

HITACHI LTD
Form 6-K
June 30, 2004
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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER

**PURSUANT TO RULE 13A-16 OR 15D-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of June 2004

Commission File Number 1-8320

Hitachi, Ltd.

(Translation of registrant's name into English)

6, Kanda-Surugadai 4-chome, Chiyoda-ku, Tokyo 101-8010, Japan

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

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This report on Form 6-K contains the following:

1. Translation of the Notice of Holding the 135th Ordinary General Meeting of Shareholders.
2. Press release dated June 21, 2004 regarding appointment of new executive officer accompanying planned merger of Hitachi, Ltd., TOKICO LTD. and Hitachi Unisia Automotive, Ltd.
3. Translation of the Report on the Matter Reported and Resolutions Adopted at the 135th Ordinary General Meeting of Shareholders.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Hitachi, Ltd.

(Registrant)

Date June 30, 2004

By /s/ Takashi Hatchoji

Takashi Hatchoji
Senior Vice President and Executive Officer

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(Translation)

Hitachi, Ltd.

6, Kanda-Surugadai 4-chome

Chiyoda-ku, Tokyo

June 1, 2004

To Our Shareholders

Re: Notice of Holding the 135th Ordinary General Meeting of Shareholders

Dear Sir/Madam:

This is to inform you that the 135th Ordinary General Meeting of Shareholders of Hitachi, Ltd. (the Company) will be held as follows:

- 1. Date** **Thursday, June 24, 2004 at 10:00 a.m.**
- 2. Location** **Higashi-Ochanomizu Building**
29, Kanda-Awajicho 2-chome, Chiyoda-ku, Tokyo

3. Agenda

Reporting Matter

Report on the Business Report, the Statement of Income and the Appropriation of Retained Earnings for the 135th Business Term (from April 1, 2003 to March 31, 2004) and the Balance Sheet as of March 31, 2004

Matters to Be Resolved

- Item No. 1** Amendment to the Articles of Incorporation

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- Item No. 2** Election of 14 Directors due to expiration of the term of office of all Directors
- Item No. 3** Issuance of stock acquisition rights for the purpose of granting stock options

Very truly yours,

Etsuhiko Shoyama

President and Chief Executive Officer

The Business Report, the Balance Sheet, the Statement of Income, the Appropriation of Retained Earnings, the Transcripts of Accounting Auditors' Audit Report and the Audit Committee's Audit Report to be provided along with the Notice of Holding the General Meeting of Shareholders, reference information regarding exercise of right to vote on resolutions and the substance of agenda Items No. 1 and 3 are included in the following pages.

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Aggregate number of voting rights owned by shareholders 3,261,425 (As of March 31, 2004)

Matters to Be Resolved

Item No. 1 Amendment to the Articles of Incorporation

Pursuant to the Law to Amend Part of the Commercial Code and the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha (2003 Law No. 132), a company may repurchase its own shares by resolution of the board of directors if it has a relevant provision in its articles of incorporation.

The Company hereby proposes that in order to enable it to repurchase its own shares swiftly as part of its policy on distribution to shareholders based on a consideration of its financial conditions, market conditions and other relevant factors, required amendment be made to the Articles of Incorporation, as described below:

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| <u>Currently in Force</u> | <u>Proposed Amendment (underlined)</u> | <u>Reason for Amendment</u> |
|--|---|--|
| (to be established) | <p><u>Article 7. (Repurchase of its own shares)</u></p> <p><u>The Company may repurchase its own shares by resolution of the Board of Directors pursuant to Article 211-3, paragraph 1, item 2 of the Commercial Code of Japan.</u></p> | <p>The Company intends to have a provision to enable it to repurchase its own shares by resolution of the Board of Directors with the aim of the swift implementation of the Company's capital policy.</p> |
| <p>Article 7 to Article 33. (provisions omitted)</p> | <p>Article <u>8</u> to Article <u>34</u>. (provisions omitted)</p> | <p>The Company intends to change the numbering of these Articles by increasing one number each.</p> |

Table of Contents**Item No. 2 Election of 14 Directors due to expiration of the term of office of all Directors**

Due to expiration at the close of this Meeting of the term of office of all the present Directors, it is proposed that Directors be elected. Election of Directors shall not be made in accordance with cumulative voting, in conformity with the provision of the Articles of Incorporation of the Company.

Candidates for Directors are as follows. All candidates have agreed to take office as Directors assuming that they are elected at this Meeting.

| No. | Name (Date of Birth) | Principal Occupation | Brief Personal History | Outstanding Shares of Hitachi, Ltd. Owned | Conflict of Interest |
|-----|------------------------------------|--|--|--|----------------------------|
| 1 | Tsutomu Kanai (Feb. 26, 1929) | Chairman of the Board, Hitachi, Ltd. | 5/1958 Joined Hitachi, Ltd. 6/1985 Executive Managing Director 6/1987 Senior Executive Managing Director 6/1989 Executive Vice-President and Director 6/1991 President and Representative Director 4/1999 Chairman of the Board and Representative Director 6/2003 Chairman of the Board | 76,500 shares | None |
| 2 | Etsuhiko Shoyama (Mar. 9, 1936) | Representative Executive Officer President, Chief Executive Officer and Director, Hitachi, Ltd. | 4/1959 Joined Hitachi, Ltd. 6/1991 Director 6/1993 Executive Managing Director 6/1995 Senior Executive Managing Director 6/1997 Executive Vice-President and Representative Director 4/1999 President and Representative Director 6/2003 Representative Executive Officer, President, Chief Executive Officer and Director | 69,000 | None |
| 3 | Yoshiki Yagi (Feb. 27, 1938) | Director, Hitachi, Ltd. | 4/1960 Joined Hitachi, Ltd. 6/1991 Director 6/1993 Executive Managing Director | 68,250 | None |

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| | | | | | | |
|---|------------------------------------|--|---------|--|--------|------|
| | | | 6/1997 | Senior Executive Managing Director | | |
| | | | 4/1999 | Executive Vice President and Representative Director | | |
| | | | 6/2003 | Representative Executive Officer, Executive Vice President, Executive Officer and Director | | |
| | | | 4 /2004 | Director | | |
| 4 | Kotaro Muneoka (Oct. 30, 1940) | Director, Hitachi, Ltd. | 4/1964 | Joined Hitachi, Ltd. | | |
| | | | 4/1999 | Senior Vice President and Director | | |
| | | | 4/2001 | Director | 24,000 | None |
| | | | 6/2001 | Corporate Auditor | | |
| | | | 6/2003 | Director | | |
| 5 | Takashi Miyoshi (Sep. 25, 1947) | Senior Vice President and Executive Officer, Hitachi, Ltd. | 4/1970 | Joined Hitachi, Ltd. | | |
| | | | 6/2002 | General Manager, Finance Department I | | |
| | | | 4/2003 | General Manager, Finance and Finance Department I | 17,000 | None |
| | | | 6/2003 | Executive Officer | | |
| | | | 4/2004 | Senior Vice President and Executive Officer | | |

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| No. | Name (Date of Birth) | Principal Occupation | Brief Personal History | Outstanding Shares of Hitachi, Ltd. Owned | Conflict of Interest |
|-----|----------------------------------|---|--|--|----------------------------|
| 6 | Ginko Sato (Jul. 6, 1934) | President, Japan Association for the Advancement of Working Women Director, Hitachi, Ltd. | 4/1958 6/1985 1/1986 7/1990 10/1991 7/1995 7/1998 8/2001 6/2003 | 2,000 | None |
| 7 | Hiromichi Seya (Oct. 7, 1930) | Senior Corporate Advisor, Asahi Glass Company, Limited (Asahi Glass) Director, Hitachi, Ltd. | 4/1954 3/1985 3/1987 3/1988 3/1990 3/1992 6/1998 6/2002 6/2003 3/2004 | 4,000 | None |
| 8 | Akira Chihaya (Mar. 6, 1935) | Representative Director and | 4/1957 | | |

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| | | | | | | |
|----|--------------------------------------|--|--|---|--------|------|
| | | Chairman of the Board, NIPPON STEEL CORPORATION | 6/1987 6/1991 6/1995 | STEEL CORPORATION) Director Managing Director Representative Director and Executive Vice President | | |
| | | Representative Director and President, Tekko Kaikan Co., Ltd. | 4/1998 | Representative Director and President | | |
| | | Director, Hitachi, Ltd. | 4/2003 6/2003 | Representative Director and Chairman of the Board Director, Hitachi, Ltd. | | |
| 9 | Toshiro Nishimura (Apr. 10, 1933) | Attorney at Law | 4/1961 5/1966 | Member of the First Tokyo Bar Association Senior Partner of Nishimura & Partners | 1,000 | None |
| | | Director, Hitachi, Ltd. | 6/2003 1/2004 | Director, Hitachi, Ltd. Founder, Senior Counsel, Nishimura & Partners | | |
| 10 | Isao Uchigasaki (Jan. 2, 1939) | Chairman of the Board, Hitachi Chemical Co., Ltd. (Hitachi Chemical) | 4/1962 4/1963 6/1991 | Joined Hitachi, Ltd. Joined Hitachi Chemical Board Director | | |
| | | Hitachi Group Executive Officer, Hitachi, Ltd. | 6/1993 6/1997 4/2003 6/2003 4/2004 | Executive Managing Director President and Representative Director Chairman of the Board and Representative Director Chairman of the Board Hitachi Group Executive Officer, Hitachi, Ltd. | 10,000 | None |

