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Securities Code: 6305

June 5, 2017

To Our Shareholders:

Kotaro Hirano
Representative Executive Officer,
President and Executive Officer
Hitachi Construction Machinery Co., Ltd.
16-1, Higashiueno 2-chome, Taito-ku, Tokyo

Notice for the convocation for the 53rd Annual Shareholder's Meeting

You are cordially convened to attend the 53rd Annual Shareholder's Meeting of Hitachi Construction Machinery Co., Ltd. (the "Company"), which will be held as indicated below.

If you are unable to attend the Shareholder's Meeting in person, you may exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the Shareholder's Meeting, and exercise your voting rights in accordance with the guidance on the following pages.

- 1. Date and Time:** Monday, June 26, 2017, at 10:00 a.m. (Reception starts at 9:00 a.m.)
- 2. Venue:** Tenku Ballroom, B1 floor, Tokyo Dome Hotel
3-61 Koraku 1-chome, Bunkyo-ku, Tokyo

3. Purpose of the Shareholder's Meeting

Matters to be reported:

The Business Report, the Consolidated Financial Statements, the results of audits of the Consolidated Financial Statements by the Financial Auditor, the results of audits of the Consolidated Financial Statements by the Audit Committee and Non-Consolidated Financial Statements, for the 53rd fiscal year (from April 1, 2016 to March 31, 2017)

Matters to be resolved:

Proposal: Election of Ten (10) Directors Due to Expiration of Terms of Office of All Directors

4. Guide to the Exercise of Voting Rights

- (1) If there is no indication of approval or disapproval for the proposal after exercising your voting rights either in writing (voting card) or via electromagnetic means (the Internet, etc.), the Company shall assume you have indicated approval.
- (2) If you exercise your voting rights via electromagnetic means (the Internet, etc.), even if the voting card is returned to us by postal mail, the Company shall treat the vote placed via electromagnetic means (the Internet, etc.) as valid.
- (3) If you exercise your voting rights more than once via electromagnetic means (the Internet, etc.), the latest exercise shall be deemed to be valid.
- (4) Please return the voting card so that it will be received by us **no later than 5:00 p.m. on Friday, June 23, 2017.**

- (5) Please exercise your voting rights via electromagnetic means (the Internet, etc.) **no later than 5:00 p.m. on Friday, June 23, 2017.**
- (6) As provided for in the Company's Articles of Incorporation, you may appoint another shareholder with voting rights in the Company to attend as your proxy. Please note, however, that it is necessary to submit a document evidencing the authority of proxy.
- (7) If you intend to diversely exercise your voting rights, you are requested to notify the Company in writing of your intention to do so and state the reason for this no later than three (3) days prior to the Shareholder's Meeting (Thursday, June 22, 2017).

Disclosure via the Internet

- In the event of revisions to the Reference Documents for the Shareholder's Meeting, the Business Report, the Consolidated Financial Statements, and the Financial Statements, the Company will disclose the revised contents on its website immediately.

Guidance for Exercising Voting Rights

- When attending the Shareholder’s Meeting in person, please submit the enclosed voting card at the reception desk.
- If you are unable to attend the Shareholder’s Meeting in person, please exercise your voting rights by either of the following methods.

In the event of posting the Voting Card

1. Please indicate your vote for or against the proposal and post it no later than **5:00 p.m., Friday, June 23, 2017.**

In the event of access using a PC

1. Please access the “Website for Exercising Voting Rights” (<http://www.tosyodai54.net>)
2. Please review the “Request for Shareholders” stated in a voting card and input the Voting Right Exercise Code and the Password.
3. Please follow the instructions on the screen and exercise your voting rights no later than **5:00 p.m., Friday, June 23, 2017.**
4. Please note that communication expenses such as telephone charges and connectivity fees to the internet providers incurred when accessing the Website for Exercising Voting Rights should be borne by yourself.

In the event of access using a mobile phone

After accessing the website (<http://www.tosyodai54.net>) in the same way as in “In the event of access using a PC,” please follow the instructions on the screen and exercise your voting rights.

1. The mobile phone should be able to use one of the following services.
 - 1) i-mode
 - 2) EZweb
 - 3) Yahoo!Mobile

(“i-mode” is the trademark, the registered trademark or service name of NTT DOCOMO INC., “EZweb” is that of KDDI Corporation, “Yahoo!” is that of Yahoo Inc. in the United States, and “Yahoo! Mobile” is that of SoftBank Corp., respectively.)

