

March 12, 2003

To Those Shareholders with Voting Rights

Takaichi Mabuchi
President
MABUCHI MOTOR CO., LTD.
430 Matsuhidai, Matsudo-shi, Chiba-ken, Japan

NOTICE OF THE 62ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby inform you of the 62nd Ordinary General Meeting of Shareholders to be held as follows:

If you are unable to attend the Meeting, please read the attached REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS and return the Exercise Voting Rights Form with your selections and registered seal.

1. Date: 10 a.m., Friday, March 28, 2003

2. Place: Mabuchi Conference Room
MABUCHI MOTOR CO., LTD.
176 Matsuhidai, Matsudo-shi, Chiba-ken

3. Agenda:

Matters to be reported:

Balance Sheet as of December 31, 2002, and the Business Report and Statement of Income for the 62nd Fiscal Term (from January 1, 2002, to December 31, 2002)

Matters to be resolved:

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 62nd Fiscal Term

Proposal No. 2: Acquisition of the Company's Own Shares

Proposal No. 3: Proposed Partial Amendments to the Articles of Incorporation

Proposal No. 4: Election of Eight (8) Directors

Proposal No. 5: Payment of Retirement Benefits to a Retiring Director

(The details of Proposals are provided in the "REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS" below.)

For those attending, please present the enclosed Exercise Voting Rights Form at the reception desk on arrival at the Meeting.

Note: This document has been translated from 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.

REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS

1. Total number of voting rights held by all shareholders: 449,992

2. Proposals and references:

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 62nd Fiscal Term

Our policy on the appropriation of retained earnings is to secure internal reserves for sound business development, maintaining healthy financial strength, and to make stable dividends to our shareholders based on the performance for the year under review.

Based on the above policy, the Company intends to continuously disburse an ordinary dividend of ¥50 per share and add a special dividend at a certain rate of consolidated net income for the year. Therefore, we hereby propose that the year-end ordinary dividend be ¥25 per share plus a special dividend of ¥10, for a total of ¥35 per share.

Accordingly, the total annual dividend, including the interim dividend of ¥35 per share (an ordinary dividend of ¥25 plus a special dividend of ¥10) disbursed in September 2002, would be ¥70 per share consisting of an ordinary dividend of ¥50 and a special dividend of ¥20. As a result, the payout ratio for the year would be 26.2%, the return on equity (ROE) 6.7% and the ratio of dividends to shareholders' equity 1.8%.

The Board of Directors aims to appropriate the internal reserves to R&D and capital investment for future development, as well as to reinforce the financial capabilities of existing businesses, all of which are necessary to enhance our corporate value.

Proposed Appropriation of Unappropriated Retained Earnings

(Yen)

Unappropriated Retained Earnings as of the end of the year		12,918,203,518
Reversal of Voluntary Reserve		
Reversal of Reserve for the Reduction of Fixed Assets	6,787,085	6,787,085
Total		12,924,990,603
To be appropriated as follows:		
Cash Dividends [¥35 per share (ordinary dividend of ¥25 and special dividend of ¥10)]	1,577,337,475	
Bonuses to Directors and Statutory Auditors (Including bonuses to Statutory Auditors)	149,360,000 (10,000,000)	
Voluntary Reserve General Reserve	9,000,000,000	10,726,697,475
Unappropriated Retained Earnings carried forward to the next year		2,198,293,128

Notes:

- Interim dividends aggregating ¥ 1,577,580,620 (¥35 per share) were paid on September 24, 2002.
- The Reversal of Reserve for the Reduction of Fixed Assets is stated in accordance with the provisions of the Special Taxation Measures Law.

Proposal No. 2: Acquisition of the Company's Own Shares

In conformance with the provision of Article 210 of the Commercial Code, we hereby propose that the Board of Directors be entitled by a resolution to repurchase, as required, the Company's own stock of not more than two (2) million common shares within a limit of total acquisition cost of ¥25 billion during the period from the conclusion of this 62nd Ordinary General Meeting of Shareholders until the conclusion of the next ordinary general meeting of shareholders, for the purpose of allowing management to have increased flexibility in its decision-making in response to changes in the operating environment.

