

June 3, 2009

## To our shareholders

11-3, Shimbashi 5-chome, Minato-ku, Tokyo

### **Sumitomo Metal Mining Co., Ltd.**

Nobumasa Kemori, Representative Director and President

#### Convocation Notice of the 84<sup>th</sup> Ordinary General Meeting of Shareholders

Sumitomo Metal Mining Co., Ltd. hereby gives notice of the 84<sup>th</sup> Ordinary General Meeting of Shareholders as outlined below and requests your attendance.

If you are unable to attend, you may exercise your voting rights in writing or electronically (via the internet, etc.) and we ask that you examine the Shareholders' Meeting Reference Documents as follows and submit your approval or rejection for the proposals for resolution in accordance with the Instructions for Exercising Voting Rights on page 3 and ensure that this arrives at the Company by 5:40pm (Japan Time) on Wednesday, June 24, 2009.

1. Date and time: June 25, 2009 (Thursday) at 10:00am

2. Location: Grand Prince Hotel Akasaka, Crystal Palace (New Tower, 2F)  
1-2, Kioi-cho, Chiyoda-ku, Tokyo

#### 3. Agenda

Matters to be reported Reporting of the business report, consolidated financial statements and non-consolidated financial statements for the 84<sup>th</sup> business year (April 1, 2008 – March 31, 2009) and the results of audits of the consolidated financial statements for the 84<sup>th</sup> business year (April 1, 2008 – March 31, 2009) by the accounting auditor and the Board of Corporate Auditors.

Matters to be resolved

Proposal No.1: Partial amendments to the Articles of Incorporation

Proposal No.2: Election of eight (8) directors

Proposal No.3: Election of one (1) substitute corporate auditor

Proposal No.4: Payment of bonuses to directors

(Matters to be reported are shown in the document entitled "Report for the 84<sup>th</sup> Business Year" enclosed herein).

4. Matters concerning the exercise of voting rights

- (1) In the event of having voted multiple times electronically (via the Internet, etc.) or both by PC and by cell phone and the content of the vote, whether for or against, with respect to one proposal differs, the last vote exercised shall prevail.
- (2) In the event of having voted both in writing and electronically (via the Internet, etc.) and the content of the vote, whether for or against, with respect to one proposal differs, the vote exercised electronically shall prevail.

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\* If attending on the day, please submit the enclosed voting form to reception.

\* If any amendments to the shareholders' meeting reference documents, the business report, the consolidated financial statements or non-consolidated financial statements are made, notification of the details shall be provided on the Company's website (<http://www.smm.co.jp/>).

## **Instructions for Exercising Voting Rights**

### **1. Exercise of voting rights in writing**

Please indicate whether for or against the proposals on the enclosed voting form and send it to us by 5:40pm (Japan Time) on Wednesday, June 24, 2009.

### **2. Exercise of voting rights electronically**

#### **(1) Exercise of voting rights via the Internet**

- (i) Please access the voting rights exercise site (<http://webdk.net>), enter the voting rights exercise code and password appearing on the enclosed voting form and follow the instructions to register your vote either for or against the proposals. The voting rights exercise site can also be accessed on the Internet from a cell phone.
- (ii) The deadline for the exercise of voting rights on the Internet is 5:40pm (Japan Time), Wednesday, June 24, 2009.
- (iii) Any connection fees to providers or telephone charges, etc. for accessing the voting rights exercise site shall be borne by the shareholder.
- (iv) The following system environments are necessary to access the voting rights exercise site.
  - a. The Internet browser software necessary to access the voting rights exercise site using a PC is Microsoft® Internet Explorer 5.5 SP2 or higher or Netscape 6.2 or higher.
  - b. In order to ensure security when accessing the voting rights exercise site using a cell phone, a model enabling 128 bit SSL encrypted communication is necessary.(Microsoft is a registered trademark of Microsoft Corporation in the US and other countries. Netscape is a registered trademark of Netscape Communications Corporation in the US and other countries.)

Please contact the direct number below if you have any questions concerning the exercise of voting rights via the Internet.

Registrar of Shareholders :

Transfer Agent Department

Sumitomo Trust and Banking Company, Ltd.