2. It is necessary to have the ability for the phone to perform SSL communication (encrypted communication).

- For inquiries regarding exercising voting rights via the Internet

Shareholders Registry Administrator	Tokyo Securities Transfer Agent Co., Ltd.
Phone	0120 - 88 - 0768 (toll free)
Business hours	9:00 a.m. – 9:00 p.m.

- Electronic Voting Platform for Institutional Investors

If nominal shareholders such as management trust banks (including standing proxies) have applied in advance for the use of the electronic voting platform for institutional investors operated by Investor Communications Japan (ICJ), a joint venture, which was established by Tokyo Stock Exchange, Inc. and others, this platform may be used for the exercise of voting rights other than those via the aforementioned methods as a means of exercising voting rights electromagnetically for the Company’s Shareholder’s Meeting.

Reference Documents for the Shareholder's Meeting

Proposal: Election of Ten (10) Directors Due to Expiration of Terms of Office of All Directors

In accordance with Article 332 of the Companies Act, the terms of office of all eight (8) Directors will expire at the conclusion of the Shareholder's Meeting. Accordingly, the Company proposes the election of ten (10) Directors based on the decision to propose their election by the Nominating Committee. It should be noted that under the provisions of the Company's Articles of Incorporation the election of Directors is not conducted by cumulative voting.

The backgrounds of the candidates for Director are as follows. All of the candidates for Director have accepted in advance to be a Director, subject to their election at the Shareholder's Meeting.