Proposal No. 3: Proposed Partial Amendments to the Articles of Incorporation

1. Summary of the proposal and reasons for the amendments

(1) We hereby propose that Article 36 (Payment of Dividends for Shares Issued by Conversion of Convertible Bonds) in the current Articles of Incorporation be deleted, and that necessary amendments be made with regard to Article 10 (Record Date), Article 14 (Exercise of Voting Rights by Proxy), Article 15 (Minutes), Article 34 (Dividends) and Article 35 (Interim Dividends) as a result of the creation of a new system of stock options as an incentive and the authorized electronic recording of company-related documents in accordance with the provisions of the "Law Regarding Partial Revision of the Commercial Code, etc. and Other" (2001 Law No. 128) implemented on April 1, 2002.

(2) We hereby propose that Article 27 (Term of Office of Statutory Auditors) be modified as a result of the prolonged term of office of Statutory Auditors in accordance with the provisions of the "Law for Partial Revision to the Law Concerning Special Measures under the Commercial Code with Respect to Audit, etc. of Corporations" (2001 Law No. 149) implemented on May 1, 2002.

The term of office of the current Statutory Auditors who assumed the post before the conclusion of this Meeting shall remain unchanged, as stipulated by the current Article 27.

(3) We hereby propose that necessary amendments be made with regard to Article 8 (Share Handling Regulations) and Article 9 (Transfer Agent) as a result of the creation of a share certificate invalidation system, and that Article 13 (Manner of Adopting Resolutions) be modified as a result of authorized alleviation of the quorum requirement for a special resolution at a general meeting of shareholders with a provision in the Articles of Incorporation, in accordance with the "Law Regarding Partial Revision of the Commercial Code, etc. and Other" (2002 Law No. 44) to be implemented on April 1, 2003.

We also propose that a supplementary provision be newly established to declare that the above changes shall become effective upon implementation of the said Law and that the supplementary provision shall be deleted when the new provisions take effect.

(4) In line with the above changes to several provisions, the numbers of the relevant Articles and Items shall be altered and the related wording adjusted appropriately.

2. Details of the proposed amendments

The details of the proposed amendments are as follows:

(Amendments shown by underlines.)

Existing Articles	Proposed Amendments
<p>Article 8 (Share Handling Regulations)</p> <p>All procedures relating to the handling of shares of the Company, including transfer of shares, registration of pledges and declaration of trust assets on shares, issuance of share certificates, purchase of shares of less-than-unit (<i>tangen</i>) shares, fees therefor, and other matters relating to shares shall be governed by the Share Handling Regulations prescribed by the Board of Directors.</p>	<p>Article 8 (Share Handling Regulations)</p> <p>All procedures relating to the handling of shares of the Company, including transfer of shares, registration of pledges and declaration of trust assets on shares, issuance of share certificates, purchase of shares of less-than-unit (<i>tangen</i>) shares, <u>registration of lost share certificates</u>, fees therefor, and other matters relating to shares shall be governed by the Share Handling Regulations prescribed by the Board of Directors.</p>
<p>Article 9 (Transfer Agent)</p> <p>1. The Company shall have a transfer agent for matters relating to shares.</p> <p>2. The transfer agent and its place of business shall be designated by a resolution of the Board of Directors and publicly announced.</p> <p>3. The register of shareholders and the register of beneficial shareholders (hereinafter referred to as “register of shareholders, etc.”) of the Company shall be kept at the place of business of the transfer agent, and transfer of shares, registration of pledges and declaration of trust assets on shares, issuance of share certificates, purchase of shares of less-than-unit (<i>tangen</i>) shares, fees therefor, and other matters relating to shares shall be handled by the transfer agent and not by the Company.</p>	<p>Article 9 (Transfer Agent)</p> <p>1. (The same as the existing one.)</p> <p>2. (The same as the existing one.)</p> <p>3. The register of shareholders and the register of beneficial shareholders (hereinafter referred to as “register of shareholders, etc.”), <u>as well as the register of lost share certificates</u>, of the Company shall be kept at the place of business of the transfer agent, and transfer of shares, registration of pledges and declaration of trust assets on shares, issuance of share certificates, purchase of shares of less-than-unit (<i>tangen</i>) shares, <u>registration of lost share certificates</u>, fees therefor, and other matters relating to shares shall be handled by the transfer agent and not by the Company.</p>