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| No. | Name (Date of Birth) | Principal Occupation | Brief Personal History | Outstanding Shares of Hitachi, Ltd. Owned | Conflict of Interest |
|-----|-------------------------------------|---|---|--|----------------------------|
| 11 | Takashi Kawamura (Dec. 19, 1939) | Chairman of the Board and Representative Executive Officer, Hitachi Software Engineering Co., Ltd. (Hitachi Software Engineering) | 4/1962 Joined Hitachi, Ltd. 6/1995 6/1997 Director 4/1999 Executive Managing Director | 37,000 | Note (2) |
| | | Director, Hitachi, Ltd. | 4/2003 Executive Vice President and Representative Director 6/2003 Director Chairman of the Board and Representative Executive Officer, Hitachi Software Engineering | | |
| 12 | Yoshiro Kuwata (Sep. 1, 1936) | Chairman of the Board and Representative Executive Officer, Hitachi High-Technologies Corporation (Hitachi High-Technologies) | 6/1961 Joined Hitachi, Ltd. 6/1993 6/1995 Director 6/1997 4/1999 Executive Managing Director | 27,700 | Note (3) |
| | | Director, Hitachi, Ltd. | 6/2003 Senior Executive Managing Director Executive Vice President and Representative Director Representative Executive Officer, Executive Vice President, Executive Officer and Director | | |
| | | | Chairman of the Board and Representative Executive Officer, Hitachi High-Technologies | | |
| | | | 4/2004 Director | | |
| 13 | Hiroshi Kuwahara (Nov. 23, 1935) | Chairman of the Board and Representative Executive Officer, Hitachi Maxell, Ltd. (Hitachi Maxell) | 4/1960 Joined Hitachi, Ltd. 6/1989 6/1991 Director 6/1993 6/1995 Executive Managing Director | 31,600 | Note (4) |
| | | Director, Hitachi, Ltd. | Senior Executive Managing Director Executive Vice-President and Representative Director 6/1999 Vice Chairman of the Board and Representative Director 1/2001 Executive member of Council for Science & Technology Policy, Cabinet Office | | |

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| | | | | | |
|----|--------------------|--|--|---|-------|
| | | | Director | | |
| | | 1/2003 | Vice Chairman of the Board and Representative Director | | |
| | | 4/2003 | Director | | |
| | | 6/2003 | Chairman of the Board and Representative Executive Officer, Hitachi Maxell | | |
| 14 | Masayoshi Hanabusa | Chairman of the Board, Hitachi Capital Corporation (Hitachi Capital) | 4/1957 | Joined Hitachi Sales Corporation | |
| | (Oct. 10, 1934) | | 8/1960 | Joined Hitachi Credit Corporation (currently Hitachi Capital) | 8,050 |
| | | | 6/1977 | Director | None |
| | | Director, Hitachi, Ltd. | 6/1983 | Executive Managing Director | |
| | | | 6/1987 | Senior Executive Managing Director | |
| | | | 6/1991 | President and Representative Director | |
| | | | 6/2001 | Chairman of the Board and Representative Director | |
| | | | 6/2003 | Chairman of the Board | |
| | | | | Director, Hitachi, Ltd. | |

Notes: (1) Mr. Akira Chihaya is the Representative Director and Chairman of the Board of NIPPON STEEL CORPORATION (NSC). Both NSC and the Company conduct businesses in the area of power and industrial systems. Additionally, the Company has continuous transactions with NSC, including purchases of steel products of NSC through trading firms and sales of rolling mill control systems and electric machinery to NSC. The amount of such business is negligible, in comparison to the revenues and procurement costs of both companies. The Company has no special interest in Tekko Kaikan Co., Ltd., for which Mr. Chihaya serves as Representative Director and President.

(2) Mr. Takashi Kawamura is the Representative Executive Officer of Hitachi Software Engineering. Both Hitachi Software Engineering and the Company conduct businesses in the area of information & telecommunication systems. Additionally, the Company has continuous transactions with Hitachi Software Engineering, including purchases of software from Hitachi Software Engineering and sales of computers to Hitachi Software Engineering. The two

companies also have dealings with each other in the form of loans under the Hitachi Group s centralized financial management system.

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- (3) Mr. Yoshiro Kuwata is the Representative Executive Officer of Hitachi High-Technologies. Both Hitachi High-Technologies and the Company conduct businesses in the areas of sales of information systems and medical equipment, etc. Additionally, the Company has continuous transactions with Hitachi High-Technologies, including purchases of information system equipment and electronic components from Hitachi High-Technologies and sales of information system equipment to Hitachi High-Technologies. The two companies also have dealings with each other in the form of loans under the Hitachi Group's centralized financial management system.
- (4) Mr. Hiroshi Kuwahara is the Representative Executive Officer of Hitachi Maxell. Both Hitachi Maxell and the Company conduct businesses in the area of digital media related products. Additionally, the Company has continuous transactions with Hitachi Maxell, including purchases of batteries from Hitachi Maxell and sales of components for computers and software to Hitachi Maxell. The two companies also have dealings with each other in the form of loans under the Hitachi Group's centralized financial management system.
- (5) Ms. Ginko Sato, Mr. Hiromichi Seya, Mr. Akira Chihaya and Mr. Toshiro Nishimura are candidates who fulfill the qualification requirements to be outside directors as provided for in Article 188.2.7-2 of the Commercial Code of Japan.

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Item No. 3 Issuance of stock acquisition rights for the purpose of granting stock options

To afford incentives to and raise the morale of the Directors, Executive Officers and employees to contribute to increasing the value of the Company, it is hereby proposed that the Company issue the stock acquisition rights without any consideration for the purpose of granting stock options pursuant to Article 280-20 and Article 280-21 of the Commercial Code of Japan.

The substance of the proposition to be submitted by the Board of Directors with regard to the issuance of stock acquisition rights is set forth below:

1. Qualified persons to be allocated the stock acquisition rights (the Rights)

Directors, Executive Officers and employees of the Company

2. Class and number of shares to be issued upon exercise of the Rights

Not more than 1,500,000 shares of the Company's common stock (the Common Stock) in total.

In the event that the Company splits or consolidates its Common Stock, the number of shares to be issued upon exercise of the Rights shall be adjusted according to the following formula.

$$\begin{array}{l} \text{Number of} \\ \text{shares after} \\ \text{adjustment} \end{array} = \frac{\text{Number of shares} \\ \text{before adjustment}}{\times \text{Ratio of stock split or consolidation}}$$

Any fraction less than one share derived in consequence of adjustment shall be rounded down to the nearest one share.

3. Total number of the Rights to be issued

Not more than 1,500 Rights in total. The number of shares to be issued upon exercise of each Right shall be 1,000, which shall be adjusted in accordance with the preceding provision.

4. Issue price of the Rights

No consideration shall be paid.

5. Amount to be paid upon exercise of the Rights

The amount to be paid per share upon exercise of the Rights (the Exercise Price) shall be 1.05 times of the market price (the Market Price), which is not lower price of either (i) the average of the closing price (including indication of any bid or offer) of a Common Stock on the Tokyo Stock Exchange on each of the thirty consecutive trading days commencing on the forty-fifth trading day preceding the issue date (excluding the number of days on which no closing price is quoted) or (ii) the closing price of the issue date (or if no closing price is quoted on the issue date, the latest closing price before the issue date shall be applied). Any fraction less than one yen shall be rounded up to the nearest one yen.

In the event that the Company issues new shares or reissues its own shares at price less than the Market Price (excluding the issue of shares resulting from the exercise of the stock acquisition rights) after the issue date, the Exercise Price will be subject to adjustment in accordance with the following formula, and any fraction less than one yen derived in consequence of adjustment shall be rounded up to the nearest one yen.

$$\begin{array}{r}
 \text{Exercise} \\
 \text{Price after} \\
 \text{adjustment}
 \end{array}
 =
 \begin{array}{r}
 \text{Exercise} \\
 \text{Price} \\
 \text{before} \\
 \text{adjustment}
 \end{array}
 \times
 \begin{array}{r}
 \text{Number} \\
 \text{of shares} \\
 \text{already} \\
 \text{issued} \\
 \\
 \text{Number} \\
 \text{of shares} \\
 \text{already} \\
 \text{issued}
 \end{array}
 +
 \begin{array}{r}
 \text{Number of} \\
 \text{new shares} \\
 \text{to be issued} \\
 \\
 \text{Market Price per share before} \\
 \text{issue} \\
 \\
 \text{Number of new} \\
 \text{shares to be} \\
 \text{issued}
 \end{array}
 \times
 \begin{array}{r}
 \text{Amount} \\
 \text{to be paid} \\
 \text{per share}
 \end{array}$$

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In the above formula, the number of its own shares shall be excluded from the number of shares already issued. In the case of the reissue of its own shares, Number of new shares to be issued means Number of its own shares to be reissued and Market Price per share before issue means Market Price per share before reissue.

Upon stock split or consolidation of Common Stocks, the Exercise Price will be subject to adjustment in accordance with the following formula, and any fraction less than one yen derived in consequence of adjustment shall be rounded up to the nearest one yen.

$$\begin{array}{l}
 \text{Exercise} \\
 \text{Price} \\
 \text{after} \\
 \text{adjustment}
 \end{array}
 =
 \begin{array}{l}
 \text{Exercise} \\
 \text{Price} \\
 \text{before} \\
 \text{adjustment}
 \end{array}
 \times
 \frac{1}{\text{Ratio of stock split or consolidation}}$$

6. Period during which the Rights may be exercised

The Rights will be exercisable within a three-year period following one year from the issue date.

7. Conditions for exercise of the Rights

- (1) In the event a person holding the Rights loses the position of Director, Executive Officer or employee of the Company, such person may exercise the Rights only within the succeeding six months of such event. In the event of the death of the person, the Rights expire immediately.
- (2) Other terms of exercising the Rights shall be subject to the provisions in granting agreement between the Company and each qualified person.

8. Cancellation of the Rights

The Company may acquire and cancel the Rights at any time without consideration.

9. Restriction on the transfer of the Rights

The approval by the Board of Directors of the Company shall be required for transfer of the Rights.

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Reporting Matter

Report on the Business Report, the Statement of Income and the Appropriation of Retained Earnings for the 135th Business Term (from April 1, 2003 to March 31, 2004) and the Balance Sheet as of March 31, 2004

1. Business Report (from April 1, 2003 to March 31, 2004)

(1) General

Business Results

During the year under review, the Japanese economy recovered at a gradual but increasingly robust pace, powered by an increase in private-sector plant and equipment investment, rising exports and a burgeoning upturn in consumer spending.

Against this business environment, Hitachi moved to put in place a new Group-wide corporate structure designed to strengthen profitability. Major steps taken so far include the transfer of system LSI-centered semiconductor operations to Renesas Technology Corp., a company established jointly with Mitsubishi Electric Corporation, and the founding of Hitachi Global Storage Technologies by consolidating Hitachi's hard disk drive operations with similar operations acquired from IBM in the United States.

