

June 5, 2014

To Our Shareholders with Voting Rights

Kimikazu Aida
President and CEO
AIDA ENGINEERING, LTD.
2-10 Ohyama-cho, Midori-ku, Sagamihara,
Kanagawa 252-5181, Japan

Notice of the 79th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to take this opportunity to express our sincere appreciation for your support. You are cordially invited to attend the 79th Ordinary General Meeting of Shareholders of AIDA ENGINEERING, LTD. (hereinafter, the "Company"), to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders provided in the following pages, indicate your vote of approval or disapproval in the enclosed Voting Rights Exercise Form and return the form to us by mail so that it reaches us by no later than 6:00 p.m., Thursday, June 26, 2014.

1. Date: 10:30 a.m., Friday, June 27, 2014
2. Place: The conference room of the Company
2-10 Ohyama-cho, Midori-ku, Sagamihara, Kanagawa, Japan
3. Objectives of the Meeting:
Reports:
 1. Report on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 79th Fiscal Year (from April 1, 2013 to March 31, 2014)
 2. Audit Reports of the Accounting Auditors and the Board of Statutory Auditors on the Consolidated Financial Statements for the 79th Fiscal Year (from April 1, 2013 to March 31, 2014)

Agenda:

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|------------|---------------------------------------|
| Proposal 1 | Appropriation of Retained Earnings |
| Proposal 2 | Election of Nine (9) Directors |
| Proposal 3 | Election of One (1) Statutory Auditor |

4. Other matters regarding this Notice

- (1) Among the documents to be provided in this Notice, the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements are posted on the Company's website (<http://www.aida.co.jp>) pursuant to applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company.
- (2) If circumstances occur that may require changes to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements, and the Consolidated Financial Statements, such changes shall be posted on the Company's website (<http://www.aida.co.jp>) on the Internet.

(Information)

For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting. Also, please bring this Notice with you for resource-saving purpose.

Reference Documents for the General Meeting of Shareholders

Proposals and references

Proposal 1-Appropriation of Retained Earnings

The Company strives to increase its corporate value and to ensure continuous growth of earnings per share by strengthening its operation basis, improving Company quality and by carrying out its operation from a global perspective, while recognizing that improvement of profit distribution to shareholders is one of our most important management issues.

Our basic policy of dividends is to give priority to maintaining and ensuring stable dividends in consideration of dividend on equity (DOE), and allocate profits targeting 30% of the consolidated dividend payout ratio in conjunction with the performance of each fiscal year, while taking into account such matters as stability of the business base and future business deployment.

Regarding internal reserve funds, the Company will apply them toward R&D activities, capital expenditure to improve production efficiency and quality, and strengthening of global business operations.

We hereby propose that the dividends for this fiscal year are ¥25 per share of the ordinary dividend.

Matters relating to year-end dividends

- (1) Category of dividend assets
Cash
- (2) Matters relating to the allocation of dividend assets and the total amount of such allocation
¥25 per share of the Company's common stock
Total payment: ¥1,620,307,025
- (3) Date on which the dividend of retained earnings shall take effect
June 30, 2014

Proposal 2-Election of Nine (9) Directors

All nine (9) Directors (of which, two (2) Outside Directors) will retire from their positions at the conclusion of this General Meeting of Shareholders when their terms of office will expire. Accordingly, it is proposed to shareholders to re-elect nine (9) Directors (of which, two (2) Outside Directors).

The candidates for Directors are listed below.