<p>Article 10 (Record Date)</p> <p>1. The Company shall deem any shareholder (including beneficial shareholder, hereinafter the same) whose name is appearing in the register of shareholders, etc. at the end of each fiscal year to be a shareholder entitled to exercise the rights of a shareholder at the Ordinary General Meeting of Shareholders pertaining to the aforementioned fiscal year.</p> <p>2. If it is deemed necessary, in addition to the preceding paragraph, the Company may, by giving prior public notice pursuant to a resolution of the Board of Directors, deem any shareholder or pledgee last appearing in the register of shareholders, etc. as of a certain date to be a person entitled to exercise the rights of a shareholder or a pledgee.</p>	<p>Article 10 (Record Date)</p> <p>1. The Company shall deem any shareholder (including beneficial shareholder, hereinafter the same) whose name is appearing <u>or recorded</u> in the register of shareholders, etc. at the end of each fiscal year to be a shareholder entitled to exercise the rights of a shareholder at the Ordinary General Meeting of Shareholders pertaining to the aforementioned fiscal year.</p> <p>2. If it is deemed necessary, in addition to the preceding paragraph, the Company may, by giving prior public notice pursuant to a resolution of the Board of Directors, deem any shareholder or pledgee last appearing <u>or recorded</u> in the register of shareholders, etc. as of a certain date to be a person entitled to exercise the rights of a shareholder or a pledgee.</p>
<p>Article 13 (Manner of Adopting Resolutions)</p> <p>Resolutions of a general meeting of shareholders shall be adopted by a majority vote of shareholders present at such meeting unless otherwise provided for in laws, regulations or these Articles of Incorporation.</p> <p>(New establishment)</p>	<p>Article 13 (Manner of Adopting Resolutions)</p> <p>1. (The same as the existing one.)</p> <p>2. <u>A resolution to be adopted under the provision of Article 343 of the Commercial Code at a general meeting of shareholders shall be made by a two-third (2/3) majority vote of shareholders present at the meeting holding one-third (1/3) or more of the voting rights granted to all shareholders.</u></p>
<p>Article 14 (Exercise of Voting Right by Proxy)</p> <p>A shareholder may exercise his/her voting right by authorizing any one of other shareholders with voting rights of the Company entitled to vote to be his/her proxy.</p> <p>Provided that the proxy within the meaning of the preceding paragraph shall have to present to the Company a document of proxy for each general meeting</p>	<p>Article 14 (Exercise of Voting Right by Proxy)</p> <p>A shareholder may exercise his/her voting right by authorizing any one of other shareholders with voting rights of the Company entitled to vote to be his/her proxy.</p> <p>Provided that <u>such shareholder or his/her proxy</u> within the meaning of the preceding paragraph shall have to present to the Company a document of proxy for each</p>