0120-186-417 (open 24 hours)

#### **(2) Voting rights exercise platform for institutional investors**

Institutional investors may use voting rights exercise platform operated by ICJ (Investor Communications Japan Inc.) for institutional investors if having made an application for its use in advance.

## Shareholders' Meeting Reference Documents

### Proposals and Reference Matters

#### Proposal No.1: Partial amendments to the Articles of Incorporation

##### 1. Reasons for the amendments

Upon enforcement of the "Law for Partial Revision of the Law on Transfer of Bonds, etc. for Streamlining Settlement Concerning Stock Trading, etc." (Law No. 88 of 2004; hereinafter the "Law for Streamlining Settlement of Stocks, etc.") on of January 5, 2009, the book-entry transfer system of stocks became applied to all the stocks of listed companies (i.e. implementation of the stock certificate dematerialization). Accordingly, the Company will delete the provisions in the Company's Articles of Incorporation related to share certificates, beneficial shareholders and the register of beneficial shareholders, which became unnecessary, and make changes to provisions regarding notification by shareholders etc. Further, the Company will make necessary changes to the applicable provisions such as renumbering the Articles.

In addition, since the register of lost share certificates shall be prepared and retained until the day in one year after the day following the date of the enforcement date of the Law for Streamlining Settlement of Stocks, etc., the Company would like to establish necessary provisions in the Supplementary Provisions.

##### 2. Details of the amendments

The proposed amendments are as follows:

(Changes are underlined)

| Current Articles of Incorporation                                                                                                                                                                                                  | Proposed Amendment             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| <u>(Issuance of share certificates)</u><br><u>Article 6. The Company shall issue share certificates representing its shares.</u>                                                                                                   | (Deleted)                      |
| Article <u>7</u> . (Omitted)                                                                                                                                                                                                       | Article <u>6</u> . (Unchanged) |
| <u>(Type of share certificates)</u><br><u>Article 8. The type of share certificates to be issued by the Company shall be governed by the Share Handling Regulations to be established by resolution of the Board of Directors.</u> | (Deleted)                      |

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Proposed Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(Number of shares constituting one unit <u>and non-issuance of a share certificate for shares constituting less than one unit</u>)</p> <p>Article <u>9</u>. The number of shares to constituting one unit of shares of the Company shall be one thousand (1,000) shares.</p> <p><u>2. Any share certificate for shares constituting less than one unit shall not be issued by the Company; Provided, however, that this provision shall not apply to the matters otherwise provided for in the Share Handling Regulations.</u></p>                                                                                                                                                                                                                                                                                                                                  | <p>(Number of shares constituting one unit)</p> <p>Article <u>Z</u>. (Unchanged)</p> <p>(Deleted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p>(Rights with respect to shares constituting less than one unit)</p> <p>Article <u>10</u>. A shareholder <u>(including a beneficial shareholder; hereinafter the same interpretation shall apply)</u> may not exercise rights with respect to shares constituting less than one unit other than those specified in the following sections:</p> <ol style="list-style-type: none"> <li>(1) Right specified in each item of Article 189, Paragraph 2 of the Company Law.</li> <li>(2) Right to make requests to the Company provided for in Article 166, Paragraph 1 of the Company Law.</li> <li>(3) Right to receive share subscription or to receive allotment of stock acquisition rights in accordance with the number of shares held by the shareholder.</li> <li>(4) Right to request sale of shares constituting less than one unit to the Company.</li> </ol> | <p>(Rights with respect to shares constituting less than one unit)</p> <p>Article <u>8</u>. A shareholder may not exercise rights with respect to shares constituting less than one unit other than those specified in the following sections:</p> <ol style="list-style-type: none"> <li>(1) Right specified in each item of Article 189, Paragraph 2 of the Company Law.</li> <li>(2) Right to make requests to the Company provided for in Article 166, Paragraph 1 of the Company Law.</li> <li>(3) Right to receive share subscription or to receive allotment of stock acquisition rights in accordance with the number of shares held by the shareholder.</li> <li>(4) Right to request sale of shares constituting less than one unit to the Company.</li> </ol> |
| <p>Article <u>11</u>. (Omitted)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p>Article <u>9</u>. (Unchanged)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Proposed Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(Registrar of shareholders)</p> <p>Article <u>12</u>. The Company shall have a registrar of shareholders.</p> <p>2. The registrar of shareholders and its business office shall be selected by resolution of the Board of Directors and public notice shall be given of such matters.</p> <p>3. Preparation and retention of the register of shareholders <u>(including the register of beneficial shareholders; the same applies hereinafter)</u>, the ledger of stock acquisition rights <u>and the register of lost share certificates</u> of the Company, as well as any other business with respect to the register of shareholders, ledger of stock acquisition rights <u>and the register of lost share certificates</u> of the Company, shall be entrusted to the registrar of shareholders and shall not be handled by the Company.</p> | <p>(Registrar of shareholders)</p> <p>Article <u>10</u>. (Unchanged)</p> <p>2. (Unchanged)</p> <p>3. Preparation and retention of the register of shareholders <u>and</u> the ledger of stock acquisition rights of the Company, as well as any other business with respect to the register of shareholders <u>and</u> ledger of stock acquisition rights of the Company, shall be entrusted to the registrar of shareholders and shall not be handled by the Company.</p>                                                                                                                                                                                                                            |
| <p>(Notification by shareholders etc.)</p> <p>Article <u>13</u>. Shareholders, registered pledgees of shares or their legal agents or representatives shall file <u>with the transfer agent of the Company notification of their names, addresses and seals</u>.</p> <p>2. Shareholders and registered pledgees of shares or their legal representatives residing in foreign countries shall <u>set up their provisional addresses or their proxies in Japan and file notification of such matters with the transfer agent of the Company</u>.</p> <p>3. The same shall apply when any changes occurs in the matters notified under the preceding two paragraphs.</p>                                                                                                                                                                               | <p>(Notification by shareholders etc.)</p> <p>Article <u>11</u>. Shareholders, registered pledgees of shares or their legal agents or representatives shall file <u>notification of their names and addresses through account management institutions such as securities companies and the Japan Securities Depository Center, Inc.</u></p> <p>2. Shareholders and registered pledgees of shares or their legal representatives residing in foreign countries shall <u>file notification of their provisional addresses or their proxies in Japan through account management institutions such as securities companies and the Japan Securities Depository Center, Inc.</u></p> <p>3. (Unchanged)</p> |