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
1	<p style="text-align: center;">Kazushige Okuhara (January 27, 1948)</p> <p style="text-align: center;">[Candidate for Outside Director]</p> <p style="text-align: center;">[Candidate for Independent Director]</p> <p style="text-align: center;">[Reappointment]</p> <p style="text-align: center;">Share Ownership 1,081</p>	<p>Position and responsibilities at the Company Outside Director, Nominating Committee Member, Audit Committee Member</p> <p>Career summary and other principal positions held 4/1970 Joined Fuji Heavy Industries Ltd. (Currently called Subaru Corporation) 6/1993 Regional Manager of Regional Management Department, Domestic Sales Division (Chugoku, Shikoku and Kyusyu) 10/1999 Senior Managing Director, TOKYO SUBARU Inc. 6/2001 Corporate Vice President, Senior General Manager of Japan Region, Subaru Sales & Marketing Division, Chief General Manager of Subaru Parts & Accessories Division and General Manager of Customer Service Center, Fuji Heavy Industries Ltd. 6/2003 Corporate Senior Vice President, Chief General Manager of Subaru Japan Sales & Marketing Division and Chief General Manager of Subaru Marketing Division 4/2005 Corporate Senior Vice President, General Manager of Human Resources Department 6/2006 Director, Corporate Executive Vice President, General Manager of Human Resources Department 6/2006 President, Chairman of the Business Reforms Promotion Committee, Subaru System Service Co., Ltd. (Currently called Subaru IT Creations Corporation) 6/2010 Representative Director of the Board and Deputy President, Fuji Heavy Industries Ltd. 6/2011 Representative Director of the Board and President, the Subaru Kosan Co., Ltd. 6/2013 Retired from Subaru Kosan Co., Ltd. 6/2016 Outside Director, the Company (to present)</p> <p>Reason for the selection of candidate for Director, etc. The Company has determined that he will be able to further strengthen the Company's management structures by providing advice on the Company's overall management utilizing his extensive experience as the top executive of a global company, knowledge and deep insight on personnel and labor policy, as well as by supervising the execution of duties by Executive Officers from an independent position. It should be noted that he has served as an Outside Director of the Company since June 2016, and his term of office will be one (1) year at the close of the 53rd Annual Shareholder's Meeting.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
2	<p>Haruyuki Toyama (March 23, 1959)</p> <p>[Candidate for Outside Director]</p> <p>[Candidate for Independent Director]</p> <p>[Reappointment]</p> <p>Share Ownership 1,574</p>	<p>Position and responsibilities at the Company Outside Director, Nominating Committee Member, Audit Committee Member, Compensation Committee Member</p> <p>Career summary and other principal positions held 4/1982 Joined the Bank of Japan 1/2000 Alternate Executive Director for Japan, International Monetary Fund 8/2004 General Manager, Okayama Branch 7/2006 Deputy Director General, Payment and Settlement Systems Department 3/2009 Director General, Financial Markets Department 5/2011 General Manager for the Americas 11/2012 Director General, International Department 8/2014 Retired from the Bank of Japan 3/2015 Registered as an attorney-at-law admitted in Japan 6/2015 Outside Director, the Company (to present)</p> <p>Reason for the selection of candidate for Director, etc. The Company has determined that he will be able to further strengthen the Company's management structures by providing advice on the Company's overall management utilizing the extensive experience and knowledge in the fields of monetary affairs and finance that he has cultivated to date, as well as by supervising the execution of duties by Executive Officers from an independent position. It should be noted that he has served as an Outside Director of the Company since June 2015, and his term of office will be two (2) years at the close of the 53rd Annual Shareholder's Meeting.</p>
3	<p>Junko Hirakawa (October 9, 1947)</p> <p>[Candidate for Outside Director]</p> <p>[Candidate for Independent Director]</p> <p>[Reappointment]</p> <p>Share Ownership 0</p>	<p>Position and responsibilities at the Company Outside Director, Nominating Committee Member, Audit Committee Member, Compensation Committee Member</p> <p>Career summary and other principal positions held 4/1973 Registered as an attorney-at-law admitted in Japan 2/1979 Registered as an attorney-at-law admitted in New York, United States of America 7/1997 Established Hirakawa, Sato & Kobayashi (Currently called City-Yuwa Partners) Partner of Hirakawa, Sato & Kobayashi (to present) 6/2006 Auditor, The Japan Association of Charitable Organizations (to present) 6/2011 Outside Director, Tokyo Financial Exchange Inc. (to present) 6/2012 Outside Auditor, Sumitomo Forestry Co., Ltd. 6/2014 Outside Director, Sumitomo Forestry Co., Ltd. (to present) 6/2015 Outside Director, the Company (to present)</p> <p>Reason for the selection of candidate for Director, etc. Although she does not have the experience of being involved in the management of a company other than in a position of an Outside Director or Outside Auditor, the Company has determined that she will be able to further strengthen the Company's corporate governance by providing advice on the Company's overall management utilizing her extensive experience and knowledge that she has cultivated to date as legal expert, as well as by supervising the execution of duties by Executive Officers from an independent position. It should be noted that she has served as an Outside Director of the Company since June 2015, and her term of office will be two (2) years at the close of the 53rd Annual Shareholder's Meeting.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
4	<p>Tatsuro Ishizuka (December 23, 1955)</p> <p>[New Appointment]</p> <p>Share Ownership 0</p>	<p>Position and responsibilities at the Company Representative Executive Officer, Chairman and Executive Officer</p> <p>Career summary and other principal positions held 4/1978 Joined Hitachi, Ltd. 4/2009 Senior Officer, General Manager of Hitachi Works, Power Systems Group 4/2011 Vice President and Executive Officer, President & CEO, Power Systems Company 4/2013 Senior Vice President and Executive Officer 4/2014 Representative Executive Officer, Executive Vice President and Executive Officer 4/2015 Deputy Chairman of the Board, Hitachi Europe Ltd. Chairman of the Board, Horizon Nuclear Power Ltd. 7/2016 Chairman of the Board, Hitachi Research Institute 3/2017 Retired from Hitachi Research Institute 4/2017 Representative Executive Officer, Chairman and Executive Officer, the Company (to present)</p> <p>Reason for the selection of candidate for Director He has extensive experience and deep insight in power and electric machinery business in the Hitachi Group and as the top executive of a global company. The Company has determined that he will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>