of shareholders.	general meeting of shareholders.
<p>Article 15 (Minutes)</p> <p>1. The substance of the proceedings and the results of the General Meeting of Shareholders shall be written in minutes, which shall be signed and have seals affixed by the Chairman and the Directors present.</p> <p>2. The originals of the minutes of the General Meeting of Shareholders shall be kept for ten (10) years at the head office, and the copies thereof for five (5) years at each branch after the day of resolution.</p>	<p>Article 15 (Minutes)</p> <p>1. The substance of the proceedings and the results of the General Meeting of Shareholders shall be written in minutes, which shall be signed and have seals affixed <u>or electronically signed</u> by the Chairman and the Directors present.</p> <p>2. (The same as the existing one.)</p>
<p>Article 27 (Term of Office of Statutory Auditors)</p> <p>1. The term of office of Statutory Auditors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within <u>three (3)</u> years following their assumption of office.</p> <p>2. The term of office of a Statutory Auditor elected to fill a vacancy of a predecessor who has retired prior to the expiration of his term of office shall expire at such time as the term of office of the predecessor would otherwise expire.</p>	<p>Article 27 (Term of Office of Statutory Auditors)</p> <p>1. The term of office of Statutory Auditors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within <u>four (4)</u> years following their assumption of office.</p> <p>2. (The same as the existing one.)</p>
<p>Article 34 (Dividends)</p> <p>Dividends shall be paid to shareholders or pledgees last appearing in the register of shareholders, etc. as of the close of accounts in each fiscal year.</p>	<p>Article 34 (Dividends)</p> <p>Dividends shall be paid to shareholders or pledgees last appearing <u>or recorded</u> in the register of shareholders, etc. as of the close of accounts in each fiscal year.</p>
<p>Article 35 (Interim Dividends)</p> <p>The Company may, by a resolution of the Board of Directors, make cash payments stipulated by Article 293-5 of the Commercial Code to the shareholders or pledgees last appearing in the register of shareholders, etc. as of June 30 each year.</p>	<p>Article 35 (Interim Dividends)</p> <p>The Company may, by a resolution of the Board of Directors, make cash payments stipulated by Article 293-5 of the Commercial Code to the shareholders or pledgees last appearing <u>or recorded</u> in the register of shareholders, etc. as of June 30 each year.</p>

<p><u>Article 36 (Payment of Dividends for Shares Issued by Conversion of Convertible Bonds)</u></p> <p><u>With regard to the initial dividends or interim dividends on the shares issued upon conversion of convertible bonds, such conversion shall be deemed to have been made on January 1 when the request for conversion is made during the period from January 1 to June 30, and on July 1 when the request for conversion is made during the period from July 1 to December 31, and payment thereof shall be made accordingly.</u></p>	(To be deleted.)
<p>Article <u>37</u> (Prescription Period of Dividends, etc.) (The related provision omitted.)</p>	<p>Article <u>36</u> (Prescription Period of Dividends, etc.) (The same as the existing one.)</p>
(New establishment)	<p><u>Supplementary Provision (Effective Date)</u></p> <p><u>The amendments of Articles 8, 9 and 13 shall apply and become effective on April 1, 2003.</u></p> <p><u>This supplementary provision shall be deleted when the above new provisions take effect.</u></p>

Proposal No. 4: Election of Eight (8) Directors

The term of office of all eight (8) current directors expires at the conclusion of this 62nd Ordinary General Meeting of Shareholders. Accordingly, we hereby propose the election of eight (8) directors.

The nominees for the new directors are as follows:

No.	Name (Date of birth)	Brief personal history and representative positions in other companies		Number of the Company's shares held
1	Takaichi Mabuchi (September 13, 1932)	January 1954	Executive Managing Director at the foundation of TOKYO SCIENCE INDUSTRIAL CO., LTD., predecessor of MABUCHI MOTOR CO., LTD.	4,200,471
		August 1958	Executive Managing Director at the foundation of MABUCHI MOTOR CO., LTD.	
		March 1984	Executive Vice President and Representative Director, MABUCHI MOTOR CO., LTD.	
		March 1985	President and Representative Director, MABUCHI MOTOR CO., LTD. (Current position)	

