

[**Translation:** Please note that the following purports to be a translation from the Japanese original Notice of Convocation of the 128th Annual General Meeting of Shareholders of Nisshin Steel Co., Ltd. prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail. Please also be advised that certain expressions regarding voting procedures for domestic shareholders that are not applicable to the aforesaid shareholders are intentionally omitted or modified to avoid confusion.]

June 2, 2008

TSE #: 5407

SEDOL#: 6641641JP

ISIN#: JP3676000007

To the Shareholders:

**NOTICE OF CONVOCAION OF
THE 128th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 128th Annual General Meeting of Shareholders of Nisshin Steel Co., Ltd. (the "Company") for the Fiscal Year ended March 31, 2008. The meeting will be held as described below.

Yours very truly,

Hideo Suzuki
Representative Director
and President & Chief Executive Officer
Nisshin Steel Co., Ltd.
4-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo

If you are unable to attend the aforesaid meeting in person, please take necessary steps to exercise

your voting rights by 5:00 p.m. of June 23, 2008 upon the following matters that can be reviewed in the attached “Reference Materials of the Ordinary General Meeting of Shareholders”. Your voting rights can be exercised either in writing sent by mail or via the Internet.

[In case of exercising voting rights by mail]

Please return the enclosed Voting Rights Exercise Form to the Company by kindly indicating your approval or disapproval for each matter for resolution.

[In case of exercising voting rights via the Internet]

When exercising your voting rights via the Internet, please access the designated website (<http://www.evot.jp/>) from your home computers or mobile phones. Then, please follow the instruction appearing on the screen and indicate your approval or disapproval for each matter by using the exercise code and temporary password that are shown in the enclosed Voting Rights Exercise Form.

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PARTICULARS

1. **Date and Time of the Meeting:** 10:00 a.m. on June 24, 2008 (Tuesday)
2. **Place of the Meeting:** Maru-Biru Hall at the 7th floor of Marunouchi Building
4-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo, Japan
3. **Purpose of the Meeting:**

Matters for Reporting:

Report on Matters of the Business Report and the Consolidated Financial Statements and Non-consolidated Financial Statements for the 128th Fiscal Year (April 1, 2007 to March 31, 2008) and Results of Audit of the Consolidated Financial Statements by Accounting Auditors and the Board of Corporate Auditors.

Matters for Resolution:

First Item of Business:

Election of Eight (8) Directors

Second Item of Business:

Election of Two (2) Corporate Auditors

Reference Materials of the Ordinary General Meeting of Shareholders

Matters to be resolved and referential information

First Item: Election of Eight (8) Directors

The terms of office of all of eight (8) Directors will expire at the close of the Meeting. Therefore, it is proposed that eight (8) Directors be elected. The candidates are as follows:

No.	Name (Date of Birth)	Brief Personal Record and Representation of Other Companies		Number of Shares of the Company Owned
1	Toshihiko Ono (Sept. 25, 1941)	April 1964	Joined Yawata Iron & Steel Co., Ltd.	407,000
		April 1989	General Manager of General Administration Div. Yawata Works, Nippon Steel Corporation	
		June 1991	General Manager of Corporate Planning Div.	
		June 1995	Director, General Superintendent of Sakai Works	
		April 1997	Director, General Manager of Osaka Sales Office	
		April 1999	Managing Director, General Manager of Structurals Group	
		April 2000	Managing Director, General Manager of Flat Products Div.	
		April 2001	Director	
		June 2001	Joined the Company Representative Director and Executive Vice-President	
		April 2002	Representative Director and President & Chief Executive Officer	
		April 2006	Chairman of the Board of Directors (To Present)	