Business Results on an unconsolidated basis for the year under review were substantially affected by the above-mentioned reorganization of corporate structure. Orders received during the year declined 21% from the preceding year, to JPY2,369.9 billion, sales were down 20%, to JPY2,488.8 billion, and the year-end order backlog was JPY1,797.2 billion. Operating income amounted to JPY7.5 billion and ordinary income to JPY20.1 billion. While the Company posted extraordinary gain of JPY68.8 billion consisting of JPY61.8 billion from the sale of affiliated companies' common stock and investments in securities and JPY7.0 billion from the sale of land, it posted extraordinary loss of JPY10.1 billion for impairment loss on investments and securities. Taking these items into account, net income increased 42%, to JPY40.1 billion.

Measures Taken

During the year under review, the Company launched a medium-term management plan, the i.e. Hitachi Plan II, defining major management goals and key strategies through fiscal 2005. In line with the plan, a vigorous initiative is underway to reinforce existing operations and create new businesses capable of serving as engines of future growth.

Rejuvenation of existing operations is being pursued by designating strategic businesses as the Inspire A Business, which is invigorated by tight cooperation among business groups, R&D and corporate headquarters. One product of this growth initiative is a business called storage solutions that offers customers assistance in storing and exploiting massive amounts of information. Another is the Wooo brand high-definition equipment

business focusing chiefly on plasma TVs.

In the area of new business creation, the Hitachi Group is moving forward with broad-based R&D aimed at developing backbone technologies for utilizing advanced electronics and electric motorization to realize a next-generation car with markedly enhanced performance in environmental protection, safety and intelligence. In a move that will help to accelerate growth of the automotive equipment business, the Company has agreed with TOKICO LTD. and Hitachi Unisia Automotive, Ltd., both Hitachi Group companies, to merge on October 1, 2004.

As part of the ongoing reform of personnel practices, a system was introduced for rewarding non-managerial employees in accordance with the value they create through their jobs. This system, together with a similar one already in effect for managers, rounds out a full-blown merit system linking remuneration to performance and results. By motivating and drawing maximum performance from individual employees, this system is expected to make a substantial contribution to maintaining and increasing corporate vitality.

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At the 134th Ordinary General Meeting of Shareholders held in June 2003, approval was obtained for adoption of the Committee System aimed at strengthening corporate governance. Under the new structure, the Board of Directors decides basic management policies but is not directly involved in their execution. Company operations are instead delegated to Executive Officers elected by the Board of Directors and their performance is supervised by the Board of Directors. This division of functions enables the Executive Officers to conduct the Company's business with a high degree of flexibility. In addition, a Nominating Committee, Audit Committee and Compensation Committee have been established within the Board of Directors to enhance supervision by the Board of Directors. A majority of the members of each Committee are outside Directors.

Business Results by Operating Sector**[Sales by Operating Sector]**

| Operating Sector | (Billions of yen) | | |
|--|--------------------------|----------------|----------------|
| | 2002(A) | 2003(B) | (B)/(A) |
| Information & Telecommunication Systems | 1,440.0 | 1,366.7 | 95% |
| Electronic Devices | 495.6 | | % |
| Power & Industrial Systems | 955.4 | 843.1 | 88% |
| Digital Media & Consumer Products | 221.3 | 278.9 | 126% |
| Total | 3,112.4 | 2,488.8 | 80% |

- Notes: (1) The businesses of each sector are set out in (7) Main Products and Services.
- (2) The Electronic Devices sector was integrated into the Digital Media & Consumer Products sector from the fiscal year 2003, in accordance with the separation of the Displays Group on October 1, 2002, and the separation of the Semiconductor & Integrated Circuits Group excluding DRAM business on April 1, 2003.
- (3) In accordance with changes in the Company's organization, segmentation of some products has been revised.
- (4) Since the Company separated the Data Storage Systems Division of the Information & Telecommunication Systems Group, which had been part of the Information & Telecommunication Systems sector, on April 1, 2003, sales of the separated operation are not included in the Information & Telecommunication Systems sector on and after such date.

[Information & Telecommunication Systems]

Sector sales decreased 5% due to the separation of the hard disk drive operations on April 1, 2003. The Company and Omron Corporation have agreed to integrate of their automatic teller machines and other information equipment businesses on October 1, 2004.

[Power & Industrial Systems]

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Sector sales were down 12% despite higher automotive equipment sales. This was chiefly because of the sluggish results in power equipment due to dampened demand in the domestic market.

[Digital Media & Consumer Products]

Sector sales increased 26% due to the strong performance of Plasma TVs and other video equipment. On April 1, 2004, the Company transferred its development operations of mobile phones to Casio Hitachi Mobile Communications Co., Ltd., a company established jointly with Casio Computer Co., Ltd.

Relationship with Subsidiaries and Affiliates

An important element in Hitachi Group's strategy for building a stronger position in individual market sectors is to reorganize businesses in ways that enhance utilization of corporate resources. During the year under review, in a move to consolidate Group semiconductor production process-related operations, Hitachi, Ltd. transferred all shares of Hitachi Electronics Engineering Co., Ltd. to Hitachi High-Technologies Corporation. Continued development of the printer business was pursued through a plan to integrate operations with those of Ricoh Company, Ltd. For this, a basic agreement was concluded regarding Ricoh's purchase of Hitachi Printing Solutions, Ltd. shares held by the Company.

On March 9, 2004, the stock of Hitachi Systems & Services, Ltd., up to that time a wholly owned Hitachi, Ltd. subsidiary, was listed on the Tokyo Stock Exchange.

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| | (Billions of yen) | |
|---|-------------------|----------------|
| | Fiscal 2002 | Fiscal 2003 |
| Net Sales | 8,191.7 | 8,632.4 |
| Operating Income | 152.9 | 184.8 |
| Income before Income Taxes and Minority Interests | 96.8 | 237.1 |
| Net Income | 27.8 | 15.8 |
| Net Income per Share (yen) | 8.31 | 4.81 |
| Diluted Net Income per Share (yen) | 8.19 | 4.75 |
| Total Assets | 10,179.3 | 9,590.3 |

- Notes: (1) The consolidated figures shown above have been prepared in conformity with accounting principles generally accepted in the United States.
- (2) In order to be consistent with financial reporting principles and practices generally accepted in Japan, operating income (loss) is presented as net sales less cost of sales and selling, general and administrative expenses. Under accounting principles generally accepted in the United States, restructuring charges etc. are included as part of operating income (loss).
- (3) The number of consolidated subsidiaries is 956 and that of equity-method affiliates is 165 as of the end of fiscal 2003.

[Consolidated Business Results]

A breakdown of consolidated financial results by segment shows that Information & Telecommunication Systems sales were up 22% from the preceding year owing to the acquisition of the hard disk drive operations of IBM, but operating income declined 37%, to JPY69.9 billion. Electronic Devices posted a 16% decline in sales primarily because of the transfer of system LSI-centered semiconductor operations to Renesas Technology Corp., a company accounted for under the equity method by the Company. However, better results in the display sector produced an improvement in income, from an operating loss of JPY23.2 billion in the preceding year to an operating income of JPY30.4 billion in fiscal 2003. In Power & Industrial Systems, a good showing by construction machinery was offset by sluggish results in power equipment, leaving overall sales substantially unchanged from the preceding year. Operating income fell 36%, to JPY33.9 billion. Digital Media & Consumer Products experienced slow sales of air conditioners and other consumer products but sales nevertheless rose 2% from a year earlier thanks to the strong performance of plasma TVs. Operating income increased 12%, to JPY6.9 billion. High Functional Materials & Components saw sales rise 4% and operating income increase 156%, to JPY46.7 billion. The improvements were powered by a surge in sales of materials for information and electronic equipment. In Logistics, Services & Others, sales were down 13%. The decline was the result of organizational changes in the semiconductor and hard disk drive sectors that deprived the segment of sales of these products. Operating income amounted to JPY0.5 billion. Financial Services achieved an 86% improvement in operating income, to JPY22.3 billion, despite a 5% decrease in sales.

Net sales increased 5% from the preceding year, to JPY8,632.4 billion. Operating income came to JPY184.8 billion and income before income taxes and minority interests to JPY237.1 billion. Net income fell below the year-earlier level but at JPY15.8 billion was still higher than projected owing to measures taken to improve the profitability of low-profit businesses.

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[The Major Consolidated Subsidiaries of Hitachi, Ltd. (As of March 31, 2004)]

[Information & Telecommunication Systems]

- Hitachi Communication Technologies, Ltd.
- Hitachi Electronics Services Co., Ltd.
- Hitachi Information Systems, Ltd.
- Hitachi Software Engineering Co., Ltd.
- Hitachi Systems & Services, Ltd.
- Hitachi Computer Products (America), Inc.
- Hitachi Computer Products (Europe) S.A.S.
- Hitachi Data Systems Holding Corp.
- Hitachi Global Storage Technologies, Inc.

[Electronic Devices]

- Hitachi Displays, Ltd.
- Hitachi High-Technologies Corporation
- Hitachi Medical Corporation
- Hitachi Electronic Devices (USA), Inc.
- Hitachi Nippon Steel Semiconductor Singapore Pte. Ltd.

[Power & Industrial Systems]

- Babcock-Hitachi Kabushiki Kaisha
- Hitachi Air Conditioning Systems Co., Ltd.
- Hitachi Building Systems Co., Ltd.
- Hitachi Construction Machinery Co., Ltd.
- Hitachi Engineering Co., Ltd.
- Hitachi Engineering & Services Co., Ltd.
- Hitachi Industrial Equipment Systems Co., Ltd.
- Hitachi Industries Co., Ltd.
- Hitachi Kiden Kogyo, Ltd.
- Hitachi Plant Engineering & Construction Co., Ltd.
- Hitachi Unisia Automotive, Ltd.
- Hitachi Via Mechanics, Ltd.
- Japan Servo Co., Ltd.
- Hitachi Automotive Products (USA), Inc.
- Taiwan Hitachi Co., Ltd.

[Digital Media & Consumer Products]

- Hitachi Home & Life Solutions, Inc.

- Hitachi Maxell, Ltd.
- Hitachi Media Electronics Co., Ltd.
- Hitachi Home Electronics (America), Inc.
- Shanghai Hitachi Household Appliances Co., Ltd.

[High Functional Materials & Components]

- Hitachi Cable, Ltd.
- Hitachi Chemical Co., Ltd.
- Hitachi Metals, Ltd.

[Logistics, Services & Others]

- Chuo Shoji, Ltd.
- Hitachi Life Corporation
- Hitachi Mobile Co., Ltd.
- Hitachi Transport System, Ltd.
- Nikkyo Create, Ltd.
- Hitachi America, Ltd.
- Hitachi Asia Ltd.
- Hitachi China Ltd.
- Hitachi Europe Ltd.