2	Shinji Kamei (July 28, 1945)	March 1964 November 1988 October 1992 April 1993 March 1997 April 2000 March 2001	Joined MABUCHI MOTOR CO., LTD. Manager, Computer System Section, Administrative Department Manager, Corporate Planning Section, Corporate Planning Department Deputy Division Manager, New Mabuchi 21 Steering Headquarters; and General Manager, Corporate Planning Department Director and General Manager, Corporate Planning Department, MABUCHI MOTOR CO., LTD. Managing Director in control of administration, MABUCHI MOTOR CO., LTD. Executive Managing Director and Representative Director, MABUCHI MOTOR CO., LTD. (Current position)	3,233
		(Representative positions in other companies) Chairman of the Board, MABUCHI MOTOR VIETNAM LTD.		
3	Nobuyo Habuchi (October 10, 1942)	February 1971 March 1972 July 1985 March 1986 March 1999 April 2001	Joined MABUCHI MOTOR CO., LTD. Manager, Purchasing Section, MABUCHI INDUSTRY CO., LTD. Manager, Purchasing Section, Purchasing Department, MABUCHI MOTOR CO., LTD. Director and General Manager, MABUCHI INDUSTRY CO., LTD. Director, MABUCHI MOTOR CO., LTD. (Current position) Chairman of the Board, MABUCHI INDUSTRY CO., LTD. (Current position)	1,001
		(Representative positions in other companies) Chairman of the Board, MABUCHI INDUSTRY CO., LTD. Chairman of the Board, DONGGUAN MABUCHI MOTOR EQUIPMENT CO., LTD.		
4	Sun Zuei Che (October 1, 1933)	March 1969 March 1971 March 1975 May 1991 March 1993 May 1993	Joined MABUCHI TAIWAN CO., LTD. as Assistant General Manager General Manager General Manager, MABUCHI TAIWAN CO., LTD. Director and General Manager, MABUCHI TAIWAN CO., LTD. Vice Chairman of the Board and General Manager, MABUCHI TAIWAN CO., LTD. Director, MABUCHI MOTOR CO., LTD. (Current position) Chairman of the Board and General Manager, MABUCHI TAIWAN CO., LTD. (Current position)	4,000
		(Representative positions in other companies) Chairman of the Board, MABUCHI TAIWAN CO., LTD. Chairman of the Board, MABUCHI MOTOR TAIWAN LTD. President, MABUCHI MOTOR (MALAYSIA) SDN. BHD. Chairman of the Board, MABUCHI MOTOR (JIANGSU) CO., LTD.		

5	Seiya Nakanishi (August 4, 1941)	May 1964 January 1984 October 1992 September 2000 March 2001	Joined MABUCHI SHOJI CO., LTD. Manager, Domestic Section 1, Domestic Sales Department, MABUCHI MOTOR CO., LTD. General Manager in control of domestic sales, Sales Department General Manager, Operations Control Department Director and General Manager, Operations Control Department, MABUCHI MOTOR CO., LTD. (Current position)	1,315
6	Yasuo Uehara (October 6, 1941)	November 1964 January 1977 November 1993 September 2000 March 2001	Joined MABUCHI SHOJI CO., LTD. Executive Vice President, MABUCHI MOTOR AMERICA CORP. General Manager in control of overseas sales, Sales Department, MABUCHI MOTOR CO., LTD. General Manager, Sales Department, MABUCHI MOTOR CO., LTD. Director and General Manager, Sales Department, MABUCHI MOTOR CO., LTD. (Current position)	3,051
			(Representative positions in other companies) President, MABUCHI MOTOR AMERICA CORP. President, MABUCHI MOTOR (EUROPE) GmbH President, MABUCHI MOTOR (SINGAPORE) PTE.LTD. Chairman of the Board, MABUCHI MOTOR (SHANGHAI) CO., LTD.	
7	Shunroku Nishimura (May 2, 1945)	September 1997 September 2000 March 2001	Joined MABUCHI MOTOR CO., LTD. as Assistant General Manager, Accounting and Finance Department General Manager, Accounting and Finance Department Director and General Manager, Accounting and Finance Department, MABUCHI MOTOR CO., LTD. (Current position)	-
8	Yoshinori Sugimoto (September 23, 1943)	January 1999 July 1999	Joined MABUCHI MOTOR CO., LTD. as Assistant General Manager, Research and Development Division General Manager, Research and Development Division, MABUCHI MOTOR CO., LTD. (Current position)	100

