

(Translation)

Hitachi High-Technologies Corporation

24-14, Nishi-Shimbashi 1-chome,

Minato-ku, Tokyo

June 5, 2009

Notice of the 90th Ordinary General Meeting of Shareholders

Dear Shareholders:

You are cordially invited to attend the 90th Ordinary General Meeting of Shareholders of Hitachi High-Technologies Corporation (local code: 8036; the “Company”) to be held as follows:

In the event you are not able to attend, it is requested that you review the following reference documentation for 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.

1. Date **Wednesday, June 24, 2009 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 90th Business Term (from April 1, 2008 to March 31, 2009), 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 90th Business Term (from April 1, 2008 to March 31, 2009)

Matters to Be Resolved

Item No. 1 Partial amendment to the Articles of Incorporation

Item No. 2 Election of 6 Directors due to expiration of the term of office of all Directors

4. Decisions upon Convening the 90th 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 23, 2009.
- (2) If you have exercised your voting rights more than once, your last vote reaching the Company will be deemed as your intended vote.
- (3) 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 90th Business Term".

An audit report on the Consolidated Financial Statements is also included in the enclosed "Report on the 90th Business Term".

Very truly yours,

Hidehito Obayashi, Ph.D.
Representative Executive Officer, President,
Chief Executive Officer and Director

Reference Documentation

Matters to Be Resolved

Item No. 1 Partial Amendment to the Articles of Incorporation

1. Reasons for Amendment

- (1) For the purpose of accelerating and improving the efficiency of public announcements, the Board of Directors proposes that the means of public announcement be changed to electronic public announcement as stated in Article 5. Means of public announcement in the Proposed Amendment.
- (2) 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 of Trades of Stocks and Other Securities (Law No. 88 of 2004; hereinafter referred to as Settlement Streamlining Law) having gone into effect on January 5, 2009 and share certificates having been dematerialized, the Board of Directors proposes that the Articles of Incorporation be amended as follows.
 - 1) Following the enforcement of the Settlement Streamlining Law, a resolution to abolish the stipulation in the Company's Articles of Incorporation concerning the issuance of stock certificates is deemed to have been passed effective January 5, 2009. Hence, Article 7 of the current Articles of Incorporation shall be deleted and the subsequent Articles be renumbered. In addition, following the enforcement of the said Law, the stipulation on the non-issuance of certificates for shares not exceeding the share unit has become unnecessary. Accordingly, paragraph 2 of Article 8 of the current Articles of Incorporation shall be deleted.
 - 2) Following the enforcement of the Settlement Streamlining Law, the Law on Custody and Transfer of Share Certificates, etc. (Law No. 30 of 1984) was abolished on January 5, 2009, and the stipulations on real shareholders and the list of real shareholders have become unnecessary. Therefore, relevant text in Articles 9 and 12 of the current Articles of Incorporation shall be deleted.
 - 3) In order to clarify that stock handling will be free of charge following the implementation of stock certificate dematerialization, Article 11. Stock Regulations of the current Articles of Incorporation shall be partially amended.
- (3) For the purpose of introducing a system of topping up shares falling short of the share unit in view of enhancing services for shareholders, subparagraph 3 of paragraph 1 and paragraph 2 of Article 9. Rights related to shares not exceeding the share unit of the current Articles of Incorporation shall be newly established, and Article 1 of the Supplementary Provision shall be newly established regarding the effective date of the said stipulations.

2. Details of Amendment

The proposed amendment is as follows.

(Underlined sections will be amended.)