[Financial Services]

- Hitachi Capital Corporation
- Hitachi Insurance Services, Ltd.

Notes: (1) The consolidated subsidiaries in the list above are the subsidiaries included in consolidated accounting.
(2) Companies are classified by industry segment used in consolidated accounting.

(2) Plant and Equipment Investment

Plant and equipment investment amounted to JPY40.0 billion, a decrease of JPY37.0 billion from the preceding year. The chief reason for the decrease was the Company's split off of semiconductor and display operations, both of which require heavy investment. This was invested primarily in development and production facilities for large-capacity disk array systems and production and development facilities for parts for hybrid electric automobiles.

(3) Research and Development

Expenditures on research and development during the year amounted to JPY135.5 billion, which is equivalent to 5.4% of unconsolidated net sales. Major achievements included the development of technology for incorporating an information read-out antenna in the μ -chip, a 0.4-mm square IC chip with wireless capability that is one of the world smallest. By making the chip easy to embed in paper or install in very small objects, this breakthrough is expected to open the way to a broad range of new applications, such as to systems for discriminating counterfeit securities.

(4) Capital Raising Activity

The Company issued the 12th unsecured debentures in the amount of JPY80.0 billion in the domestic market on May 27, 2003 to use the funds primarily for the redemption of the 6th unsecured convertible debentures, which reached maturity in September 2003. The 12th unsecured debentures mature in ten years and the coupon rate is 0.72%. As a result, the balance of debentures (including current installments of debentures) at the end of the year decreased JPY12.8 billion from at the end of the preceding year.

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The balance of borrowings and commercial paper at the end of the year decreased JPY75.9 billion from the end of the preceding year. A summary of the main sources of borrowed funds is shown below.

(As of March 31, 2004)

| <u>Creditor</u> | <u>Balance of Borrowing</u> | <u>Shares Owned by Creditor</u> |
|--|-----------------------------|---------------------------------|
| Nippon Life Insurance Company | 10.0 billion yen | 105,208,960 shares |
| The Dai-Ichi Mutual Life Insurance Company | 10.0 billion yen | 80,630,222 shares |
| Meiji Yasuda Life Insurance Company | 10.0 billion yen | 49,808,818 shares |
| Sumitomo Life Insurance Company | 10.0 billion yen | 5,722,000 shares |

Note: On January 1, 2004, Meiji Life Insurance Company and The Yasuda Mutual Life Insurance Company merged, forming Meiji Yasuda Life Insurance Company. Loans from both companies have therefore been taken over by Meiji Yasuda Life Insurance Company.

(5) Problems Facing the Company

Management's assessment of the future business environment is that the current gradual recovery of the Japanese economy will eventually decelerate owing to a slowing of exports and private-sector investment in new plant and equipment.

Against this backdrop, the Hitachi Group will join forces in implementing the following key measures toward achieving the commitments set out in the i.e.Hitachi Plan II medium-term management initiative.

- The Hitachi Group Headquarters established on April 1, 2004 will be used as a platform for promoting a unique Hitachi style of group management that stresses reinforcement of individual businesses and Hitachi Group teamwork.
- An intense effort will be made to strengthen advanced R&D for creating future core businesses of the Hitachi Group and to reinforce the basic technologies that underpin the Group's prowess in the crafting of things of quality.
- Projects will be launched flexibly that straddle multiple business divisions and Group companies, with the focus on combining the Hitachi Group's extensive resources to create next-generation core businesses.
- A unified Hitachi Group strategy will be hammered out for accelerating the development of businesses in overseas markets, particularly the rapidly expanding Chinese market, while other issues of Group-wide import, such as brand value enhancement, will be pursued and the resulting strategies implemented together with Group companies.
- Internal systems and practices will be reviewed as to whether the company's operations are being lawfully and efficiently conducted and steps will be taken to ensure that the Hitachi Group of the 21st century is able and ready to fulfill its Corporate Social Responsibility (CSR) with regard to environmental protection, compliance with laws and regulations, and activities that contribute to society.

(6) Five-year Summary (Unconsolidated basis)

(Billions of yen)

| Fiscal Year | 1999 | 2000 | 2001 | 2002 | 2003 |
|----------------------------|---------|---------|---------|---------|---------|
| Orders Received | 3,604.4 | 3,812.6 | 3,193.5 | 2,984.8 | 2,369.9 |
| Net Sales | 3,771.9 | 4,015.8 | 3,522.2 | 3,112.4 | 2,488.8 |
| Operating Income | 40.8 | 98.5 | -84.7 | 53.7 | 7.5 |
| Ordinary Income | 31.7 | 56.0 | -81.6 | 52.0 | 20.1 |
| Net Income | 11.8 | 40.1 | -252.6 | 28.2 | 40.1 |
| Net Income per Share (yen) | 3.56 | 12.02 | -75.68 | 8.38 | 12.14 |
| Total Assets | 4,003.9 | 4,119.2 | 3,923.1 | 3,825.0 | 3,708.3 |

Notes: (1) In fiscal 2000, there was vigorous demand for semiconductors for mobile telephones and other applications, and the solutions services business showed good growth, helped by the implementation of IT by financial institutions. As a result, year-on-year gains were achieved in both sales and income.

(2) In fiscal 2001, the semiconductor, display and telecommunications equipment businesses experienced a severe decline in demand and markedly weaker prices. In addition, huge extraordinary losses were incurred owing mainly to the payment of special termination benefits under an early retirement benefit system. In combination, these factors produced a loss for the year exceeding that of fiscal 1998.

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- (3) In fiscal 2002, net sales decreased from the preceding fiscal year, due to transfer of several businesses to the subsidiaries, while income increased from the preceding fiscal year.
- (4) Net income per share is calculated for years up to and including fiscal 2000 based on total number of shares issued at year-end, for fiscal 2001 based on total number of shares issued at year-end less number of treasury stocks, and since fiscal 2002 based on total average number of shares issued less average number of treasury stocks during the year.

(7) Main Products and Services (Fiscal 2003)

| Operating Sector | Business Group | Main Products and Services | Percentage to Total Sales |
|---|---|--|----------------------------------|
| Information & Telecommunication Systems | -Information & Telecommunication Systems -Part of Ubiquitous Platform Systems | Solution Services such as System Integration, Electronic Commerce and Outsourcing Services, Software, General-Purpose Computers, Servers, Computer Terminals and Peripherals, Large-capacity Disk Array Systems, Network Equipment, PCs, Automatic Teller Machines | 55% |
| Power & Industrial Systems | -Power Systems -Industrial Systems -Urban Planning and Development Systems -Automotive Systems | Power Equipment such as Generation Systems and Power Transmission and Conversion Systems, Electric and Machinery Systems and Equipment, Industrial Plants, Railroad Systems such as Rolling Stock and Control Systems, Traffic Transportation Systems, Elevators, Escalators, Electronic Components for Automobiles, Components for Automobile Engines | 34% |
| Digital Media & Consumer Products | -Part of Ubiquitous Platform Systems | LCD Projectors, Mobile Communications Equipment, Plasma TVs, Equipment related to DVDs | 11% |

- Notes: (1) Each sector also engages in the sale and lease of software, consulting, licensing of industrial property rights and know-how, engineering and construction work in connection with these products and services.
- (2) Internet Systems Platform Division and Mechatronics Systems Division of the Ubiquitous Platform Systems Group are included in the Information & Telecommunication Systems sector and other organizations of the Ubiquitous Platform Systems Group are included in the Digital Media & Consumer Products sector.
- (3) In accordance with changes in the Company's organization, segmentation of some products has been revised.
- (4) On February 5, 2004, the Power & Industrial Systems Group was reorganized into the Power Systems Group and the Industrial Systems Group.

Table of Contents**(8) Board of Directors and Executive Officers (As of March 31, 2004)****Board of Directors**

| <u>Name</u> | <u>Position</u> | <u>Committee Membership</u> | <u>Principal position outside the Company</u> |
|----------------------|-----------------------|--|--|
| Tsutomu Kanai | Chairman of the Board | Chairman of Nominating Committee Chairman of Compensation Committee | - |
| Etsuhiko Shoyama | Director | Nominating Committee Compensation Committee | - |
| Yoshiki Yagi | Director | - | - |
| Yoshiro Kuwata | Director | - | - |
| **Shigemichi Matsuka | Director | Chairman of Audit Committee | - |
| **Kotaro Muneoka | Director | Audit Committee | - |
| *Ginko Sato | Director | Nominating Committee Audit Committee | President, Japan Association for the Advancement of Working Women |
| *Hiromichi Seya | Director | Nominating Committee Audit Committee Compensation Committee | Senior Corporate Advisor, Asahi Glass Company, Limited |
| *Akira Chihaya | Director | Compensation Committee | Representative Director and Chairman of the Board, NIPPON STEEL CORPORATION |
| *Toshiro Nishimura | Director | Nominating Committee Audit Committee Compensation Committee | Attorney at Law |
| Hiroshi Kuwahara | Director | - | Chairman of the Board and Representative Executive Officer, Hitachi Maxell, Ltd. |
| Takashi Kawamura | Director | - | Chairman of the Board and Representative Executive Officer, Hitachi Software Engineering Co., Ltd. |
| *Masayoshi Hanabusa | Director | - | Chairman of the Board, Hitachi Capital Corporation |

Notes: (1) The Directors marked with * were newly elected and assumed their positions at the 134th Ordinary General Meeting of Shareholders on June 25, 2003.

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- (2) The Directors marked with ** retired from Corporate Auditors at the close of the 134th Ordinary General Meeting of Shareholders on June 25, 2003, in accordance with the adoption of the Committee System approved at the Meeting. They were newly elected and assumed their positions as Directors at the Meeting.
- (3) Three Directors, Messrs. Yuushi Samuro, Kazuo Sato and Masaaki Hayashi retired due to expiration of their term of office at the close of the 134th Ordinary General Meeting of Shareholders on June 25, 2003. Five Directors, Messrs. Kazuo Kumagai, Katsukuni Hisano, Takao Matsui, Isao Ono and Masaharu Sumikawa retired due to expiration of their term of office at the close of the Meeting, and they were newly elected and assumed their positions as Executive Officers at the Company's Board of Directors meeting held after the Meeting.
- (4) Mr. Tadashi Ishibashi retired from Corporate Auditor at the close of the 134th Ordinary General Meeting of Shareholders on June 25, 2003, in accordance with the adoption of the Committee System approved at the Meeting.
- (5) Two Corporate Auditors, Messrs. Makoto Murata and Michio Mizoguchi retired due to expiration of their term of office at the close of the 134th Ordinary General Meeting of Shareholders on June 25, 2003.
- (6) Directors, Ms. Ginko Sato, Mr. Hiromichi Seya, Mr. Akira Chihaya and Mr. Toshiro Nishimura are outside Directors who fulfill the qualification requirements as provided for in Article 188.2.7-2 of the Commercial Code of Japan.