2	Hideo Suzuki (March 21, 1945)	April 1968 June 1993 June 1995 June 1997 June 1999 June 2003 April 2005 April 2006	Joined the Company General Manager of Affiliated Enterprises Dept. General Manager of Corporate Planning Dept. Director, General Manager of General Administration Dept. and General Manager of Corporate Planning Dept. Managing Director Director and Senior Managing Executive Officer Director and Vice-President & Executive Officer Representative Director and President & Chief Executive Officer (To Present)	83,000
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3	Takashi Nagai (Jan. 23, 1947)	April 1970 June 1993 June 1997 June 1999 June 2001 June 2002 June 2003 April 2004 June 2004 April 2006	<p>Joined the Company</p> <p>General Manager of Steel Sales Dept., Nagoya Branch</p> <p>General Manager of Stainless Steel Sales Dept.</p> <p>Director, General Manager of Stainless Steel Sales Dept. of Stainless Steel Business Div.</p> <p>Director, General Manager of Sales & Technology Administration Dept. and Deputy General Manager of Stainless Steel Business Div.</p> <p>Director, General Manager of Sales Administration Dept.</p> <p>Managing Executive Officer, General Manager of Overseas Business Dept.</p> <p>Managing Executive Officer</p> <p>Director and Managing Executive Officer</p> <p>Representative Director and Vice-President & Executive Officer (To Present)</p> <p>< Being in charge of ></p> <p>Sales and supporting Mr. Matsunaga for Development including Housing & Building Materials</p>	63,000
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4	Shigeaki Matsunaga (April 19, 1947)	April 1973 June 1995 June 1999 June 2001 June 2003 April 2005 June 2005 April 2006	<p>Joined the Company</p> <p>General Manager of Production & Technology Administration Dept., Sakai Works</p> <p>General Manager of Marketing & Products Development Dept.</p> <p>Director, Flat-Rolled & Coated Steel Business Div. Works General Manager of Sakai Works</p> <p>Managing Executive Officer, Works General Manager of Sakai Works</p> <p>Managing Executive Officer, General Manager of Building Materials & Processing Business Div.</p> <p>Director and Managing Executive Officer</p> <p>Director and Vice-President & Executive Officer (To Present)</p> <p><Being in charge of></p> <p>Technology (Manufacturing including Environment Control & Plant Safety, Research and Development including Housing & Building Materials)</p>	81,000
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5	Makoto Yada (Nov. 25, 1947)	April 1971 June 1995 April 1996 June 1998 June 1999 June 2001 June 2003 April 2004 April 2005 June 2005 April 2006	<p>Joined the Company</p> <p>General Manager for Special Assignment, Production & Sales Administration Center, Shunan Works</p> <p>General Manager of Production & Sales Administration Center, Shunan Works</p> <p>General Manager of Production & Technology Administration Dept.</p> <p>Executive Counselor, General Manager of Production & Technology Administration Dept.</p> <p>Director, General Manager of Flat-Rolled & Coated Steel Administration Dept., Flat-Rolled & Coated Steel Business Div.</p> <p>Managing Executive Officer, General Manager of Technology Administration Dept.</p> <p>Managing Executive Officer, General Manager of Technology Administration Dept. and General Manager of Business Process Innovation Dept.</p> <p>Managing Executive Officer</p> <p>Director and Managing Executive Officer</p> <p>Director and Vice-President & Executive Officer (To Present) <Being in charge of> Corporate Planning, Overseas Project and Business Process Innovation</p>	32,000
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6	Fumio Oda (Nov. 3, 1948)	April 1971 Dec. 1996 June 1999 June 2000 June 2001 June 2003 April 2005 June 2006	<p>Joined the Company</p> <p>General Manager of Export Dept.</p> <p>General Manager of Overseas Business Dept. Joint Stainless Steel Business Div., General Manager of Stainless Steel Export Dept.</p> <p>General Manager of High-Tech & Electrical Appliance Materials Dept.</p> <p>General Manager of High-Tech & Electrical Appliance Materials Sales and General Manager of Export Dept., Flat-Rolled & Coated Steel Business Div.</p> <p>Executive Officer and General Manager of Osaka Branch</p> <p>Managing Executive Officer</p> <p>Director and Managing Executive Officer (To Present)</p> <p><Being in charge of > Overseas Project, Purchasing, Electrical Appliance Materials & Steel Sheet Export and Representative Offices</p> <p><Situation Representing Other Organization> - Chairman, Chang Fu Stainless Steel Center (Suzhou) Co., Ltd. - Chairman, Nisshin Steel Shanghai Co., Ltd.</p>	51,540
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7	Kazuhisa Obama (Sep. 16, 1950)	April 1974 June 1999 June 2001 June 2003 April 2005 June 2005 June 2007 April 2008 April 2008	Joined the Company General Manager of Human Resources Dept. General Manager of General Administration Dept. Executive Officer and General Manager of General Administration Dept. Senior Managing Executive Officer of SUN WAVE CORPORATION Director and Senior Managing Executive Officer of SUN WAVE CORPORATION Managing Director of SUN WAVE CORPORATION Director of SUN WAVE CORPORATION (To Present) Managing Executive Officer of the Company (To Present) <Being in charge of> General Administration, Internal Audit, Human Resources and Industrial Relations & Safety	16,000
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8	Yoshikazu Tsuda (Dec. 27, 1950)	April 1974 June 1997 June 2001 June 2003 April 2005 April 2006 June 2006 June 2007 April 2008	Joined the Company General Manager of Corporate Planning Dept. General Manager of Finance Dept. Executive Officer and General Manager of Finance Dept. Executive Officer Managing Executive Officer & Chief Financial Officer Director and Managing Executive Officer & Chief Financial Officer Director and Managing Executive Officer & Chief Financial Officer , General Manager of Business Process Innovation Dept. Director and Managing Executive Officer & Chief Financial Officer (To Present) <Being in charge of> Finance, Risk Management Promotion and Process Innovation Promotion	59,000
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Notes: There is no special interest between the Company and each of the said candidates.