5	<p>Osamu Okada (December 27, 1954)</p> <p>[Reappointment]</p> <p>Share Ownership 5,300</p>	<p>Position and responsibilities at the Company Director, Audit Committee (Chair)</p> <p>Career summary and other principal positions held 4/1979 Joined the Company 10/2004 General Manager, Service Operation Department, Marketing Group 4/2010 General Manager, Career Development Center 4/2012 Executive Officer 4/2013 Senior Adviser 6/2013 Director (to present)</p> <p>Reason for the selection of candidate for Director The Company has determined that he will be able to further strengthen the function of the Company's Board of Directors by performing appropriately utilizing the extensive experience of business in various fields in the Company, a wide range of knowledge and ability to supervise business execution by Executive Officers based on his experience as Audit Committee Member.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
6	<p>Tetsuo Katsurayama (April 10, 1956)</p> <p>[Reappointment]</p> <p>Share Ownership 2,905</p>	<p>Position and responsibilities at the Company Vice President and Executive Officer, Director</p> <p>Career summary and other principal positions held 4/1981 Joined the Company 4/2012 Deputy General Manager, Finance Division, General Manager, Finance Department, and General Manager, Foreign Exchange Center 4/2013 Executive Officer 4/2015 Vice President and Executive Officer 6/2015 Vice President and Executive Officer, Director (to present) 4/2017 General Manager, Finance Division (to present)</p> <p>Reason for the selection of candidate for Director He has extensive experience, excellent performance and deep insight by being engaged in the operations of business such as accounting and finance and the management of the Company and the Hitachi Construction Machinery Group Companies. The Company has determined that he will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>
7	<p>Yutaka Saito (December 11, 1954)</p> <p>[Reappointment]</p> <p>Share Ownership 1,081</p>	<p>Position and responsibilities at the Company Director, Nominating Committee (Chair)</p> <p>Career summary and other principal positions held 4/1979 Joined Omika Works, Hitachi, Ltd. 4/2009 Senior Officer, Chief Strategy Officer of Information & Telecommunication Systems Group, Chief Technology Officer and General Manager of Strategy Planning & Development Office 10/2009 Senior Officer, President & CEO of Information & Control Systems Company 4/2010 Vice President and Executive Officer, President & CEO of Information & Control Systems Company and Deputy General Manager of Smart City Business Management Division 4/2012 Senior Vice President and Executive Officer, President & CEO of Infrastructure Systems Group and Infrastructure Systems Company 4/2014 Representative Executive Officer, Executive Vice President and Executive Officer, President & CEO of Information & Telecommunication Systems Group and Information & Telecommunication Systems Company, and CEO of Platform Division 6/2014 Outside Director, Hitachi Kokusai Electric Inc. 6/2014 Outside Director, Hitachi Transport System, Ltd. 4/2015 Representative Executive Officer, Executive Vice President and Executive Officer, President & CEO of Information & Telecommunication Systems Group and Information & Telecommunication Systems Company, Hitachi, Ltd. 6/2015 Outside Director, Chairman of the Board, Hitachi Kokusai Electric Inc. 4/2016 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd. (to present) General Manager of IoT Business Promotion Division (to present) 6/2016 Chairman of the Board, Hitachi Kokusai Electric Inc. (to present) 6/2016 Chairman of the Board, the Company 4/2017 Director (to present)</p> <p>Reason for the selection of candidate for Director The Company has determined that he will be able to further strengthen the Company's management structures by providing advice on the Company's overall management utilizing his extensive experience and deep insight in machinery business in the Hitachi Group and as the top executive of a global company.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
8	<p style="text-align: center;">Koji Sumioka (April 14, 1955)</p> <p>[Reappointment]</p> <p>Share Ownership 7,619</p>	<p>Position and responsibilities at the Company Representative Executive Officer, Executive Vice President and Executive Officer, Director</p> <p>Career summary and other principal positions held 4/1979 Joined the Company 4/2009 President, Hitachi Construction Machinery (Shanghai) Co., Ltd. 4/2011 Deputy General Manager of Marketing Group 4/2012 Executive Officer, President and Director, Hitachi Construction Machinery Japan Co., Ltd. 4/2014 Vice President and Executive Officer 4/2015 Representative Executive Officer, Senior Vice President and Executive Officer 6/2015 Representative Executive Officer, Senior Vice President and Executive Officer, Director 4/2016 Representative Executive Officer, Executive Vice President and Executive Officer, Director (to present) 4/2017 General Manager, Corporate Management Group, General Manager, Operations Management Division, General Manager, IT Promotion Division, General Manager of Business Process Innovation Division, and General Manager of Corporate Export Regulation Division (to present)</p> <p>Reason for the selection of candidate for Director He has extensive experience, excellent performance and deep insight by being engaged in domestic and foreign sales and services operations of the Company and the Hitachi Construction Machinery Group Companies. The Company has determined that he will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>
9	<p style="text-align: center;">Kotaro Hirano (June 4, 1958)</p> <p>[New Appointment]</p> <p>Share Ownership 7,421</p>	<p>Position and responsibilities at the Company Representative Executive Officer, President and Executive Officer</p> <p>Career summary and other principal positions held 4/1981 Joined the Company 4/2013 Deputy General Manager of Production & Procurement Division. 4/2014 Executive Officer 4/2016 Vice President and Executive Officer 4/2017 Representative Executive Officer, President and Executive Officer (to present)</p> <p>Reason for the selection of candidate for Director He has been engaged in the management of the Company and the Hitachi Construction Machinery Group Companies, and has extensive knowledge and outstanding capability in management through the experience of business in various fields including production and procurement. The Company has determined that he is suitable to assume a heavy responsibility for the management of the Hitachi Construction Machinery Group and will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
10	Hirotoyo Fujii (January 16, 1954) [New Appointment] Share Ownership 0	<p>Position and responsibilities at the Company Senior Vice President and Executive Officer</p> <p>Career summary and other principal positions held 4/1977 Joined Hitachi, Ltd. 7/2004 General Manager of Human Capital Division and Labor Planning Department of the same Division, Power and Electrical Systems Group 4/2008 Deputy General Manager, Operational Support Headquarters, Hitachi Information Systems, Ltd. (Currently called Hitachi Systems, Ltd.) 4/2010 Executive Officer 4/2011 Vice President and Executive Officer, Director 4/2016 Full-time Auditor 3/2017 Retired from Hitachi Systems, Ltd. 4/2017 Senior Vice President and Executive Officer, the Company (to present) General Manager of Human Capital Division, and General Manager of Compliance & Risk Management Division. (to present)</p> <p>Reason for the selection of candidate for Director He has been engaged in general, personnel and labor affairs in the Hitachi Group for many years, and has extensive experience of business and outstanding expertise. The Company has determined that he will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>

