

Note: This document has been translated from part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Stock Code: 3003
March 2, 2007

TO OUR SHAREHOLDERS

Shoei Co., Ltd.
2-1, Kanda-Nishikicho 1-chome,
Chiyoda-ku, Tokyo
Kenji Watanabe
Director, Representative Executive Officer and President

NOTICE OF THE 77th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Shoei Co., Ltd. cordially requests your attendance at the 77th Ordinary General Meeting of Shareholders, which will be held as detailed below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or using the Internet as detailed below. After reviewing the REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS attached hereto, please indicate your approval or disapproval of the proposals on the enclosed Exercise of Voting Rights Form, and return the Form to the Company with your selections, or access the designated Web site to exercise your voting rights via the Internet.

- 1. Date and Time:** Friday, March 23, 2007, 10 a.m.
- 2. Place:** Room 202, 2nd Floor, Gakushi Kaikan
28, Kanda-Nishikicho 3-chome, Chiyoda-ku, Tokyo

3. Objectives of the Meeting

Matters to be Reported:

1. The Business Report and the Consolidated Financial Statements for the 77th Business Term (From January 1, 2006, to December 31, 2006), as well as the Audit Reports of the Independent Auditors and the Examining Committee on the Consolidated Financial Statements
2. The Non-Consolidated Financial Statements for the 77th Business Term (From January 1, 2006, to December 31, 2006) and the Acquisition of Treasury Stock by Resolution of the Board of Directors as Authorized by the Articles of Incorporation

Matters to be Resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Seven (7) Directors

4. Other Matters related to the Exercise of Voting Rights

1. **Method of notifying amendments to the reference materials for the general meeting of shareholders and the attached documents**
Amendments will be notified via the Internet on our website (<http://www.shoei.co.jp/>).
2. **Deadline for the exercise of voting rights in writing or using the Internet**
We kindly ask that you exercise your voting rights no later than 6 p.m. on the day prior to the General Meeting of Shareholders (Thursday, March 22, 2007).
3. **Handling of duplicated voting in which voting rights are exercised both with the exercise of voting rights form and via the Internet**
In the event of duplicate voting, the voting rights exercised via the Internet will be valid.

Notes:

- You are kindly requested to present the enclosed Exercise of Voting Rights Form to the receptionist when you attend the meeting.
If attending the meeting as the proxy of a corporation, the proxy is kindly requested to prepare a power of attorney or a notice on deputy for duties and submit it together with the Exercise of Voting Rights Form to the receptionist.
- If you intend to exercise your voting rights via the Internet Web site (<http://www.it-soukai.com>), you are requested to review the “Exercise of Voting Rights via the Internet” attached hereto (Pages 7 and 8).
- The Company participates in the “Electronic Voting Platform for Institutional Investors” which is operated by ICJ Inc.

REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

In considering the diversification of real estate business as well as further development of the Company’s business, we hereby propose to modify Article 2 (Purpose) of the current Articles of Incorporation.

2. Description of the amendments

The proposed amendments are as follows:

Comparison between the Current Articles of Incorporation and the Proposed Amendments thereto

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER 1: GENERAL PROVISIONS Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses: 1. Building lots and building transaction business and other real estate related business; 2. Investment advisory business; (New establishment) (New establishment) (New establishment) <u>3.</u> Manufacture and sale of electric equipment and parts thereof; <u>4.</u> Manufacture and sale of electronic information and communication equipment and of peripheral equipment and devices, as well as parts thereof; <u>5.</u> Design, development and sale of information processing systems; <u>6.</u> Building works; <u>7.</u> Investment in domestic and overseas corporations; <u>8.</u> Steel structure works and installation of machinery and tools; <u>9.</u> Manufacture and sale of medical appliances; <u>10.</u> Holding and dealing of securities and money loans; <u>11.</u> Non-life insurance agency, insurance agency under the Automobile Liability Security Law and life insurance soliciting business; <u>12.</u> Businesses involved in the collection, transportation, treatment, disposal and recycling of domestic and industrial waste; <u>13.</u> All businesses incidental to or related to any the preceding items.</p>	<p>CHAPTER 1: GENERAL PROVISIONS Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses: 1. Building lots and building transaction business and other real estate related business; 2. Investment advisory business; <u>3. Purchase, holding and disposal of real estate trust beneficiary rights;</u> <u>4. Warehousing business;</u> <u>5. Security service based on the Security Business Service Law;</u> <u>6.</u> Manufacture and sale of electric equipment and parts thereof; <u>7.</u> Manufacture and sale of electronic information and communication equipment and of peripheral equipment and devices, as well as parts thereof; <u>8.</u> Design, development and sale of information processing systems; <u>9.</u> Building works; <u>10.</u> Investment in domestic and overseas corporations; <u>11.</u> Steel structure works and installation of machinery and tools; <u>12.</u> Manufacture and sale of medical appliances; <u>13.</u> Holding and dealing of securities and money loans; <u>14.</u> Non-life insurance agency business, insurance agency under the Automobile Liability Security Law and life insurance soliciting business; <u>15.</u> Businesses involved in the collection, transportation, treatment, disposal and recycling of domestic and industrial waste; <u>16.</u> All businesses incidental to or related to any the preceding items.</p>