Notes:

1. Special interests between the above nominees and the Company

Sun Zuei Che is a shareholder of MABUCHI TAIWAN CO., LTD. (“TWM”) The Company has business relations with TWM and corporations in which TWM invests.

There is no special interest between other of the above nominees and the Company.

2. In the brief personal history above for the nominees, MABUCHI SHOJI CO., LTD. was absorbed by the Company in December 1972, and other companies mentioned in the list are subsidiaries of the Company.

Proposal No. 5: Payment of Retirement Benefits to a Retiring Director

We hereby propose that retirement allowances be presented to Shoji Nishimura (Director), who is retiring from his office at the conclusion of this Meeting, in commendation for his faithful and outstanding services to the Company, within due amounts calculated in accordance with the Company’s relevant standards.

We also propose that the amounts, timing and method of payment of such allowances to the retiring Director be left to the discretion of the Board of Directors.

The following table gives a brief personal history of the retiring Director:

Name	Brief personal history
Shoji Nishimura	March 1985 Director of the Company; Division Manager, Engineering, Research and Development Division
	March 1989 Managing Director of the Company; Division Manager, Engineering, Research and Development Division
	August 1993 Managing Director of the Company; General Manager, MABUCHI MOTOR DALIAN LTD.
	April 2001 Managing Director of the Company; Chairman of the Board, MABUCHI MOTOR DALIAN LTD. to present

<REFERENCE>

Consolidated Balance Sheet

As of December 31, 2002

(Millions of Yen)

Item	Amount	Item	Amount
(Assets)	(244,987)	(Liabilities)	(19,099)
Current Assets	131,065	Current Liabilities	11,461
Cash and cash equivalents	78,665	Trade notes and accounts payable	2,647
Trade notes and accounts receivable	13,811	Accrued income taxes	4,176
Marketable securities	18,443	Other current liabilities	4,637
Inventories	17,602		
Deferred income taxes—current	1,526	Long-Term Liabilities	7,637
Other current assets	1,016	Deferred income taxes—long term	5,399
Fixed Assets	113,922	Allowance for severance and pension benefits	1,755
Plant and Equipment	35,270	Other long-term liabilities	482
Buildings and structures	14,084	(Minority Interests)	(1,573)
Machinery, equipment and transportation equipment	11,211		
Other fixed assets	9,974	(Shareholders' Equity)	(224,315)
Intangible Fixed Assets	225	Common stock	20,704
Investments and Other Assets	78,426	Additional paid-in capital	20,419
Investment securities	75,049	Retained earnings	204,805
Long-term loans receivable	709	Unrealized losses on investments	-769
Deferred income taxes—long term	135	Foreign currency translation adjustments	3,055
Other investments and other assets	2,532	Treasury stock	-23,900
Total Assets	244,987	Total Liabilities, Minority Interests and Shareholders' Equity	244,987

Consolidated Statement of Income
(January 1, 2002–December 31, 2002)

(Millions of Yen)

Item	Amount
Net Sales	116,356
Cost of Sales	69,735
Selling, General and Administrative Expenses	17,498
Operating Income	29,122
Nonoperating Income	3,238
Nonoperating Expenses	2,072
Ordinary Profit	30,288
Extraordinary Profit	129
Extraordinary Losses	2,448
Income before Income Taxes and Minority Interests	27,968
Income Taxes—Current	8,757
Income Taxes—Deferred	1,113
Minority Interests	72
Net Income	18,025