Table of Contents**Executive Officers**

| Name | Position | Responsibilities |
|--------------------|--|--|
| *Etsuhiko Shoyama | Representative Executive Officer | Overall management |
| | President and Chief Executive Officer | |
| *Yoshiki Yagi | Representative Executive Officer | Finance and corporate auditing |
| | Executive Vice President and Executive Officer | |
| *Yoshiro Kuwata | Representative Executive Officer | Business development and global business |
| | Executive Vice President and Executive Officer | |
| Kazuo Kumagai | Representative Executive Officer | Legal matters, corporate communications and sales operations |
| | Executive Vice President and Executive Officer | |
| Katsukuni Hisano | Representative Executive Officer | Automotive systems business |
| | Executive Vice President and Executive Officer | |
| Takao Matsui | Senior Vice President and Executive Officer | Corporate marketing and sales operations |
| Isao Ono | Senior Vice President and Executive Officer | Information & telecommunication systems business |
| Michiharu Nakamura | Senior Vice President and Executive Officer | Research & development and business incubation |
| Hiromi Kuwahara | Senior Vice President and Executive Officer | Corporate strategy and human resources |
| Minoru Tsukada | Vice President and Executive Officer | Sales operations (Kansai area) |
| Yoshito Tsunoda | Vice President and Executive Officer | Urban planning and development systems business |
| Hiroaki Nakanishi | Vice President and Executive Officer | Global business |
| Manabu Shinomoto | Vice President and Executive Officer | Platform and network systems business |
| Takuya Tajima | Vice President and Executive Officer | Industrial systems business |
| Takashi Hatchoji | Vice President and Executive Officer | Legal matters, corporate communications and corporate auditing |
| Kazuo Furukawa | Vice President and Executive Officer | Information & telecommunication systems business |
| Shigeharu Mano | Vice President and Executive Officer | Power systems business |
| Masaharu Sumikawa | Executive Officer | Power & industrial systems business and production engineering |
| Shozo Saito | Executive Officer | Power systems engineering |
| Makoto Ebata | Executive Officer | Group management |

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| | | |
|--------------------|-------------------|---------------------------------|
| Yasuo Sakuta | Executive Officer | Intellectual property |
| Takao Suzuki | Executive Officer | Sales operations (Chugoku area) |
| Koichiro Nishikawa | Executive Officer | Business development |
| Tsugio Momose | Executive Officer | Digital media business |
| Kazuhiro Mori | Executive Officer | Sales operations (Chubu area) |
| Iwao Hara | Executive Officer | Human resources |
| Takashi Miyoshi | Executive Officer | Finance |
| Taiji Hasegawa | Executive Officer | Automotive systems business |
| Masahiro Hayashi | Executive Officer | System solutions business |

- Notes:
- (1) The Executive Officers shown above excluding Mr. Shigeharu Mano were newly elected and assumed their positions at the Company's Board of Directors meeting held after the 134th Ordinary General Meeting of Shareholders on June 25, 2003.
 - (2) Mr. Shigeharu Mano was newly elected as Vice President and Executive Officer at the Company's Board of Directors meeting on February 4, 2004 and assumed the position on February 5, 2004.
 - (3) Mr. Tadahiko Ishigaki resigned from the position of Vice President and Executive Officer on February 4, 2004.
 - (4) The Executive Officers marked with * concurrently hold the position of Director.

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The Company changed management members, effective April 1, 2004. New Executive Officers are as follows:

Executive Officers (As of April 1, 2004)

| <u>Name</u> | <u>Position</u> | <u>Responsibilities</u> |
|--------------------|--|---|
| Etsuhiko Shoyama | Representative Executive Officer | Overall management |
| | President and Chief Executive Officer | |
| Katsukuni Hisano | Representative Executive Officer | Automotive systems business |
| | Executive Vice President and Executive Officer | |
| Isao Ono | Representative Executive Officer | Sales operations, information & telecommunication systems business and digital media business |
| | Executive Vice President and Executive Officer | |
| Michiharu Nakamura | Representative Executive Officer | Research & development, business incubation and corporate export regulation |
| | Executive Vice President and Executive Officer | |
| Kazuo Furukawa | Senior Vice President and Executive Officer | Information & telecommunication systems business |
| Hiroaki Nakanishi | Senior Vice President and Executive Officer | Hitachi group global business and business development |
| Takashi Hatchoji | Senior Vice President and Executive Officer | Hitachi group legal and corporate communications, corporate auditing and human resources |
| Takashi Miyoshi | Senior Vice President and Executive Officer | Finance and corporate pension system |
| Takuya Tajima | Vice President and Executive Officer | Sales operations |
| Shigeharu Mano | Vice President and Executive Officer | Power systems business |
| Kazuhiro Mori | Vice President and Executive Officer | Industrial systems business |
| Yoshito Tsunoda | Vice President and Executive Officer | Urban planning and development systems business |
| Manabu Shinomoto | Vice President and Executive Officer | Platform and network systems business |
| Kazuhiro Tachibana | Vice President and Executive Officer | Digital media business |
| Taiji Hasegawa | Vice President and Executive Officer | Automotive systems business |
| Minoru Tsukada | Vice President and Executive Officer | Sales operations (Kansai area) |
| Makoto Ebata | Vice President and Executive Officer | Group management |
| Iwao Hara | Vice President and Executive Officer | Human resources |
| Masaharu Sumikawa | Executive Officer | Power & industrial systems business and production engineering |
| Shozo Saito | Executive Officer | Power systems engineering |
| Yasuo Sakuta | Executive Officer | Intellectual property |
| Takao Suzuki | Executive Officer | Sales operations (Chugoku area) |
| Koichiro Nishikawa | Executive Officer | Business development |

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| | | |
|------------------|---------------------------------|---|
| Masahiro Hayashi | Executive Officer | System solutions business |
| Isao Uchigasaki | Hitachi Group Executive Officer | Hitachi group management strategy (Chairman of the Board, Hitachi Chemical Co., Ltd.) |

(9) Compensation for Directors, Corporate Auditors and Executive Officers

Policy on the Determination of Compensation of Directors and Executive Officers

(a) Matters relating to both Directors and Executive Officers

Compensation will be commensurate with the ability required of, and the responsibilities to be borne by, the Company's Directors and Executive Officers, taking into consideration compensation packages at other companies.

(b) Matters relating to Directors

Compensation for Directors will consist of a monthly salary, a year-end allowance and a retirement allowance.

- Monthly salary will be decided by making adjustments to basic salary that reflect full-time or part-time status, committee membership and position.
- Year-end allowance will be a pre-determined amount equivalent to about twenty percent of the Director's

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annual income based on monthly salary, although this amount may be reduced depending on Company performance.

- Retirement allowance will be an amount payable on retirement that is determined based on monthly salary and years of service (total years of service in the case of a Director who has served multiple terms as a Director) (the Director's Basic Retirement Amount).

A Director concurrently serving as an Executive Officer will not be paid compensation as a Director.

(c) Matters relating to Executive Officers

Compensation for Executive Officers will consist of a monthly salary, a performance-linked component and a retirement allowance.

- Monthly salary will be decided by adjusting a basic amount set in accordance with the relevant position to reflect the results of an assessment.
- The performance-linked component will be set within a range equivalent to about thirty percent of the Executive Officer's annual income, adjusted based on Company and personal performance.
- Retirement allowance will be an amount payable on retirement. The amount will be determined by adding to an amount set in accordance with the position held at retirement, an amount based on the monthly salary of previous positions held over the course of the person's career and years of service in such positions (total years in each position, in the event of multiple periods in the same position) (the Executive Officer's Basic Retirement Amount).

(d) Miscellaneous

- In accordance with a resolution of the 134th Ordinary General Meeting of Shareholders of the Company held on June 25, 2003, the amount of retirement allowance for a Director or Executive Officer who was a Director or Corporate Auditor prior to the close of the Meeting will include an allowance corresponding to the person's period of service as a Director or Corporate Auditor before the adoption of the Committee System.
- Retirement allowance may, through an assessment, be supplemented for distinguished service by an amount equivalent to up to thirty percent of the Director's Basic Retirement Amount or Executive Officer's Basic Retirement Amount. Depending on the circumstances, each such Basic Retirement Amount may also be reduced.
- In addition to the above, stock options may be granted as an incentive to increase corporate value.

Amount of Compensation Paid to Directors, Corporate Auditors and Executive Officers in Fiscal 2003

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(a) Amount paid to Directors and Corporate Auditors before adoption of the Committee System

| | Remuneration | | Bonus | | Retirement Allowance | |
|--------------------|--------------|-------------------|-------------|-------------------|----------------------|-------------------|
| | Amount paid | | Amount paid | | Amount paid | |
| | Number | (millions of yen) | Number | (millions of yen) | Number | (millions of yen) |
| Directors | 14 | 84 | 14 | 200 | 3 | 295 |
| Corporate Auditors | 5 | 25 | | | 3 | 49 |
| Total | 19 | 109 | 14 | 200 | 6 | 345 |

Notes: (1) In accordance with the resolutions adopted by the General Meeting of Shareholders, the total amount of remuneration to be paid to Directors is not more than JPY60 million per month and to Corporate Auditors not more than JPY10 million per month.

(2) The payment of the bonus to Directors was made pursuant to the appropriation of retained earnings approved at the 134th Ordinary General Meeting of Shareholders on June 25, 2003.