Present Articles of Incorporation	Proposed Amendment
<p>Article 5. (Means of public announcement) The Company's public announcements shall be published in the <u>Nihon Keizai Shimbun.</u></p>	<p>Article 5. (Means of public announcement) The Company's public announcements shall be conveyed electronically. However, in the event that <u>an electronic public announcement fails due to an accident or any other unavoidable circumstances, a public announcement shall be published in the Nihon Keizai Shimbun.</u></p>
<p>Article 7. (Issuance of share certificates) <u>The Company shall issue share certificates.</u></p>	<p>(Delete)</p>
<p>Article 8. (Share unit <u>and non-issuance of certificates for shares not exceeding the share unit</u>) The Company's share unit shall be one hundred (100) shares. <u>Notwithstanding the provisions of the preceding article hereof, the Company will not issue share certificates for any share not exceeding the share unit, unless otherwise specified in the Stock Regulations set forth in Article 11 hereof.</u></p>	<p>Article 7. (Share unit) The Company's share unit shall be one hundred (100) shares.</p>
<p>Article 9. (Rights related to shares not exceeding the share unit) The shareholders of the Company (<u>hereinafter including real shareholders</u>) may not exercise any rights with respect to shares not exceeding the share unit other than those set forth below.</p> <ol style="list-style-type: none"> 1. The rights provided in Article 189.2 of the Company Law. 2. The right to receive an allocation of newly issued shares or preemptive rights based on the number of shares owned. 	<p>Article 8. (Rights related to shares not exceeding the share unit) The shareholders of the Company may not exercise any rights with respect to shares not exceeding the share unit other than those set forth below.</p> <ol style="list-style-type: none"> 1. The rights provided in Article 189.2 of the Company Law. 2. The right to receive an allocation of newly issued shares or preemptive rights based on the number of shares owned. 3. <u>The rights stipulated in the following provision</u> <u>A shareholder who has the Company's shares falling short of the share unit may request the Company to sell a number of shares that would constitute the share unit when combined with the number of shares falling short of the share unit held by the shareholder.</u>

Present Articles of Incorporation	Proposed Amendment
Article <u>10</u> . (Text omitted)	Article <u>9</u> . (Text omitted)
Article <u>11</u> . (Stock Regulations) Matters relating to Company shareholder rights, Company shares, <u>and relevant handling charges</u> shall be governed by applicable laws and regulations and these Articles of Incorporation, as well as by Stock Regulations to be set forth by an executive officer granted authority by the board of directors.	Article <u>10</u> . (Stock Regulations) Matters relating to Company shareholder rights, <u>and</u> Company shares shall be governed by applicable laws and regulations and these Articles of Incorporation, as well as by Stock Regulations to be set forth by an executive officer granted authority by the board of directors.
Article <u>12</u> . (Date of record for the purpose of an annual shareholder assembly) Shareholders specified or recorded in the final list of shareholders as of the end of the business year (<u>hereinafter including the list of real shareholders</u>) shall be entitled to exercise their rights at the annual shareholder assembly.	Article <u>11</u> . (Date of record for the purpose of an annual shareholder assembly) Shareholders specified or recorded in the final list of shareholders as of the end of the business year shall be entitled to exercise their rights at the annual shareholder assembly.
Article <u>13</u> . – Article <u>37</u> . (Text omitted)	Article <u>12</u> . – Article <u>36</u> . (Text omitted)
(New provision)	<p style="text-align: center;"><u>Supplementary Provision</u></p> <p><u>Article 1. The amendments to subparagraph 3, paragraph 1 of Article 8 and paragraph 2 thereof shall come into effect on July 1, 2009, and the provision of this Article shall be deleted upon such amendments coming into effect.</u></p>

No.	Name (Date of Birth)	Main Job Titles and Responsibilities	Brief Biography, Position and Principal Position Outside the Company	Share Ownership	Conflict of Interest
3	Wasuke Nakano (Sep. 29, 1948)	Representative Executive Officer, Senior Vice President, Executive Officer and Director, Hitachi High-Technologies Corporation	4/1971 Joined Nissei Sangyo Co., Ltd. (current Hitachi High-Technologies Corporation) 8/1990 General Manager of Semiconductor Equipment Department 8/1992 General Manager of Electronic Devices Manufacturing Systems Sales Division 6/1995 Director 6/1999 Vice President 6/2003 Vice President, Executive Officer 4/2007 Representative Executive Officer, Senior Vice President, Executive Officer 6/2007 Representative Executive Officer, Senior Vice President, Executive Officer, Director	Shares 15,500	None
4	Hiroshi Kanauchi (Nov. 4, 1947)	Director, Member of Audit Committee, Hitachi High-Technologies Corporation	4/1970 Joined Hitachi, Ltd. 8/1991 General Manager of General Affairs Department of Odawara Works, Hitachi, Ltd. 6/2000 Deputy General Manager of Information & Communications Group, Hitachi, Ltd. 10/2001 Director, Hitachi High-Technologies Corporation 6/2003 Vice President, Executive Officer, Hitachi High-Technologies Corporation 4/2008 Advisor, Hitachi High-Technologies Corporation 6/2008 Director, Hitachi High-Technologies Corporation	5,700	None
5	Harumichi Uchida (Apr. 7, 1947)	Attorney at Law Director, Member of Nominating Committee, Audit Committee and Compensation Committee, Hitachi High-Technologies Corporation	4/1973 Registered with Daini Tokyo Bar Association 4/1973 Joined Mori Sogo law firm (current Mori Hamada & Matsumoto law firm) 4/1983 Partner, Mori Sogo law firm 6/2005 Director, Hitachi High-Technologies Corporation	0	None
6	Kotaro Muneoka (Oct. 30, 1940)	Advisor, Hitachi, Ltd. Director, Member of Nominating Committee, Audit Committee and Compensation Committee, Hitachi High-Technologies Corporation	4/1964 Joined Hitachi, Ltd. 8/1994 General Manager of Corporate Personnel & Education Department, Hitachi, Ltd. 6/1997 Director, Hitachi, Ltd. 4/1999 Senior Vice President, Director, Hitachi, Ltd. 4/2001 Director, Hitachi, Ltd. 6/2001 Corporate Auditor, Hitachi, Ltd. 6/2003 Director, Hitachi, Ltd. 6/2005 Director, Hitachi High-Technologies Corporation	0	None

