

March 14, 2005

To Those Shareholders with Voting Rights

Shinji Kamei
President
MABUCHI MOTOR CO., LTD.
430 Matsuhidai, Matsudo-shi, Chiba-ken, Japan

NOTICE OF THE 64TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby inform you of the 64th 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., Wednesday, March 30, 2005

2. Place: Large Conference Hall at Head Office
MABUCHI MOTOR CO., LTD.
430 Matsuhidai, Matsudo-shi, Chiba-ken (*The place for the meeting is different from the previous place in last year. Please carefully refer to the guide map attached at the end.*)

3. Agenda:

Matters to be reported:

1. The Balance Sheet as of December 31, 2004, the Business Report and the Statement of Income for the 64th Fiscal Term (from January 1, 2004 to December 31, 2004), as well as Purchase of the Company's own shares Pursuant to a Resolution by the Board of Directors Authorized by the Relevant Provision in the Articles of Incorporation
2. The Consolidated Balance Sheets as of December 31, 2004 and the Consolidated Statements of Income for the 64th Fiscal Term (from January 1, 2004 to December 31, 2004), as well as Audit Reports of the Independent Certified Public Accountants and the Board of Statutory Auditors for the Consolidated Financial Statements

Matters to be resolved:

- Proposal No. 1:** Approval of the Proposed Appropriation of Retained Earnings for the 64th Fiscal Term
Proposal No. 2: Election of Eight (8) Directors

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: 405,019

2. Proposals and references:

Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings for the 64th 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 annually and add a special dividend at 20% (to be converted as a per-share figure) 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 ¥26, for a total of ¥51 per share.

Accordingly, the total annual dividend, including the interim dividend of ¥64 per share (an ordinary dividend of ¥25 plus a special dividend of ¥39) disbursed in September 2004, would be ¥115 per share consisting of an ordinary dividend of ¥50 and a special dividend of ¥65. As a result, the payout ratio for the year would be 37.3% and the return on equity (ROE) and the ratio of dividends to shareholders' equity would be 8% and 3.0% respectively.

The Board of Directors intends 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 at the end of the year		14,746,602,500
Reversal of Voluntary Reserve		
Reversal of Reserve for the Reduction of Fixed Assets	6,173,814	6,173,814
Total		14,752,776,314
To be appropriated as follows:		
Cash Dividends	2,068,759,410	
[¥51 per share (consisting of an ordinary dividend of ¥25 and a special dividend of ¥26)]		
Bonuses to Directors and Statutory Auditors	68,000,000	
(Including bonuses to Statutory Auditors)	(7,000,000)	
Voluntary Reserve		
General Reserve	8,500,000,000	10,636,759,410
Unappropriated Retained Earnings carried forward to the next year		4,116,016,904

Notes:

- Interim dividends aggregating ¥2,596,176,128 (¥64 per share) were paid on September 24, 2004.
- 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: Election of Eight (8) Directors

The term of office of all the eight (8) current Directors expires at the conclusion of this 64th Ordinary General Meeting of Shareholders. Accordingly, we hereby propose the election of eight (8) Directors.

The nominees for the 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.	4,000,471
		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.	
		March 2003	Chairman and Representative Director, MABUCHI MOTOR CO., LTD. (Current position)	
2	Shinji Kamei (July 28, 1945)	March 1964	Joined MABUCHI MOTOR CO., LTD.	3,233
		November 1988	Manager, Computer System Section, Administrative Department	
		October 1992	Manager, Corporate Planning Section, Corporate Planning Department	
		April 1993	Deputy Division Manager, Business Reform Innovation Headquarters; and General Manager, Corporate Planning Department	
		March 1997	Director and General Manager, Corporate Planning Department, MABUCHI MOTOR CO., LTD.	
		April 2000	Managing Director in control of administration, MABUCHI MOTOR CO., LTD.	
		March 2001	Executive Managing Director and Representative Director, MABUCHI MOTOR CO., LTD.	
		March 2003	President and Representative Director, MABUCHI MOTOR CO., LTD. (Current position)	
3	Nobuyo Habuchi (October 10, 1942)	February 1971	Joined MABUCHI MOTOR CO., LTD.	1,001
		March 1972	Manager, Purchasing Section, MABUCHI INDUSTRY CO., LTD.	
		July 1985	Manager, Purchasing Section, Purchasing Department, MABUCHI MOTOR CO., LTD.	
		March 1986	Director and General Manager, MABUCHI INDUSTRY CO., LTD.	
		March 1999	Director, MABUCHI MOTOR CO., LTD.	
		April 2001	Chairman of the Board, MABUCHI INDUSTRY CO., LTD. (Current position)	
		March 2003	Managing Director, MABUCHI MOTOR CO., LTD. (Current position)	

		(Representative positions in other companies) Chairman of the Board, MABUCHI INDUSTRY CO., LTD. Chairman of the Board, DONGGUAN MABUCHI MOTOR EQUIPMENT CO., LTD. Chairman of the Board, MABUCHI MOTOR DALIAN LTD. Chairman of the Board, MABUCHI PRECISION INDUSTRIES HONG KONG LTD. Chairman of the Board, MABUCHI MOTOR WAFANGDIAN LTD. Chairman of the Board, MABUCHI MOTOR VIETNAM 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, 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, MABUCHI MOTOR CO., LTD. General Manager, Operations Control Department, MABUCHI MOTOR CO., LTD. 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 March 2003	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. Director and General Manager, Sales Headquarters, 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 Department General Manager, Accounting Department Director and General Manager, Accounting Department, MABUCHI MOTOR CO., LTD. (Current position)	1,000
8	Yoshinori Sugimoto (September 23, 1943)	January 1999 July 1999 March 2003	Joined MABUCHI MOTOR CO., LTD. as Assistant General Manager, Research and Development Department General Manager, Research and Development Department, MABUCHI MOTOR CO., LTD. Director and General Manager, Research and Development Headquarters, MABUCHI MOTOR CO., LTD. (Current position)	500

Notes:

1. Each nominee has no special interest with the Company.
2. In the “Brief personal history” above, MABUCHI SHOJI CO., LTD. was merged with the Company in December 1972, and all other companies are the Company’s subsidiaries.