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions	Number of the Company's shares held
1	Kimikazu Aida (December 13, 1951)	December 1976 Joined AIDA ENGINEERING, LTD. June 1982 Director September 1989 Representative Director (current position) April 1992 President (current position) April 2001 Chief Executive Officer (CEO) (current position) October 2011 Division Manager, Research and Development Headquarters (current position) <Concurrent holding of important positions> Chairman, AIDA AMERICA CORP. Chairman, AIDA S.r.l.	1,441,831
2	Naoyoshi Nakanishi (June 3, 1951)	March 1970 Joined AIDA ENGINEERING, LTD. June 1997 Director May 2000 Executive Director June 2001 Director (current position) January 2010 Division Manager, Production Division June 2010 Chief Operating Officer (COO) (current position) October 2011 Executive Vice President (current position) January 2013 Division Manager, Sales & Customer Service Division March 2014 General Manager, Overseas Operation Promotion Office (current position) <Concurrent holding of important positions> Chairman, AIDA ENGINEERING (M) SDN. BHD. Chairman, AIDA PRESS MACHINERY SYSTEMS CO., LTD.	119,096
3	Hiromichi Kataoka (September 18, 1958)	May 1981 Joined AIDA ENGINEERING, LTD. March 2006 Division Manager, General-Purpose-Products Plant Division October 2006 Operating Officer June 2011 Director (current position) October 2011 Division Manager, General Administration Division October 2011 Chief Financial Officer (CFO) June 2012 Managing Executive Officer (current position) January 2013 Deputy Division Manager, Sales & Customer Service Division March 2014 Division Manager, Sales Headquarters (current position)	19,753

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions	Number of the Company's shares held
4	Sadayuki Kanemura (May 30, 1955)	<p>July 1988 Joined AIDA ENGINEERING, LTD. February 2009 Division Manager, Customer Service Division June 2009 Operating Officer June 2011 Director (current position) June 2012 Managing Executive Officer (current position) January 2013 Deputy Division Manager, Sales & Customer Service Division March 2014 Division Manager, Customer Service Headquarters (current position)</p>	9,207
5	Takashi Yagi (February 27, 1954)	<p>March 1977 Joined AIDA ENGINEERING, LTD. October 2003 General Manager, High Speed Precision-Products Division February 2004 Operating Officer June 2008 Director (current position) December 2011 Deputy Division Manager, Sales & Customer Service Division June 2012 Managing Executive Officer (current position) March 2014 Deputy General Manager, Overseas Operation Promotion Office (current position)</p> <p><Concurrent holding of important positions> Chairman, Japan Forming Machinery Association</p>	62,908
6	Yap Teck Meng (September 4, 1962)	<p>June 1996 Joined AIDA MANUFACTURING (MALAYSIA) SDN.BHD. (currently AIDA ENGINEERING (M) SDN. BHD.) November 2007 Operating Officer, AIDA ENGINEERING, LTD. June 2010 Managing Executive Officer June 2013 Director, Executive Officer (current position)</p> <p><Concurrent holdings of important positions> Chairman and Managing Director, AIDA GREATER ASIA PTE. LTD. Managing Director, AIDA ENGINEERING (M) SDN. BHD. Chairman and Managing Director, AIDA ENGINEERING CHINA CO., LTD.</p>	0
7	Ken Masuda (October 14, 1960)	<p>February 1991 Joined AIDA ENGINEERING, LTD. June 2010 General Manager, General Administration Department June 2012 Operating Officer June 2013 Director, Executive Officer (current position) March 2014 Division Manager, General Administration Headquarters (current position)</p> <p><Concurrent holdings of important position> Chairman and Managing Director, AIDA HONG KONG, LTD.</p>	7,637

No.	Name (Date of birth)	Brief personal history, position, duties and concurrent holding of important positions			Number of the Company's shares held
8	Outside Director Independent Director Takeru Yamazaki (March 16, 1939) Board of Directors' meeting attendance during the fiscal year ended March 31, 2014 - 90% (9 out of 10 meetings)	June	1989	Director, The Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)	23,855
		June	2001	Statutory Auditor, AIDA ENGINEERING, LTD.	
		June	2005	Standing Statutory Auditor	
		June	2010	Director (current position)	
9	Outside Director Independent Director Kimio Oiso (October 8, 1946) Board of Directors' meeting attendance during the fiscal year ended March 31, 2014 - 100% (all 10 meetings)	July	2000	Statutory Auditor, The Dai-ichi Mutual Life Insurance Company (currently Dai-ichi Life Insurance Company, Ltd.)	2,131
		July	2007	Representative Director and Senior Executive Officer, The Dai-ichi Mutual Life Insurance Company	
		June	2008	Statutory Auditor, AIDA ENGINEERING, LTD.	
		June	2012	Director (current position) <Concurrent holding of important positions> President of The Cardiovascular Institute	

- (Note)
1. There is no special interest between the above candidates and the Company.
 2. The number of the Company's shares each candidate holds is shown including shares of stock in Officer's Shareholding Association.
 3. Takeru Yamazaki and Kimio Oiso are candidates for the Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
 4. Special matters regarding the candidates for the Outside Directors are as follows:
 - (i) Reasons for electing the candidates for the Outside Directors

Takeru Yamazaki has an abundant experience and substantial knowledge as a former officer of a major commercial bank and we expect him to make good use of his experience and knowledge in management of the Company. Thus, the Company would like to request that shareholders re-elect him as the Outside Director.