Notes:

1. Mr. Tadamichi Sakiyama executed operations at Hitachi Construction Machinery Co., Ltd., which is a subsidiary of Hitachi High-Technologies Corporation's parent company.
His position and responsibilities during his tenure were as follows.
From April 2003 to June 2003: Representative Director and Vice President (Head of SCM Reform Division)
From June 2003 to March 2005: Representative Executive Officer, Executive Vice President and Director (Head of SCM Reform Division, Head of Export Management Division)
From April 2005 to March 2006: Representative Executive Officer, Executive Vice President and Director (Head of Operational Reform Promotion Division, Head of Export Management Division)

2. Mr. Hidehito Obayashi concurrently served as an employee (member of Medical Business Management Division) of Hitachi High-Technologies Corporation's parent company Hitachi, Ltd. from October 2006 to September 2007.
3. Mr. Wasuke Nakano has concurrently been serving as an employee (member of Medical Business Management Division from April 2008 to March 2009, and member of Medical Business Operations Division from April 2009 onwards) of Hitachi High-Technologies Corporation's parent company Hitachi, Ltd. since April 2008.
4. Mr. Kotaro Muneoka concurrently served as advisor on a special assignment at Hitachi High-Technologies Corporation's parent company Hitachi, Ltd. from June 2006 to June 2007, and has been concurrently serving as advisor at Hitachi, Ltd. since June 2007.
5. Mr. Tadamichi Sakiyama, Mr. Harumichi Uchida and Mr. Kotaro Muneoka are nominees who fulfill the qualification requirements to be outside director nominees as provided for in Article 2, Paragraph 3-7 of the Enforcement Regulations of the Company Law.
6. Reason for selection as outside director nominee, independence of outside Directors and limited liability agreement with outside Directors, etc.
 - (1) Reason for selection as outside director nominee, independence of outside Directors, etc.
 - (i) Mr. Tadamichi Sakiyama was selected as an outside director nominee to introduce his rich experience in corporate management and his extensive knowledge and experience in the fields of accounting and finance into the management and the supervision of execution of operations of Hitachi High-Technologies Corporation. Mr. Tadamichi Sakiyama is a relative within the third degree of kinship to an employee of a business that has a specific relationship with Hitachi High-Technologies Corporation. The term of office of Mr. Tadamichi Sakiyama as outside Director of Hitachi High-Technologies Corporation will be one year from the close of this General Meeting of Shareholders.
 - (ii) Mr. Harumichi Uchida has no experience in being involved in corporate management other than by serving as outside director or outside auditor, but has extensive knowledge and experience as a legal expert and is therefore deemed to be capable of properly executing his duties as outside Director. Accordingly, Mr. Harumichi Uchida was selected as an outside director nominee to introduce such extensive knowledge and experience into the management and the supervision of execution of operations of Hitachi High-Technologies Corporation. Mr. Harumichi Uchida has received remuneration from a business that has a specific relationship with Hitachi High-Technologies Corporation as a fee for lawyer services in the past, and may potentially receive such remuneration in the future. Mr. Harumichi Uchida is a relative within the third degree of kinship to an employee of a business that has a specific relationship with Hitachi High-Technologies Corporation. The term of office of Mr. Harumichi Uchida as outside Director of Hitachi High-Technologies Corporation will be four years from the close of this General Meeting of Shareholders.
 - (iii) Mr. Kotaro Muneoka was selected as an outside director nominee to introduce his extensive knowledge and experience in management in general and management auditing into the management and the supervision of execution of operations of Hitachi High-Technologies Corporation. Mr. Kotaro Muneoka is a relative within the third degree of kinship to an employee of a business that has a specific relationship with Hitachi High-Technologies Corporation. The term of office of Mr. Kotaro Muneoka as outside director of Hitachi High-Technologies Corporation will be four years from the close of this General Meeting of Shareholders.
