number of the Company's Shares Held
6	Hirokazu Watanabe (May 13, 1946)	April 1969 April 1995  July 2003 April 2005 April 2006 April 2006 June 2006	Joined Kyosan General Manager, Signal Information and Management Systems Engineering Department, Kyosan General Manager, Purchasing Department, Kyosan General Manager, Internal Auditing Office, Kyosan Officer, Kyosan (to the present) General Manager, Business Planning Department, Kyosan Director, General Manager, Corporate Planning Department, Kyosan (to the present)	24,000 shares
7	Tsutomu Tokodai (January 21, 1951)	August 1974 April 2003  April 2005 April 2006  June 2006	Joined Kyosan General Manager, Manufacturing Control of Semiconductor Department, Kyosan Deputy General Manager, Semiconductor Division, Kyosan Officer, Kyosan General Manager, Semiconductor Division, Kyosan (to the present) Director, Kyosan (to the present)	24,000 shares

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No.	Name (Date of Birth)	Biography, Positions and Assignments in the Company, and Representative Positions in Other Companies	Number of the Company's Shares Held
8	Hisazumi Toho (February 27, 1956)	<p>March 2000 Vice General Manager, Finance and Investment Planning Department, and General Manager, Investment Risk Management Department, Nippon Life Insurance Company</p> <p>March 2003 General Manager, Second Financial Department, Nippon Life Insurance Company</p> <p>March 2006 General Manager, First Financial Department, Headquarter of Nippon Life Insurance Company</p> <p>March 2007 General Manager, First Financial Department, Headquarter, and General Manager, Kyushu Financial Department, Nippon Life Insurance Company</p> <p>April 2008 Joined Kyosan Advisor (to the present)</p>	10,000 shares
9	Fumihide Esaka (April 17, 1963)	<p>September 1995 Joined International Rectifier Corporation In charge of Director Asia Customer Service Department, International Rectifier Corporation</p> <p>July 1998 President and Representative Director, IR Far East Co., Ltd. (current International Rectifier Japan Co., Ltd.)</p> <p>June 2000 Director, Nihon Inter Electronics Corporation (to the present)</p> <p>June 2006 Director, Kyosan (to the present)</p> <p>November 2007 Senior Managing Executive Officer, Nihon Inter Electronics Corporation (to the present)</p>	0 shares
10	Katsuhiko Fujimoto (July 30, 1944)	<p>March 1968 Joined Hiroshi Fujii CPA Office</p> <p>July 1969 Joined Chiyoda Audit Corporation</p> <p>April 1974 Officer (Partner), Chiyoda Auditing firm (later renamed to Chuo Shinko Audit Corporation)</p> <p>March 1989 Representative Officer, Chuo Shinko Audit Corporation (later renamed to MISUZU Audit Corporation)</p> <p>September 2006 Resigned MISUZU Audit Corporation</p>	0 shares

(Notes)

1. The candidate for Director, Fumihide Esaka is a Director and Senior Managing Executive Officer in Nihon Inter Electronics Corporation. Nihon Inter Electronics Corporation is an affiliate of Kyosan and has business relationship with Kyosan. Other candidates have no specific interest with Kyosan.

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2. Both Fumihide Esaka and Katsuhiko Fujimoto are candidates for Outside Director.

Fumihide Esaka is recommended for the position of Outside Director because he has given appropriate opinions from fair and objective point of view as an incumbent Outside Director and is considered to play continuously a suitable role in making decisions of the Board of Directors in the future.

The term of his office will have been 2 years at the conclusion of this General Meeting of Shareholders since he became Outside Director of Kyosan.

Katsuhiko Fujimoto is recommended for the position of Outside Director because he is expected to improve transparency of the Board of Directors and to strengthen the supervisory function with his professional knowledge as a certified public accountant for a long time and experiences as a representative partner in an auditing corporation.

Katsuhiko Fujimoto does not have any direct experience in corporate management, but is considered to be suitable for the position of Outside Director from the reason stated above.

**Proposal No. 3:** Election of 1 Substitute Statutory Auditor

It is proposed to elect 1 Substitute Statutory Auditor to serve in the event that the number of Statutory Auditors falls below the statutory requirement.

The preliminary election of the Substitute Statutory Auditor shall remain in force until the convention of the next Ordinary General Meeting of Shareholders.

The consent of the Board of Statutory Auditors has been obtained for the submission of this proposal.

The following candidate is proposed as Substitute Statutory Auditor.

Name (Date of Birth)	Biography, Positions and Assignments in the Company, and Representative Positions in Other Companies	Number of the Company's Shares Held
Miki Kitajima (September 9, 1976)	October 2001 Passed bar exam October 2003 Registered as a lawyer (Yokohama Bar Association) (to the present)	0 shares

(Notes)

1. The candidate for Substitute Statutory Auditor, Miki Kitajima, satisfies all requirements for Outside Statutory Auditor.
2. The reason for electing Miki Kitajima is to utilize her professional insights and experiences as a lawyer for the auditing systems of Kyosan.

Miki Kitajima does not have any direct experience in corporate management, but is considered to be suitable for the position of Outside Statutory Auditor in light of her experiences and insights as a lawyer.