| Current Articles of Incorporation                            | Proposed Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Article <u>14</u> to <u>52</u> (Omitted)</p> <p>(New)</p> | <p>Article <u>12</u> to <u>50</u> (Unchanged)</p> <p><u>(Supplementary Provisions)</u></p> <p><u>(Preparation and retention of the register of lost share certificates of the Company)</u></p> <p><u>Article 1. Preparation and retention of the register of lost share certificates of the Company, as well as any other business with respect to the register of lost share certificates of the Company, shall be entrusted to the registrar of shareholders and shall not be handled by the Company.</u></p> <p><u>Article 2. The preceding Article and this Article shall be in effect until January 5, 2010 and shall be deleted.</u></p> |

**Proposal No.2: Election of eight (8) directors**

All directors (8 directors) will have finished their term of office at the conclusion of this Meeting. Therefore, the Company proposes the election of eight (8) directors.

The candidates for the directors are as follows.

| Candidate No. | Name<br>D.O.B.                       | Brief history, position, area of responsibility, and representation of other companies and organizations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Shareholding of the Company |
|---------------|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 1             | Koichi Fukushima<br>October 18, 1941 | <p>April 1964<br/>Joined the Company</p> <p>June 1993<br/>Director</p> <p>June 1997<br/>Managing Director</p> <p>June 1999<br/>Senior Managing Director</p> <p>April 2000<br/>Representative Director<br/>President and Director</p> <p>June 2001<br/>President</p> <p>June 2007<br/>Chairman of the Board</p> <p>As of June 1, 2009<br/>Representative Director<br/>Chairman of the Board</p>                                                                                                                                                                                                                            | 42,000 shares               |
| 2             | Nobumasa Kemori<br>April 12, 1951    | <p>September 1980<br/>Joined the Company</p> <p>July 1998<br/>General Manager of Nickel Refinery of Besshi-Niihama District Div.</p> <p>July 2002<br/>General Manager of Nickel Dept. of Non-Ferrous Metals Div.</p> <p>June 2004<br/>Executive Officer<br/>Senior Deputy General Manager of Non-Ferrous Metals Div.</p> <p>June 2006<br/>Director<br/>Managing Executive Officer<br/>General Manager of Non-Ferrous Metals Div.</p> <p>June 2007<br/>Representative Director<br/>President and Director<br/>President</p> <p>As of June 1, 2009<br/>Representative Director<br/>President and Director<br/>President</p> | 17,000 shares               |