 - (2) Facts of inappropriate execution of operations at another joint-stock company over the past 5 years during nominee's tenure as Director, etc. of such company, actions taken to prevent such fact from arising and after-the-fact responses
 - 1) Hitachi Construction Machinery Co., Ltd., where Mr. Tadamichi Sakiyama served as Director, was strictly reprimanded and instructed to improve its business by the Ministry of Land, Infrastructure, Transport and Tourism (MLIT) on October 14, 2008 for modifications that were not in compliance with safety standards and failure to apply for amendments concerning its wheel-mounted hydraulic shovel, which had occurred during his tenure. While Mr. Tadamichi Sakiyama was not aware of this incident at the time the violation occurred, he had regularly expressed his opinions on the development of an internal control framework, etc. at meetings of the Board of Directors, etc.
 - 2) Hitachi, Ltd., where Mr. Kotaro Muneoka served as Director, received a surcharge payment order from the Japan Fair Trade Commission (JFTC) in September 2006, for having engaged in an act in violation of the Antimonopoly Law in bidding for construction work on ventilation facilities for Tokyo Metropolitan Expressway's Shinjuku Route ordered in 2004. While Mr. Kotaro Muneoka was not aware of this incident at the time the violation occurred, he had regularly expressed his opinions on the importance of strictly observing the law and rigorously enforcing recurrence prevention measures, etc. at meetings of the Board of Directors, the Audit Committee, etc.
 - 3) Hitachi, Ltd., where Mr. Kotaro Muneoka served as Corporate Auditor and Director, received a cease and desist order and surcharge payment order from JFTC in October 2008, and a business suspension order for some construction businesses under the Construction Business Law from the Kanto Regional Development Bureau of MLIT in March 2009, for having engaged in an act in violation of the Antimonopoly Law in bidding for Sapporo City's construction work on electric equipment for water treatment facilities invited from April 2003 to December 2005. While Mr. Kotaro Muneoka was not aware of this incident at the time the violation occurred, he had regularly expressed his opinions on the importance of strictly observing the law and rigorously enforcing recurrence prevention measures, etc. at meetings of the Board of Directors, the Audit Committee, etc.

4) The Bank of Tokyo-Mitsubishi UFJ, Ltd., where Mr. Kotaro Muneoka serves as outside corporate auditor, received a business improvement order from U.S. supervisory authorities in December 2006 for its anti-money-laundering measures in the United States, and received a business improvement order from the Financial Services Agency (FSA) in February 2007 for having performed transactions that are problematic in terms of compliance management at business establishments targeted at corporations since the days of the UFJ Bank. The Bank of Tokyo-Mitsubishi UFJ, Ltd. also received a business improvement order from the FSA in June 2007 for inadequacies in the governance system, compliance system and internal management system in its overseas operations and domestic investment trust sales operations, etc.

While Mr. Kotaro Muneoka was not aware of any of these incidents until he read the reports, he had regularly commented on the importance of strictly observing the law at meetings of the Board of Directors, the Board of Corporate Auditors, etc. After the incidents came to light, he received reports on the investigation results at meetings of the Board of Directors, and the Board of Corporate Auditors, etc., and monitored the formulation and execution of the business improvement plan.

(3) Outline of limited liability agreement

Mr. Tadamichi Sakiyama, Mr. Harumichi Uchida and Mr. Kotaro Muneoka are currently outside Directors 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. Tadamichi Sakiyama, Mr. Harumichi Uchida and Mr. Kotaro Muneoka if their reappointment is approved