Proposal 2: Election of Seven (7) Directors

The terms of office of all seven directors expire at the closing of this meeting. Accordingly, we propose to elect seven directors according to the decision taken by the Nomination Committee.

Especially for outside directors of the Company adopting the Committee System, they are supposed to play a principal role in a system of “checks and balances” toward operating divisions led by the Representative Executive Officer under separating management execution and oversight functions. Consequently, managing the Company has clear features, i.e., outside directors account for the majority of all the directors and the so-called independent directors* account for more than two-thirds (2/3) of the outside directors.

*“Independent director” refers to an outside director who meets the “Requirements for Independent Directors” prescribed in the Company’s internal rule which was established based on the “Independent Director Code” publicly announced by the Japan Association of Corporate Directors on October 13, 2005.

The nominees for directors and reasons for recommending are as follows:

Nominee No.	Name (Date of birth)	Brief personal history, position, business in charge and representative positions in other companies	Number of the Company’s shares held	Special interests in the Company
1	Masaaki Sato (July 27, 1942)	<p>April 1996 Managing Director, Fuji Bank, Limited</p> <p>May 1999 Senior Managing Director and Group General Manager of Personal Banking Group, Fuji Bank, Limited</p> <p>August 2000 Senior Managing Director, Fuji Bank, Limited</p> <p>April 2002 Deputy President, Mizuho Bank, Ltd.</p> <p>June 2003 Retired from Mizuho Bank, Ltd.</p> <p>July 2003 Senior Advisor, Nihonbashi Kogyo Co., Ltd.</p> <p>March 2004 Director, Shoei Co., Ltd.</p> <p>June 2004 Corporate Auditor, Nichirei Corporation (Present)</p> <p>March 2005 Chairman of the Board, Shoei Co., Ltd. (Present)</p>	12,083	None
2	Kenji Watanabe (January 1, 1947)	<p>May 1994 General Manager of Los Angeles Branch, Fuji Bank, Limited</p> <p>May 1996 General Manager of First Corporate Banking Division, Fuji Bank, Limited</p> <p>May 1997 General Manager of General Planning Division, Fuji Bank, Limited</p> <p>June 1997 Director, General Manager of General Planning Division, Fuji Bank, Limited</p> <p>May 1999 Managing Director, Fuji Bank, Limited</p> <p>September 2000 Resigned as director of Fuji Bank, Limited</p> <p>October 2000 Senior Advisor, Shoei Co., Ltd.</p> <p>March 2001 Representative Director, President and CEO, Shoei Co., Ltd.</p> <p>March 2005 Director, Representative Executive Officer, President and CEO, Shoei Co., Ltd. (Present)</p>	149,453	None