Kimio Oiso has an abundant experience and substantial knowledge as a former officer of a life insurance company and we expect him to make good use of his experience and knowledge in management of the Company. Thus, the Company would like to request that shareholders re-elect him as the Outside Director.

The Company designated them as the Independent Directors that the Tokyo Stock Exchange defines, and registered them to the Tokyo Stock Exchange as Independent Officers. If the re-election of Takeru Yamazaki and Kimio Oiso for the Directors is approved, the Company will continue to designate them as the Independent Officers.
 - (ii) Service years after the candidates for the Outside Directors assume office

Term of office of Takeru Yamazaki as the Outside Director is four (4) years at the closing of this General Meeting of Shareholders.

Term of office of Kimio Oiso as the Outside Director is two (2) years at the closing of this General Meeting of Shareholders.
 - (iii) Liability limitation contracts with the Outside Directors

The Company has entered into contracts with Takeru Yamazaki and Kimio Oiso, which provides that the liability for damages stipulated in Article 423, Paragraph 1 of the Companies

Act shall be up to the total of the amounts specified in each item of Article 425, Paragraph 1 of the same law. If the re-election of Takeru Yamazaki and Kimio Oiso for the Director is approved, the Company will continue the aforementioned liability limitation contracts with them.

Proposal 3-Election of One (1) Statutory Auditor

Term of office of Statutory Auditor, Shigeo Matsumoto, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, it is proposed to shareholders to re-elect one (1) Statutory Auditor.

With respect to this proposal, the Company has obtained the consent of the Board of Auditors.

The candidate for the Statutory Auditor is listed below.

Name (Date of birth)	Brief personal history, position and concurrent holding of important positions			Number of the Company's shares held
Outside Auditor Independent Auditor Shigeo Matsumoto (May 30, 1947)	June	2001	Standing Auditor, The Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)	9,195
	April	2002	Standing Statutory Auditor, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	
	August	2002	Standing Statutory Auditor, Fuji Research Institute Corporation	
Board of Directors' meeting attendance during the fiscal year ended March 31, 2014 - 100% (all 10 meetings)	October	2004	Standing Statutory Auditor, Mizuho Information & Research Institute, Inc.	
Board of Auditors' meeting attendance during the fiscal year ended March 31, 2014 - 100% (all 9 meetings)	June	2010	Standing Statutory Auditor, AIDA ENGINEERING, LTD. (current position)	

(Note) 1. There is no special interest between the above candidates and the Company.

2. Shigeo Matsumoto is a candidate for the Outside Auditor as stipulated in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act.

3. Special matters regarding the candidate for the Outside Auditor are as follows:

(i) Reasons for electing the candidate for the Outside Auditor

Shigeo Matsumoto has an abundant experience and substantial knowledge as a former officer of a major commercial bank, and we expect him to make good use of his experience and knowledge in auditing system of the Company. Thus, the Company would like to request that shareholders re-elect him as the Outside Auditor.

The Company designated him as the Independent Auditor that the Tokyo Stock Exchange defines, and registered him to the Tokyo Stock Exchange as an Independent Officer. If the re-election of Shigeo Matsumoto for the Statutory Auditor is approved, the Company will continue to designate him as the Independent Officer.

(ii) Service years after the candidate for the Outside Auditor assumes office

Term of office of Shigeo Matsumoto as the Outside Auditor is four (4) years at the closing of this General Meeting of Shareholders.

(iii) Liability limitation contract with the candidate for the Outside Auditor

The Company has entered into a contract with Shigeo Matsumoto, which provides that the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be up to the total of the amounts specified in each item of Article 425, Paragraph 1 of the same law.

If the re-election of Shigeo Matsumoto for the Auditor is approved, the Company will continue the aforementioned liability limitation contract with him.

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