| Candidate No. | Name<br>D.O.B.                  | Brief history, position, area of responsibility, and representation of other companies and organizations                                                                                                                                                                                                                                                                                                                       | Shareholding of the Company |
|---------------|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 3             | Masashi Koike<br>August 7, 1948 | <p>April 1972<br/>Joined the Company</p> <p>June 2002<br/>Executive Officer</p> <p>October 2002<br/>General Manager of General Affairs Dept.</p> <p>June 2003<br/>Director</p> <p>June 2005<br/>Managing Executive Officer</p> <p>June 2007<br/>Senior Managing Executive Officer</p> <p>June 2008<br/>Representative Director</p> <p>As of June 1, 2009<br/>Representative Director<br/>Senior Managing Executive Officer</p> | 19,000 shares               |
| 4             | Ichiro Abe<br>January 18, 1948  | <p>April 1970<br/>Joined the Company</p> <p>June 2003<br/>Executive Officer</p> <p>February 2004<br/>General Manager of Mineral Resources Div.</p> <p>June 2005<br/>Managing Executive Officer</p> <p>June 2007<br/>Director<br/>Senior Managing Executive Officer</p> <p>As of June 1, 2009<br/>Director<br/>Senior Managing Executive Officer<br/>General Manager of Mineral Resources Div.</p>                              | 15,000 shares               |

| Candidate No. | Name<br>D.O.B.                 | Brief history, position, area of responsibility, and representation of other companies and organizations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Shareholding of the Company |
|---------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 5             | Naoki Tajiri<br>March 10, 1949 | <p>April 1972<br/>Joined the Company</p> <p>June 2001<br/>General Manager of Finance &amp; Accounting Dept.</p> <p>June 2003<br/>Executive Officer</p> <p>July 2004<br/>General Manager of Management Service Center</p> <p>June 2005<br/>General Manager of Information Systems Dept.</p> <p>June 2006<br/>Managing Executive Officer</p> <p>June 2008<br/>Director<br/>Senior Managing Executive Officer<br/>General Manager of Corporate Planning Dept.<br/>General Manager of Information Systems Dept.<br/>General Manager of Affiliated Business Administration Dept.</p> <p>As of June 1, 2009<br/>Director<br/>Senior Managing Executive Officer<br/>General Manager of Corporate Planning Dept.<br/>General Manager of Information Systems Dept.</p> | 12,000 shares               |
| 6             | Kozo Baba<br>April 25, 1949    | <p>April 1975<br/>Joined the Company</p> <p>June 2000<br/>General Manager of Niihama Research Laboratories of Non-Ferrous Metals Div.</p> <p>June 2004<br/>Executive Officer<br/>Senior Deputy General Manager of Technology Div.</p> <p>June 2007<br/>Managing Executive Officer<br/>General Manager of Technology Div.</p> <p>June 2008<br/>Director</p> <p>As of June 1, 2009<br/>Director<br/>Managing Executive Officer<br/>General Manager of Technology Div.</p>                                                                                                                                                                                                                                                                                       | 2,000 shares                |