(b) Amount paid to Directors and Executive Officers after adoption of the Committee System (after July 2003)

| | Remuneration | | Retirement Allowance | |
|---------------------|--------------|-------------------|----------------------|-------------------|
| | Amount paid | | Amount paid | |
| | Number | (millions of yen) | Number | (millions of yen) |
| Directors | 10 | 158 | | |
| (Outside Directors) | (4) | (45) | () | () |
| Executive Officers | 30 | 484 | 1 | 31 |
| Total | 40 | 643 | 1 | 31 |

Notes: (1) The number of Directors excludes three Directors who serve concurrently as Executive Officers.

(2) The Company did not pay any year-end allowance to Directors and any performance-linked component to Executive Officers in fiscal 2003.

(3) Figures of Directors include those of outside Directors.

Table of Contents**(10) Employees (As of March 31, 2004)**

| | <u>Male</u> | <u>Female</u> | <u>Total</u> |
|---|-------------|---------------|--------------|
| Number of Employees | 29,989 | 4,724 | 34,713 |
| (Change from the end of the preceding year) | -7,036 | -626 | -7,662 |
| Average Length of Service (years) | 18.6 | 12.5 | 17.7 |
| Average Age | 39.7 | 33.9 | 38.9 |

Note: The total number of employees including part-time employees was 36,582.

(11) Major Facilities (As of March 31, 2004)

| | <u>Location</u> |
|----------------|--|
| Head Office | Tokyo (Chiyoda-ku) |
| R&D | Tokyo (Chiyoda-ku, Kokubunji), Ibaraki (Tsuchiura, Hitachi), Saitama (Hatoyama), Kanagawa (Yokohama, Kawasaki) |
| Manufacturing, | Information & Tokyo (Chiyoda-ku, Koto-ku, Shinagawa-ku, Ome), Ibaraki (Hitachi), Saitama (Kawagoe), Kanagawa (Yokohama, Ebina, Odawara, Kawasaki, Hadano), Aichi (Owariasahi, Toyokawa) |
| Design and | Telecommunication |
| Engineering | Systems Power & Industrial Ibaraki (Hitachi, Hitachinaka), Yamaguchi (Kudamatsu) Systems Digital Media & Ibaraki (Hitachinaka), Kanagawa (Yokohama) Consumer Products |
| Sales and | Tokyo (Chiyoda-ku, Koto-ku, Shinagawa-ku, Minato-ku), Kanagawa (Yokohama), Hokkaido Area Operation (Sapporo), Tohoku Area Operation (Sendai), Kanto Area Operation (Tokyo), Yokohama Area Operation (Yokohama), Hokuriku Area Area Operations Operation (Toyama), Chubu Area Operation (Nagoya), Kansai Area Operation (Osaka), Chugoku Area Operation (Hiroshima), Shikoku Area Operation (Takamatsu), Kyushu Area Operation (Fukuoka) |

(12) Summary of Resolution of Board of Directors on Performance of Functions of Audit Committee

The adoption of the Committee System was, as prescribed by law, accompanied by the establishment of an Audit Committee empowered to audit the execution by Directors and Executive Officers of their duties. Pursuant to this measure, the Board of Directors adopted a resolution in connection with all aspects of the internal control system of the Company to be used by the Audit Committee in performing its functions.

(a)

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Board of Directors Office (the Office) will be established as an organization devoted solely to supporting each Committee, including the Audit Committee, as well as the Board of Directors. The Office will be staffed by three or more employees not subject to instructions or orders of Executive Officers. The Corporate Auditing and Legal & Corporate Communications departments will also provide support to the Board of Directors and each Committee.

- (b) In order to ensure the independence of the Office personnel from the Executive Officers, the Audit Committee will be informed in advance of planned transfers of Board of Director Office personnel and may request the Executive Officer in charge of human resources management to alter such plans, when necessary.
- (c) An Executive Officer or employee will report without delay to Audit Committee members in connection with matters prescribed by law and the matters set forth below:
 - the content of an Executive Officer's decision regarding an important matter that will affect the Company as a whole,
 - the result of an internal audit conducted by the responsible departments, and
 - the status of reporting under the internal report system maintained by the Executive Officers.
- (d) Records regarding decisions of an Executive Officer will be prepared and preserved in accordance with the Company's regulations.
- (e) Each relevant department will establish regulations and guidelines, conduct training, prepare and distribute manuals, and carry out other such measures with respect to risks associated with legal issues and compliance thereof, the environment, disasters, product quality, export control and other pertinent matters. When it becomes necessary to respond to a new risk, an Executive Officer will be promptly appointed to deal with the

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issue. A system enabling employees to report directly to the Directors will be established.

- (f) The business management system set forth below is to be used to continuously monitor risks arising in the course of business and to facilitate the efficient execution by Executive Officers of their responsibilities.
- The Senior Executive Committee comprising principal Executive Officers will deliberate on important issues that affect the Company as a whole to facilitate the formulation of decisions based on the due consideration of the diverse factors coloring such issues.
 - In order to boost market competitiveness through the committed pursuit of profitability and by setting clearly defined goals, numerical targets will be set for the Company as a whole and each business group and incorporated into the fiscal budget. The targets will be used as the reference base for performance management.
 - Internal audits will be conducted to monitor and identify the status of business operations and to facilitate improvements. In order to ensure strict compliance with its regulatory requirements, the Company has put in place a number of committees.
 - The Audit Committee will receive the audit plans of the independent auditors in advance to facilitate the monitoring of the independent auditors and ensure that these auditors are not influenced by Executive Officers. The prior approval of the Audit Committee will be required with respect to the remuneration of the independent auditors and non-audit services.

(13) Common Stock (As of March 31, 2004)

| | |
|---------------------------|-----------------------|
| Authorized | 10,000,000,000 shares |
| Issued | 3,368,124,876 shares |
| Capital Stock | JPY282,032,990,973 |
| Number of Shares per Unit | 1,000 shares |

Issued in Fiscal 2003

| | Number of Shares | Capital Stock Increased |
|-------------------------|-------------------------|--------------------------------|
| | Issued (shares) | (yen) |
| Issued on Conversion of | | |
| Debentures | 590 | 500,320 |

The Company did not cancel any of its own shares in fiscal 2003.

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Number of Shareholders 410,937

Shareholders Composition

| <u>Class of Shareholders</u> | <u>Number of Shareholders</u> | <u>Number of Shares Held (shares)</u> | <u>Percentage to Total (%)</u> |
|---|-----------------------------------|---|------------------------------------|
| Financial Institutions and Securities Firms | 456 | 1,031,198,437 | 30.62 |
| Individuals | 405,424 | 1,003,486,621 | 29.79 |
| Foreign Investors | 1,096 | 1,167,525,587 | 34.66 |
| Others | 3,957 | 165,735,582 | 4.92 |
| Governments | 4 | 178,649 | 0.01 |
| Total | 410,937 | 3,368,124,876 | 100.00 |

Table of Contents**10 Largest Shareholders**

| Name of Shareholders | Shareholder's Equity in Hitachi, Ltd. | | Hitachi's Equity in Shareholder Concerned | |
|--|--|-----------------------------------|--|-----------------------------------|
| | Number of Shares Held | Percentage of Voting Rights | Number of Shares Held | Percentage of Voting Rights |
| | shares | % | shares | % |
| The Master Trust Bank of Japan, Ltd. | 227,450,000 | 6.97 | | |
| Japan Trustee Services Bank, Ltd. | 204,563,000 | 6.27 | | |
| NATS CUMCO | 201,992,080 | 6.19 | | |
| The Chase Manhattan Bank, N.A. London | 176,356,854 | 5.41 | | |
| Nippon Life Insurance Company | 105,208,960 | 3.23 | | |
| Morgan Grenfell and Co. Limited | 95,498,000 | 2.93 | | |
| Hitachi Employees Shareholding Association | 89,289,952 | 2.74 | | |
| State Street Bank and Trust Company | 88,181,714 | 2.70 | | |
| The Dai-Ichi Mutual Life Insurance Company | 80,630,222 | 2.47 | | |
| Trust & Custody Services Bank, Ltd. | 60,034,000 | 1.84 | | |

Notes: (1) NATS CUMCO is the nominee name of the depositary bank, Citibank, N.A., for the aggregate of the Company's American Depositary Receipts (ADRs) holders.

(2) The Company holds 70,109,973 shares of its own common stocks, which have no voting rights. Accordingly, the shares owned by the Company are not presented in the table above.

Acquisition, Disposition and Possession by the Company of Its Own Shares in Fiscal 2003

Acquisition

| Class | Number of Shares | Aggregate Acquisition |
|--------------|------------------|-----------------------|
| | (shares) | Prices (yen) |
| Common Stock | 67,219,057 | 30,471,893,818 |

Note: The table above includes the purchase of 66,338,000 shares for the aggregate amount of JPY29,934,896,000, which was pursuant to the resolution on the acquisition of its own shares at the 133rd Ordinary General Meeting of Shareholders.

Disposition

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| <u>Class</u> | <u>Number of Shares</u> (shares) | <u>Aggregate Disposition</u> Prices (yen) |
|--------------|-------------------------------------|--|
| Common Stock | 325,161 | 196,412,405 |

Possession (As of the end of the fiscal year)

| <u>Class</u> | <u>Number of Shares</u> (shares) |
|--------------|-------------------------------------|
| Common Stock | 70,109,973 |

(14) Stock Acquisition Rights

Issued Stock Acquisition Rights (As of March 31, 2004)

| | |
|---|---|
| Number of Stock Acquisition Rights Issued | 1,305 |
| Class and Number of Shares to Be Issued upon Exercise of Stock Acquisition Rights | 1,305,000 shares of the Company's common stock (The number of shares to be issued upon exercise of each stock acquisition right shall be 1,000.) |
| Issue Price of Stock Acquisition Rights | No consideration |

Note: In addition to the stock acquisition rights shown above, the Company issues subscription rights for the purpose of granting stock options pursuant to Article 280-19.1 of the former Commercial Code of Japan. The number of shares to be issued upon exercise of these subscription rights is 889,000 shares of the Company's common stock.