Second Item: Election of Two (2) Corporate Auditors

Among all of five (5) Corporate Auditors, the terms of office of Mr. Takashi Sugiyama will expire and Mr. Masanori Imanaga will resign at the close of the Meeting.

Therefore, it is proposed that two (2) Corporate Auditors be elected.

The Company has obtained consent from the Board of Corporate Auditors on this Item of Business.

The candidates are as follows:

No.	Name (Date of Birth)	Brief Personal Record and Representation of Other Companies		Number of Shares of the Company Owned
1	Takashi Sugiyama (Nov. 27, 1940)	April 1965	Joined the Company	62,000
		June 1993	General Manager of Finance Dept.	
		June 1997	Director and General Manager of Finance Dept.	
		June 1999	Director	
		April 2000	Managing Director	
		June 2002	Managing Director & Chief Financial Officer	
		June 2003	Director and Senior Managing Executive Officer & Chief Financial Officer	
		April 2004	Director	
		June 2004	Standing Auditor	
			(To Present)	

2	Toshio Yonezawa (August 4, 1942)	April 1965 June 1989 June 1991 June 1993 June 1995 April 1997 April 2003 April 2005 June 2005 April 2008	Joined the Fuji Iron & Steel Co., Ltd. General Manager of Labor Relations Div., Muroran Works, Nippon Steel Corporation General Manager of Ferrous Materials & Transportation Div. General Manager of Corporate Secretariat Div. Director and General Manager of Corporate Secretariat Div. Managing Director Representative Director and Executive Vice President Director and Advisor for Nippon Steel and Sumikin Stainless Steel Corporation Representative Director and President, Nippon Steel and Sumikin Stainless Steel Corporation Director and Senior Advisor, Nippon Steel and Sumikin Stainless Steel Corporation (To Present)	0
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Notes:

1. There is no special interest between the Company and each of the said candidates.
2. Mr. Toshio Yonezawa is a candidate for Outside Corporate Auditor.
3. Reason for nominating Mr. Yonezawa as an Outside Corporate Auditor;

Mr. Yonezawa has insight into general management as well as broad knowledge and abundant experience acquired both at Nippon Steel Corporation and Nippon Steel and Sumikin Stainless Steel Corporation. The Company believes that he will be a competent Outside Corporate Auditor.
4. During Mr. Yonezawa's reign as Representative Director and Executive Vice President of Nippon Steel Corporation, Nippon Steel received a recommendation from the Japan Fair Trade Commission in January 2004 that it had violated the Anti-Monopoly Law by restraining the trade of cold-rolled stainless steel.

End.