| Candidate No. | Name<br>D.O.B.                    | Brief history, position, area of responsibility, and representation of other companies and organizations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Shareholding of the Company |
|---------------|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 7             | Yoshiaki Nakazato<br>May 13, 1953 | <p>April 1976<br/>Joined the Company</p> <p>December 1997<br/>General Manager of Administration Dept. of Electronics Div.</p> <p>June 2004<br/>General Manager of Corporate Planning Dept.</p> <p>June 2005<br/>Executive Officer</p> <p>June 2006<br/>Director</p> <p>June 2007<br/>General Manager of Affiliated Business Administration Dept.</p> <p>June 2008<br/>Managing Executive Officer<br/>General Manager of Advanced Materials Div.</p> <p>October 2008<br/>General Manager of Semiconductor Materials Div.</p> <p>As of June 1, 2009<br/>Director<br/>Managing Executive Officer<br/>General Manager of Semiconductor Materials Div.</p> | 11,000 shares               |
| 8             | Tsutomu Ushijima<br>July 16, 1950 | <p>April 1976<br/>Registered as a lawyer</p> <p>April 1982<br/>Established Ushijima Law and Tax Accountant Firm</p> <p>June 1982<br/>Registered as a Certified Public Tax Accountant</p> <p>January 1994<br/>Established Ushijima Teramae Law Firm (currently Ushijima, Teramae &amp; Wada Law Firm)</p> <p>June 2003<br/>Corporate Auditor of the Company</p> <p>June 2007<br/>Director of the Company</p> <p>As of June 1, 2009<br/>Lawyer<br/>Certified Public Tax Accountant<br/>Director of the Company</p>                                                                                                                                      | 0 shares                    |

- (Notes) 1. Mr. Tsutomu Ushijima is a candidate for outside director who satisfies the requirements of an outside director as set out in Article 2.3 (7) of the Enforcement Regulations of the Company Law of Japan.
2. The following are items pertaining to the candidate for outside director.
- (1) Reasons for his candidacy as outside director
- Mr. Tsutomu Ushijima has special knowledge and a wealth of experience as a lawyer. He has been presented as a candidate for outside director because he is expected to strengthen corporate governance by providing suggestions on overall company management particularly from the perspective of compliance based on his knowledge and experience.
- He has not participated in corporate management in any form other than as an outside director or outside

corporate auditor, however, we determined that he is able to appropriately serve as an outside director for the above reasons.

(2) Number of years from the appointment as outside director

Mr. Tsutomu Ushijima is currently an outside director of the Company and will have served as outside director for two (2) years at the conclusion of this Meeting.

(3) Limited liability agreement with the outside director

The Company has entered into a limited liability agreement with Mr. Tsutomu Ushijima limiting his maximum liability to ¥10 million or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher, if this proposal is approved in its original version, the Company shall continue the agreement with him.

**Proposal No. 3: Election of one (1) substitute corporate auditor**

In case the number of corporate auditors falls below the number specified by laws and ordinances or the Articles of Incorporation, the Company proposes the election of one (1) corporate auditor as a substitute for Mr. Katsumi Maeda, who is an outside corporate auditor, or Mr. Takayuki Kurata who is an outside corporate auditor.

The Company has obtained the consent from the Board of Corporate Auditors.

The candidate for the substitute corporate auditor is as follows.

| Name<br>D.O.B.                    | Brief history, position, area of responsibility, and representation of other companies and organizations                                                                                                                                                                                                                                                                                                                                                                      | Shareholding of the Company |
|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| Norihiro Fukatsu<br>July 13, 1947 | April 1974<br>Teaching Fellow at the Faculty of Engineering of Osaka University<br>October 1981<br>Lecturer at Faculty of Engineering of Nagoya Institute of Technology<br>June 1989<br>Associate Professor of Faculty of Engineering of Nagoya Institute of Technology<br>April 2003<br>Professor of Graduate School of Engineering of Nagoya Institute of Technology<br>As of June 1, 2009<br>Professor of Graduate School of Engineering of Nagoya Institute of Technology | 0 shares                    |

- (Notes)
1. Mr. Norihiko Fukatsu is a candidate for outside corporate auditor as set out in Article 2.3 (8) of the Enforcement Regulations of the Company Law of Japan.
  2. Mr. Norihiko Fukatsu has specialized knowledge as a researcher in the field of metallurgical engineering. He has been presented as a candidate for substitute outside corporate auditor because he is expected to perform his role as outside corporate auditor by utilizing his knowledge and backed by his learning as a university professor. He has never participated in corporate management, however, we determined that he can appropriately serve as outside corporate auditor for the reasons stated above.

**Proposal No.4: Payment of bonuses to directors**

The Company proposes the payment of a total of ¥30 million to the seven (7) directors excluding outside director Mr. Tsutomu Ushijima among eight (8) directors who were in office as of the end of the business year under review as the directors' bonuses. The directors' bonuses of the Company are calculated by considering the results of the Company and reflecting the performance of each director.