Table of Contents**Stock Acquisition Rights Issued to Persons Other Than Shareholders with Special Favorable Conditions in Fiscal 2003**

| | |
|---|---|
| Name of Stock Acquisition Rights | Hitachi, Ltd. 1st Stock Acquisition Rights |
| Issue Date of Stock Acquisition Rights | July 31, 2003 |
| Number of Stock Acquisition Rights Issued | 1,305 |
| Class and Number of Shares to Be Issued upon Exercise of Stock Acquisition Rights | 1,305,000 shares of the Company's common stock (The number of shares to be issued upon exercise of each stock acquisition right shall be 1,000.) |
| Issue Price of Stock Acquisition Rights | No consideration |
| Amount to Be Paid upon Exercise of Stock Acquisition Rights | JPY561 per share |
| Period during Which Stock Acquisition Rights May Be Exercised | From August 1, 2004 to July 31, 2007 |
| Conditions for Exercise of Stock Acquisition Rights | (1) In the event a person holding the stock acquisition rights loses the position of Director, Executive Officer or employee of the Company, such person may exercise the stock acquisition rights only within the succeeding six months of such event. In the event of the death of the person, the stock acquisition rights expire immediately. (2) Other terms of exercising the stock acquisition rights shall be subject to the provisions in granting agreement between the Company and each qualified person. |
| Cancellation of Stock Acquisition Rights | The Company may acquire and cancel the stock acquisition rights at any time without consideration. |
| Special Favorable Conditions | The Company issued the stock acquisition rights without any consideration for granting stock options. |

Note: The issue of the stock acquisition rights shown above is resolved at the Board of Directors meeting on July 31, 2003 in accordance with the resolution approved at the 134th Ordinary General Meeting of Shareholders on July 25, 2003.

Directors and Executive Officers to Whom Stock Acquisition Rights Were Allocated

| <u>Name</u> | <u>Number of Stock Acquisition Rights</u> | <u>Name</u> | <u>Number of Stock Acquisition Rights</u> |
|--------------------|---|-------------------|---|
| Tsutomu Kanai | 30 | Minoru Tsukada | 15 |
| Etsuhiko Shoyama | 30 | Yoshito Tsunoda | 15 |
| Yoshiki Yagi | 30 | Hiroaki Nakanishi | 15 |
| Yoshiro Kuwata | 30 | Tadahiko Ishigaki | 15 |
| Shigemichi Matsuka | 30 | Shozo Saito | 15 |
| Kotaro Muneoka | 30 | Manabu Shinomoto | 15 |
| Ginko Sato | 30 | Takuya Tajima | 15 |
| Hiromichi Seya | 30 | Takashi Hatchoji | 15 |
| Akira Chihaya | 30 | Kazuo Furukawa | 15 |

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| | | | |
|--------------------|----|--------------------|----|
| Toshiro Nishimura | 30 | Makoto Ebata | 12 |
| Hiroshi Kuwahara | 30 | Yasuo Sakuta | 12 |
| Takashi Kawamura | 30 | Takao Suzuki | 12 |
| Masayoshi Hanabusa | 30 | Koichiro Nishikawa | 12 |
| Kazuo Kumagai | 25 | Tsugio Momose | 12 |
| Katsukuni Hisano | 25 | Kazuhiro Mori | 12 |
| Takao Matsui | 20 | Iwao Hara | 12 |
| Isao Ono | 20 | Takashi Miyoshi | 12 |
| Masaharu Sumikawa | 20 | Taiji Hasegawa | 12 |
| Michiharu Nakamura | 20 | Masahiro Hayashi | 12 |
| Hiromi Kuwahara | 20 | | |

- Notes: (1) Mr. Tadahiko Ishigaki resigned from Executive Officer on February 4, 2004.
- (2) Mr. Shigeharu Mano, who was newly assumed the position of Executive Officer on February 5, 2004, had been granted 10 stock acquisition rights as an employee of the Company.

Table of Contents**Certain Employees etc. to Whom Stock Acquisition Rights Were Allocated (10 Largest)**

| <u>Name</u> | <u>Number of Stock Acquisition Rights</u> | <u>Name</u> | <u>Number of Stock Acquisition Rights</u> |
|--------------------|--|--------------------|--|
| Keisuke Ogawa | 15 | Masayuki Sato | 15 |
| Toshihiko Odaka | 15 | Akira Tonomura | 15 |
| Yoshiharu Obata | 15 | Jun Naruse | 15 |
| Akira Kawahara | 15 | Hiroyuki Fukuyama | 15 |
| Fumiyuki Kobayashi | 15 | Masahiro Maeda | 15 |

Stock Acquisition Rights Issued to Certain Employees etc.

| | <u>Number of the Stock Acquisition Rights</u> | <u>Class and Number of Shares to Be Issued upon Exercise of Stock Acquisition Rights</u> | <u>Number of Person</u> |
|--|--|---|--------------------------------|
| Employees of the Company | 510 | 510,000 shares of the Company's common stock | 46 |
| Directors and Executive Officers of the Company's Subsidiaries | | | |
| Corporate Auditors and Audit Committee Members of the Company's Subsidiaries | | | |
| Employees of the Company's Subsidiaries | | | |

Table of Contents**2. Unconsolidated Balance Sheets**

| | March 31, 2004 | March 31, 2003 |
|---|---------------------------|---------------------------|
| | (Millions of yen) | |
| (ASSETS) | | |
| CURRENT ASSETS | 1,909,420 | 1,921,651 |
| Cash | 265,201 | 168,872 |
| Notes receivable | 10,936 | 5,880 |
| Accounts receivable | 585,880 | 677,917 |
| Marketable securities | 3,319 | 4,233 |
| Money held in trust | 82,902 | 80,627 |
| Finished goods | 37,523 | 45,643 |
| Semi-finished goods | 52,343 | 48,556 |
| Raw materials | 36,610 | 40,864 |
| Work in process | 167,920 | 191,545 |
| Advances paid | 34,068 | 40,382 |
| Short-term loan receivables | 370,390 | 335,011 |
| Deferred tax assets | 86,903 | 85,693 |
| Others | 182,020 | 198,768 |
| Allowance for doubtful receivables | (6,600) | (2,347) |
| FIXED ASSETS | 1,798,964 | 1,903,377 |
| Tangible fixed assets | 291,048 | 420,493 |
| Buildings | 114,145 | 162,789 |
| Structures | 11,507 | 15,969 |
| Machinery | 62,666 | 111,231 |
| Vehicles | 193 | 209 |
| Tools and furniture | 56,736 | 70,273 |
| Land | 43,840 | 49,034 |
| Construction in progress | 1,958 | 10,985 |
| Intangible fixed assets | 153,039 | 155,815 |
| Software | 106,753 | 105,546 |
| Railway and public utility installation | 729 | 926 |
| Others | 45,556 | 49,342 |
| Investments and Others | 1,354,876 | 1,327,068 |
| Investments in affiliated companies | 1,048,965 | 882,904 |
| Investments in securities | 145,334 | 156,691 |
| Long-term loan receivables | 5,606 | 2,129 |
| Deferred tax assets | 123,516 | 249,036 |
| Others | 31,816 | 47,632 |
| Allowance for doubtful receivables | (361) | (11,323) |
| TOTAL ASSETS | 3,708,385 | 3,825,029 |

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| | March 31, 2004 | March 31, 2003 |
|---|-------------------|-------------------|
| | (Millions of yen) | |
| (LIABILITIES) | | |
| CURRENT LIABILITIES | 1,819,420 | 1,819,074 |
| Trade accounts payable | 624,281 | 750,967 |
| Short-term debt | 21,641 | 28,426 |
| Commercial paper | 20,000 | 120,000 |
| Current installments of debentures | 218,470 | 92,828 |
| Other accounts payable | 57,695 | 77,280 |
| Accrued expenses | 152,135 | 150,456 |
| Advances received from customers | 148,711 | 177,203 |
| Deposits received | 557,928 | 394,079 |
| Warranty reserve | 8,668 | 12,137 |
| Others | 9,888 | 15,695 |
| FIXED LIABILITIES | 515,584 | 631,990 |
| Debentures | 280,000 | 418,471 |
| Long-term debt | 54,428 | 23,548 |
| Accrued pension liability | 127,372 | 120,981 |
| Reserve for loss on repurchasing computers | 21,260 | 25,240 |
| Reserve for exhibition at The 2005 World Exposition, Aichi, Japan | 1,790 | 895 |
| Reserve for contribution to Defined Contribution Pension Plan | 28,124 | 42,853 |
| Others | 2,609 | |
| TOTAL LIABILITIES | 2,335,005 | 2,451,065 |
| (STOCKHOLDERS EQUITY) | | |
| CAPITAL STOCK | 282,032 | 282,032 |
| CAPITAL SURPLUS | 268,756 | 268,708 |
| Capital reserve | 268,708 | 268,708 |
| Others | 47 | |
| Gain on disposition of treasury stock | 47 | |
| RETAINED EARNINGS | 823,768 | 802,873 |
| Earned surplus reserve | 70,438 | 70,438 |
| Voluntary reserve | 684,444 | 677,794 |
| Reserve for software program development | 30,610 | 32,139 |
| Reserve for special depreciation | 1,843 | 1,664 |
| Special reserve | 651,990 | 643,990 |
| Unappropriated retained earnings | 68,885 | 54,640 |
| UNREALIZED HOLDING GAINS ON SECURITIES | 30,983 | 22,189 |
| TREASURY STOCK | (32,162) | (1,839) |
| TOTAL STOCKHOLDERS EQUITY | 1,373,379 | 1,373,964 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | 3,708,385 | 3,825,029 |

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Notes:

(1) Inventories

Finished goods, semi-finished goods and work in process: Lower of cost or market. Cost is determined by the specific identification method or the moving average method.

Raw materials: Lower of cost or market. Cost is determined by the moving average method.

(2) Securities and money held in trust

Investments in affiliated companies are stated at cost. Cost is determined by the moving average method. Other securities which had readily determinable fair values are stated at fair value. The difference between acquisition cost and carrying cost of other securities is recognized in Unrealized Holding Gains On Securities. The cost of other securities sold is computed based on a moving average method. Other securities which did not have readily determinable fair values are stated at cost determined by the moving average method.

Money held in trust is stated at fair value.

(3) Depreciation of tangible fixed assets

Buildings: Straight-line method.

Other tangible fixed assets: Declining-balance method.

Accumulated depreciation of tangible fixed assets: JPY791,073 million

(4) Depreciation of intangible fixed assets

Selling, leasing, or otherwise marketing software: Depreciated based on expected gross revenues ratably.

Other intangible fixed assets: Straight-line method.

(5) Accrued pension liability is provided for employees retirement and severance benefits. Such liability is determined based on projected benefit obligation and expected plan assets at March 31, 2004.