Nominee No.	Name (Date of birth)	Brief personal history, position, business in charge and representative positions in other companies	Number of the Company's shares held	Special interests in the Company
3	Kazuo Kojima (February 6, 1948)	<p>May 1991 Deputy Manager, Treasury & Securities Sales Division, Fuji Bank, Limited</p> <p>September 1999 Managing Executive Officer, Fuji Securities Inc. (sent on loan)</p> <p>July 2001 Retired from Fuji Bank, Limited Executive Officer, General Manager of Corporate Planning Division, Shoei Co., Ltd.</p> <p>March 2003 Managing Executive Officer, Group General Manager of Corporate Planning & Administration Group, Shoei Co., Ltd.</p> <p>March 2004 Director and Managing Executive Officer, Group General Manager of Corporate Planning & Administration Group, Shoei Co., Ltd.</p> <p>March 2005 Director, Managing Executive Officer and CFO, Shoei Co., Ltd.</p> <p>March 2006 Director, Senior Executive Officer and CFO, Shoei Co., Ltd. (Present)</p>	35,670	None
4	Ryuji Yasuda (April 28, 1946)	<p>July 1996 Asia Representative and Member, Global Business Policy Council, A.T. Kearney, Inc.</p> <p>April 2002 Professor, Graduate School of International Corporate Business Strategy, Hitotsubashi University (Present)</p> <p>May 2002 Chairman, Far-East Asia, A.T. Kearney, Inc.</p> <p>June 2003 Chairman and Representative Director, J-Will Partners Co., Ltd.</p> <p>June 2003 Director, Daiwa Securities Group Inc. (Present)</p> <p>March 2004 Director, Shoei Co., Ltd. (Present)</p> <p>June 2006 Director, The Bank of Fukuoka, Ltd. (Present)</p> <p>November 2006 Director, Vantec Group Holdings Corporation (Present)</p>	6,759	None
5	Nobuo Yoneda (September 25, 1935)	<p>March 1997 Deputy President and Representative Director, Tokyo Tatemono Co., Ltd.</p> <p>March 2001 Retired from Tokyo Tatemono Co., Ltd.</p> <p>June 2001 President and Representative Director, Tokyo Fudosan Kanri Co., Ltd.</p> <p>June 2003 Chairman, Tokyo Fudosan Kanri Co., Ltd.</p> <p>March 2005 Director, Shoei Co., Ltd. (Present)</p> <p>June 2005 Senior Advisor, Tokyo Fudosan Kanri Co., Ltd.</p>	2,740	None

Nominee No.	Name (Date of birth)	Brief personal history, position, business in charge and representative positions in other companies	Number of the Company's shares held	Special interests in the Company
6	Masahito Ishigami (September 4, 1944)	<p>June 1999 Director, General Manager, Chugoku Regional Quarters, The Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>June 2001 Managing Officer, The Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>June 2002 Standing Corporate Auditor, The Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>July 2002 Standing Corporate Auditor, Sompo Japan Insurance Inc.</p> <p>June 2003 Corporate Auditor, Sompo Japan Insurance Inc.</p> <p>March 2005 Director, Shoei Co., Ltd. (Present)</p> <p>June 2005 Senior Advisor, Sompo Japan Insurance Inc. (Present)</p>	1,390	None
7	Satoru Anzaki (March, 3, 1937)	<p>June 1995 President, Komatsu, Ltd.</p> <p>December 2001 Chairman of the Board, Komatsu, Ltd.</p> <p>June 2003 Director, Komatsu, Ltd.</p> <p>June 2005 Senior Advisor, Komatsu, Ltd. (Present)</p>	10,000	None

Nominees, Ryuji Yasuda, Nobuo Yoneda, Masahito Ishigami and Satoru Anzaki are the candidates for the outside directors.

The reasons for recommending the respective nominees are as follows:

Masaaki Sato is expected to continuously fulfill his key role in overseeing business execution.

Kenji Watanabe and Kazuo Kojima are expected to continuously fulfill their roles in determining important management issues of the Company.

Ryuji Yasuda is a specialist in management strategies and in the crossover field of finance and real estate businesses, and therefore is qualified as an outside director of the Company. He also satisfies the aforementioned "Requirements for Independent Directors."

Nobuo Yoneda is a specialist in real estate business and is qualified as an outside director with his abundant CEO experience. He also satisfies the aforementioned "Requirements for Independent Directors."

Masahito Ishigami is a former Standing Corporate Auditor of Sompo Japan Insurance Inc., which is a shareholder of the Company. His expertise is essential for the functions of the Examining Committee, and he is qualified as an outside director. He also satisfies the aforementioned "Requirements for Independent Directors."