<REFERENCE>

Consolidated Balance Sheets

(As of December 31, 2004)

(Millions of Yen)

Item	Amount	Item	Amount
(Assets)	(216,489)	(Liabilities)	(14,945)
Current Assets	99,713	Current Liabilities	11,021
Cash and cash equivalents	56,390	Trade notes and accounts payable	3,094
Trade notes and accounts receivable	13,235	Accrued income taxes	2,562
Marketable securities	10,772	Accrued bonus	396
Inventories	16,430	Other current liabilities	4,968
Deferred income taxes—current	1,593		
Other current assets	1,557		
Allowance for doubtful receivables	-267	Long-Term Liabilities	3,924
Fixed Assets	116,775	Deferred income taxes—long term	3,017
Property, Plant and Equipment	39,705	Allowance for severance and pension benefits	379
Buildings and structures	19,043	Reserve for directors' retirement allowances	446
Machinery, equipment and transportation equipment	10,426	Other long-term liabilities	81
Tools, furniture and fixtures	2,389		
Land	6,173	(Shareholders' Equity)	(201,543)
Construction in progress	1,673	Common stock	20,704
Intangible Fixed Assets	528	Additional paid-in capital	20,419
Investments and Other Assets	76,541	Retained earnings	224,816
Investment securities	74,130	Net unrealized gains on available-for-sale securities	611
Long-term loans receivable	338	Foreign currency translation adjustments	-6,863
Deferred income taxes—long term	157	Treasury stock	-58,145
Other investments and other assets	1,916		
Allowance for doubtful receivables	-1		
Total Assets	216,489	Total Liabilities and Shareholders' Equity	216,489

Note: The stated amounts less than one million yen are truncated.

Consolidated Statements of Income

(From January 1, 2004 to December 31, 2004)

(Millions of Yen)

Item	Amount	
Operating Revenue		
Net sales		99,347
Operating Expenses		
Cost of sales		63,329
Gross profit on sales		36,018
Selling, general and administrative expenses		18,705
Operating Income		17,312
Non-operating Income		
Interest income	1,563	
Dividend income	172	
Exchange gains on foreign currency transactions	414	
Other non-operating income	818	2,968
Non-operating Expenses		
Stock related expenses	86	
Loss on inventories abandoned	110	
Depreciation expense of idle assets	56	
Other non-operating expenses	230	483
Ordinary Profit		19,797
Special Gains		
Gain on retirement of fixed assets	129	
Gain on redemption	400	
Other extraordinary gains	1	531
Special Losses		
Loss on retirement of fixed assets	203	
Contingent retirement allowance	448	651
Income before Income Taxes and Minority Interests		19,676
Income taxes—Current		6,889
Income taxes—Deferred		-585
Minority interests		93
Net Income		13,279

Note: The stated amounts less than one million yen are truncated.

Consolidated Statements of Surplus

(From January 1, 2004 to December 31, 2004)

(Millions of Yen)

Item	Amount	
(Additional paid-in capital)		
Balance at beginning of year		20,419
Balance at end of year		20,419
(Retained earnings)		
Balance at beginning of year		216,890
Increase in retained earnings		
Net income	13,279	13,279
Decrease in retained earnings		
Cash dividends paid	5,225	
Bonuses to directors and statutory auditors (Including bonuses to statutory auditors)	127 (10)	5,353
Balance at end of year		224,816

Consolidated Statements of Cash Flows

(From January 1, 2004 to December 31, 2004)

(Millions of Yen)

Item	Amount
Cash flows from operating activities:	
Income before income taxes and minority interests	19,676
Depreciation and amortization	5,241
Decrease in allowance for severance and pension benefits	-532
Interest and dividend income	-1,736
Exchange losses on foreign currency transactions	387
Loss on retirement and sales of property, plant and equipment	73
Decrease in receivables—trade	801
Increase in inventories	-1,968
Increase in payables—trade	217
Other, net	-216
Subtotal	21,945
Interest and dividends received	1,737
Interest paid	-0
Income taxes paid	-7,206
Net cash provided by operating activities	16,475
Cash flows from investing activities:	
Purchase of marketable securities	-5,849
Proceeds from sales of marketable securities	13,677
Purchase of fixed assets	-12,175
Proceeds from sales of fixed assets	144
Purchase of investment securities	-14,017
Purchase of shares from minority shareholders	-1,710
Proceeds from sales of investment securities	7,437
Other, net	741

Net cash used in investing activities	-11,752
Cash flows from financing activities:	
Dividends paid	-5,220
Purchase of treasury stock	-18,062
Net cash used in financing activities	-23,282
Effect of exchange rate changes on cash and cash equivalents	-931
Net increase (decrease) in cash and cash equivalents	-19,491
Cash and cash equivalents at the beginning of the year	78,089
Cash and cash equivalents at the end of the year	58,598