Notes on the candidates

- Mr. Yutaka Saito serves concurrently as a Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. The Company and Hitachi, Ltd. have a business relationship that includes lending and borrowing of funds. Moreover, the Company collaborates with Hitachi, Ltd. in areas such as research and development. There are no relationships of special interest between the other candidates and the Company.
- Positions and responsibilities when candidates for Director serve currently or served in the past five (5) years as an Executive Officer at the Company's parent company or one of its subsidiaries (excluding the Company)
 - Mr. Tatsuro Ishizuka and Mr. Yutaka Saito serve as Executive Officers at Hitachi, Ltd. and they also have served as Executive Officers at Hitachi, Ltd. in the past, which is the Company's parent company, as stated in "Career summary and other principal positions held" above.
 - Mr. Tatsuro Ishizuka served as an Executive Officer at Hitachi Europe Ltd., which is a subsidiary of the Company's parent company, as stated in "Career summary and other principal positions held" above.
 - Mr. Hirotoyo Fujii served as an Executive Officer at Hitachi Systems, Ltd., which is a subsidiary of the Company's parent company, as stated in "Career summary and other principal positions held" above.
- Matters pertaining to candidates for Outside Director
 - The three (3) candidates Messrs. Kazushige Okuhara, Haruyuki Toyama and Ms. Junko Hirakawa meet the requirements as candidates for Outside Director stipulated in the Ordinance for Enforcement of the Companies Act. The three (3) candidates are also candidates for Independent Director based on the provisions of Tokyo Stock Exchange, Inc.
 - When candidates served as Director, Executive Officer, or Audit & Supervisory Board Member at another company during the past five (5) years and there was a violation of laws and regulations or the Articles of Incorporation or any other wrongful execution of operations at the other company concerned during the term of office of the candidates
No applicable matters
 - Relationships between candidates for Outside Director and entities that have a special relationship with the Company
No applicable matters
- "Share ownership" is as of March 31, 2017. It also shows the substantial share ownership, which includes holdings in the Hitachi Construction Machinery Officers' Shareholding Association.

Summary of details of agreements to limit liability

The Company has concluded agreements with Directors (excludes Executive Directors etc.) under the provisions of paragraph 1, Article 427 of the Companies Act and Article 22 of the Company's Articles of Incorporation to limit liability for damages under paragraph 1, Article 423 of the Act. In the event that the reappointment of Mr. Kazushige Okuhara, Mr. Haruyuki Toyama, Ms. Junko Hirakawa, Mr. Osamu Okada and Mr. Yutaka Saito is approved, the Company intends to continue these agreements with them.

A summary of the agreements is as below.

1. In the event of liability for damages to the Company caused by failure to perform duties as a Director (excludes Executive Directors etc.), the total shall be limited to the amount in each item of paragraph 1, Article 425 of the Companies Act.
2. The aforementioned limitation of liability is recognized only when the execution of the duties of Director (excludes Executive Directors etc.) that gave rise to the liability was in good faith and without gross negligence.