Satoru Anzaki is the former President of Komatsu, Ltd. and his wealth of managerial experience will enable him to supervise decision-making on serious management issues of the Company and execution of the operations. It also makes him well qualified to serve as outside director. Furthermore, he satisfies the aforementioned "Requirements for Independent Directors."

Exercise of Voting Rights via the Internet

1. You can exercise your voting rights either by the conventional means or via the Internet.

- (a) You attend the meeting in person, or
- (b) You send the enclosed Exercise of Voting Rights Form to the Company by mail.
- (c) You can exercise your voting rights via the Internet.

If you exercise your voting rights using any one of the above three methods, you need not additionally exercise your voting rights with any of the other two. For example, if you choose to adopt method (c), you are not required to send the Exercise of Voting Rights Form by mail.

2. Cautions regarding the exercise of voting rights via the Internet

Please carefully read and understand the following matters before you exercise your voting rights via the Internet.

- 1) Your exercise of voting rights is only available by accessing the designated Web sites (refer to the URLs below). Take note that you cannot vote via the Internet on a mobile phone. You need the “Exercise of Voting Rights Code” and the “Password” printed on the enclosed Exercise of Voting Rights Form.
- 2) The “Exercise of Voting Rights Code” and the “Password” that are sent for your use are effective only for the 77th Ordinary General Meeting of Shareholders. The Company will issue and give you another code and password for the next meeting.
- 3) If you have exercised your voting rights both by sending the Exercise of Voting Rights Form and via the Internet, only the exercise of voting rights via the Internet shall be deemed effective.
- 4) If you have exercised your voting rights several times via the Internet, only the final exercise shall be deemed as your effective exercise of voting rights.
- 5) Various expenses regarding the Internet (e.g., fee for connection with the provider, communication charge) shall be borne by the shareholders who exercise their voting rights via the Internet.

3. Procedure for the exercise of voting rights via the Internet

- 1) Please access a dedicated URL (either <http://www.it-soukai.com> or <https://daiko.mizuho-tb.co.jp>). However, you cannot access these URLs from 3 a.m. to 5 a.m. even during the exercise period.
- 2) Input first your “Exercise of Voting Rights Code” and “Password,” then click on the “Log In” button. The “Exercise of Voting Rights Code” and the “Password” are printed at the upper right on the enclosed Exercise of Voting Rights Form.
- 3) Enter your vote of approval or disapproval by following the instructions on the screen.
- 4) Exercise of Voting Rights are acceptable until 6 p.m. on Thursday, March 22, 2007.

4. PC environment for use

Personal computer (OS)	Windows® models and Macintosh models. (Mobile phones, PDAs and game machines are not available.)
Browser software	Microsoft® Internet Explorer 5.5 or later and Netscape Communicator 4.7 or later
Internet viewable environment	An Internet-compliant environment allows you to use the Internet service under agreement with a provider.
Screen resolution	1024 × 768 or higher pixels are recommended.

Microsoft Windows is a registered trademark or brand of Microsoft Corporation, a U.S. corporation in the U.S. and other countries.
Macintosh is a registered trademark of Apple Computer, Inc., a U.S. corporation.
Netscape Communicator is a trademark of Netscape Communications Corp., a U.S. corporation and in some countries it is possible to be registered.

5. Security

To prevent unauthorized access by anyone other than the Company's shareholders and/or falsification of the details in the exercise of voting rights, our Internet-based voting service adopts an encryption technology (SSL 128 bit) for telecommunications security. You are requested to carefully handle the "Exercise of Voting Rights Code" and the "Password," both of which are critical to authenticate your identity. Please secure them at all times. Please also understand that we will never contact shareholders to make an inquiry about the Password.

For Your Inquiries (Japanese only)

1) For all inquiries pertaining to the operation of a personal computer, etc. for the exercise of voting rights via the Internet, please contact:

Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department **INTERNET HELPLINE**

Tel.: 0120-768-524 (toll free)

(Business hours: 9 a.m. to 9 p.m. excluding weekends and holidays)

2) For all other inquiries such as change of address, etc., please contact:

Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department

Tel.: 0120-288-324 (toll free)

(Business hours: 9 a.m. to 5 p.m. excluding weekends and holidays)