

June 4, 2009

Hitachi Zosen Corporation

7-89,Nanko-kita 1-chome, Suminoe-ku, Osaka 559-8559

Summary Agenda for the 112th Ordinary General Meeting of Shareholders

I . **Matters to be Reported :**

- 1.The Business Report and the Financial Statement on a consolidated and non-consolidated basis for the 112th business year (from April 1, 2008 to March 31, 2009)
- 2.The Audit Reports of the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Financial Statements for the 112th business year

II . **Matters to be Resolved :**

- Proposal 1 : Partial Amendments to the Articles of Incorporation
- Proposal 2 : Election of one (1) Director
- Proposal 3 : Election of one (1) Corporate Auditor
- Proposal 4 : Election of one (1) Substitute Corporate Auditor

[Information for Voting on the Proposal]

For Proposal 1 (Partial Amendments to the Articles of Incorporation) :

- (1) To improve access to public notice more convenient and reduce the cost of public notice, we propose to change the method of public notice of the Company to electronic public notice which will be posted on the website of the Company. In case electronic public notice is not available, we will make public notice on the Japanese newspaper “The Sankei Shimbun”.
- (2) Due to the enforcement of the “Law for Partial Amendments to the Law concerning Book-entry Transfer of Corporate Bonds and other Securities for the Purpose of Streamlining the Settlement for Trade of Stocks and Other Securities” (Law No.88, 2004, hereinafter referred to as “Settlement Streamlining Law”), we propose to amend a part of the Articles of Incorporation as follows.
 - ① In accordance with Article 6 of the Supplementary Provisions of the Settlement Streamlining Law, the Company is deemed to have adopted a resolution of the General Meeting of Shareholders to abolish the provision of issuance of share certificates in the Articles of Incorporation on the implementation date of electronic share certificates system(January 5, 2009). We shall accordingly delete Article 7 (issuance of shares) of the Articles of Incorporation as well as delete and modify the words related to the issuance of share certificates.

- ② Due to the abolishment of the “Law concerning Deposit and Clearance of Share Certificates, etc.”, we shall delete the words concerning beneficial shareholders and the register of beneficial shareholders in the Articles of Incorporation.
- ③ It is required that the registry of lost share certificates shall be kept until the lapse of one year from the following day of implementation date of the Settlement Streamlining Law, and therefore we shall establish relevant provisions in the Supplementary Provisions of the Articles of Incorporation.

(3) In compliance with the amendments stated above, the number of articles shall be appropriately adjusted.

For Proposal 2 (Election of one (1) Director) :

The term of one present Director will be expired at the close of this General Meeting of Shareholders.

Accordingly, it is proposed that one Director be elected.

Candidate for Director:

Mr. Minoru Furukawa (current President of the Company)

For Proposal 3 (Election of one(1) Corporate Auditor) :

The term of one present Corporate Auditor will be expired at the close of this General Meeting of Shareholders.

Accordingly, it is proposed that one Corporate Auditor be elected.

The Board of Corporate Auditors has approved this proposal.

Candidate for Corporate Auditor

Mr. Sakae Kanno (current Outside Corporate Auditor of the Company)

For Proposal 4 (Election of one(1) Substitute Corporate Auditor) :

To prepare for a possible vacancy where the number of Outside Corporate Auditors might become below the minimum requirement by the relevant law, it is proposed that one Substitute Corporate Auditor be elected.

The Board of Corporate Auditors has approved this proposal.

Candidate for a Substitute Corporate Auditor

Mr. Syunsuke Yamada (attorney at law)