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Unrecognized net asset of JPY34,771 million at transition is amortized by the straight-line method over 5 years. Prior service liabilities are amortized by the straight-line method over the estimated average remaining service years of employees.

Unrecognized actuarial gain or loss is amortized by the straight-line method over the estimated average remaining service years of employees from next fiscal year.

- (6) Reserve for exhibition at The 2005 World Exposition, Aichi, Japan is based on Article 43 of the Enforcement Regulations of the Commercial Code of Japan.
- (7) Consumption tax is accounted for based on the tax segregated method, under which consumption tax is excluded from presentation of sales, cost of sales and expenses.
- (8) Short-term receivables from affiliated companies JPY748,443 million
 Long-term receivables from affiliated companies JPY8,874 million
 Short-term payables to affiliated companies JPY1,041,010 million
 Long-term payables to affiliated companies JPY2,000 million
- (9) The difference between acquisition cost and carrying cost of other securities in Total Stockholders Equity, under Article 124.3 of the Enforcement Regulations of the Commercial Code of Japan, amounted to JPY32,300 million.
- (10) Rights to subscribe for new shares of the Company under Article 280-19.1 of the former Commercial Code of Japan

| Class | Number of shares to be issued | Issue price per share | Issue period | |
|--------------|-------------------------------|-----------------------|--------------|-----------|
| Common Stock | 217,000 shares | JPY1,451 | 7/27/2001 | 7/26/2005 |
| Common Stock | 672,000 shares | JPY1,270 | 8/4/2002 | 8/3/2006 |

- (11) In addition to the capitalized fixed assets, as significant equipment, the Company utilizes application software and computer manufacturing equipment under the lease arrangements.
- (12) Pledged assets
 Investments in affiliated companies JPY56 million
- (13) Loan guarantees JPY55,558 million

Table of Contents**3. Unconsolidated Statements of Income**

| | Years ended March 31 | |
|---|----------------------|----------------|
| | 2004 | 2003 |
| | (Millions of yen) | |
| Net sales | 2,488,873 | 3,112,411 |
| Cost of sales | 1,999,740 | 2,517,608 |
| Gross profit on sales | 489,132 | 594,802 |
| Selling, general and administrative expenses | 481,584 | 541,061 |
| Operating income | 7,548 | 53,741 |
| Non-operating income | 61,569 | 51,496 |
| Interest and dividends | 52,641 | 44,518 |
| Others | 8,927 | 6,978 |
| Non-operating expenses | 48,934 | 53,223 |
| Interest | 12,089 | 12,249 |
| Others | 36,844 | 40,974 |
| Ordinary income | 20,183 | 52,014 |
| Extraordinary gain | 68,891 | 92,198 |
| Gain on sale of affiliated companies common stock and investments in securities | 61,861 | 41,347 |
| Gain on sale of land | 7,029 | |
| Gain on sale of real estate | | 46,638 |
| Gain on transfer of business units | | 4,211 |
| Extraordinary loss | 10,155 | 63,127 |
| Impairment loss on investments and securities | 10,155 | 55,327 |
| Loss on additional depreciation etc. | | 7,799 |
| Net Income before income taxes | 78,918 | 81,085 |
| Income taxes | | |
| Current | (61,207) | (17,681) |
| Deferred | 100,014 | 70,477 |
| Net income | 40,111 | 28,289 |
| Unappropriated retained earnings at the beginning of the period | 37,695 | 34,541 |
| Interim dividends paid | 9,894 | 10,012 |
| Transferred retained earnings associated with corporate split | 972 | 1,822 |
| Unappropriated retained earnings at the end of the period | 68,885 | 54,640 |

Notes:

- (1) Gain on sale of affiliated companies common stock and investments in securities of JPY61,861 million consists of gain on sale of affiliated companies common stock of JPY34,229 million and gain on sale of investments in securities of JPY27,632 million.

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- (2) Impairment loss on investments and securities of JPY10,155 million consists of impairment loss on common stock and investments in affiliated companies of JPY5,221 million and impairment loss on investments in securities of JPY4,934 million.
- (3) Transferred retained earnings associated with corporate split of JPY972 million is amount of retained earnings transferred to the Company as a result of its acquisition of part of nuclear power businesses of Hitachi Engineering Co., Ltd. and Hitachi Engineering & Services Co., Ltd.
- | | |
|--|----------------------|
| (4) Sales to affiliated companies | JPY801,712 million |
| Purchases from affiliated companies | JPY1,569,922 million |
| Non-operating transactions with affiliated companies | JPY106,457 million |
| (5) Net income per share | JPY12.14 |

Table of Contents**4. Appropriation of Retained Earnings****Appropriation of Retained Earnings**

| | Yen |
|--|-----------------------|
| Unappropriated retained earnings at the end of the period | 68,885,946,920 |
| Reversal of reserve for software program development | 4,901,452,946 |
| Reversal of reserve for special depreciation | 1,051,155,617 |
| Total | 74,838,555,483 |
| Unappropriated retained earnings disposed of: | |
| Cash dividends (JPY 5.00 per share) | 16,490,074,515 |
| Special reserve | 21,000,000,000 |
| Unappropriated retained earnings carried forward to the following period | 37,348,480,968 |

Notes:

- (1) The amount of cash dividends is calculated after deducting 70,109,973 shares of treasury stock.
- (2) Reserve for software program development and reserve for special depreciation are made in accordance with the Special Taxation Measurement Law.

Policy and Reasons of Appropriation of Retained Earnings

The Company's dividend policy is to ensure the stable growth of dividends and to ensure the availability of sufficient internal funds for fixed capital investments and R&D that are essential for maintaining competitiveness and improving profitability based on the Company's medium- and long-term business plans. The Company believes that the repurchase of its shares should be undertaken, when necessary, as part of its policy on distribution to shareholders to complement the dividend payout. Such action will be taken by the Company based on a consideration of market conditions, its future capital requirement and other relevant factors.

For the 135th business term, while unconsolidated net sales decreased 20% from the preceding year primarily due to the transfer of large-sized businesses, unconsolidated net income increased 42%, as described in the business report. As a result, the Company decided to pay the year-end dividend of 5 yen per share, taking into account a range of factors including its financial position, profit level and payout ratio.

In addition, the Company paid the interim dividend of 3 yen per share on December 2, 2003.

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5. Transcript of Accounting Auditors Audit Report

INDEPENDENT AUDITORS REPORT

MAY 12, 2004

To Mr. Etsuhiko Shoyama, President and Chief Executive Officer
Hitachi, Ltd.

Shin Nihon & Co.
Daihyo Shain
Kanyo Shain CPA Hideo Doi
Daihyo Shain
Kanyo Shain CPA Yoshikazu Aoyagi
Daihyo Shain
Kanyo Shain CPA Naomitsu Hirayama

We have audited the balance sheet, the statement of income, the business report, the statement of proposed appropriation of retained earnings, and the related schedules of Hitachi, Ltd. for the 135th business year ended March 31, 2004 for the purpose of reporting under Article 21-26, paragraph 4 of the Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha. With respect to the aforementioned business report and the supporting schedules, our audit was limited to those matters based on the accounting records of the Company and subsidiaries. Management of the Company is responsible for preparing such financial statements and their supporting schedules and our responsibility is to express our opinions thereon from an independent standpoint.

Our audit was made in accordance with generally accepted auditing standards in Japan. The auditing standards require us to have a reasonable assurance whether any material misrepresentation exists in the financial statements and their supporting schedules or not. Our audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We consider that as a result of our audit, we have obtained reasonable basis for expressing our opinions. The auditing procedures also include those considered necessary for the subsidiaries.

In our opinion,

- (1) the balance sheet and the statement of income present properly the financial position and the result of operations of the Company in conformity with related laws, regulations and the Articles of Incorporation of the Company,
- (2) the business report, as far as the accounting data included such report are concerned, presents properly the status of the Company in conformity with related laws, regulations and the Articles of Incorporation of the Company,

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- (3) the statement of proposed appropriation of retained earnings has been prepared in conformity with related laws, regulations and the Articles of Incorporation of the Company, and
- (4) the supporting schedules, as far as the accounting data included in such schedules are concerned, have nothing to be pointed out pursuant to the provisions of the Commercial Code.

We have no interest in the Company which should be disclosed pursuant to the provision of the Certified Public Accountants Law.

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6. Transcript of Audit Committee's Audit Report

AUDIT REPORT

We, the Audit Committee of the Company, audited the performance by Directors and Executive Officers of their duties during the 135th business term from April 1, 2003 to March 31, 2004. As a result, we hereby report as follows:

1. Method of Audit in Outline

We monitored and examined the contents of the resolutions of the Board of Directors concerning the matters as listed in Article 21-7, paragraph 1, item 2 of the Law Concerning Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki-Kaisha (hereinafter referred to as the Special Exceptions Law) and Article 193 of the Enforcement Regulations of the Commercial Code of Japan and the system in general concerning the internal control of the Company established thereunder, and in accordance with the audit policy, assignment of audit duties, etc., as determined by the Audit Committee and in collaboration with the relevant departments, attended important meetings, received reports or heard from the Directors, Executive Officers, etc. on matters concerning the execution of their duties, inspected important decision documents, etc., made investigation into the state of activities and property at the head office and principal business offices of the Company, and received reports or heard from the subsidiaries on their business operations and made investigation into the state of their activities and property when necessary. In addition, we received from the Company's Accounting Auditors reports on and accounts of their audit and examined the financial statements and the supporting schedules based on such reports and accounts.

With respect to competitive transactions by Directors or Executive Officers, transactions involving conflicting interests between Directors or Executive Officers and the Company, gratuitous offering of proprietary profits by the Company, transactions not customary in nature between the Company and its subsidiaries or shareholders, acquisition and disposition by the Company of its shares, etc., we, in addition to the aforementioned method of audit, required Directors or Executive Officers, etc. to render reports on and made a full investigation into the state of any transaction in question, whenever necessary.

2. Results of Audit

We are of the opinion:

- (1) that the contents of the resolutions of the Board of Directors concerning the matters as listed in Article 21-7, paragraph 1, item 2 of the Special Exceptions Law and Article 193 of the Enforcement Regulations of the Commercial Code of Japan are proper;
- (2) that the method and results of the audit made by the Company's Accounting Auditors, Shin Nihon & Co. are proper;
- (3)

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that the business report fairly presents the state of the Company in accordance with the law, regulations and the Articles of Incorporation;

- (4) that the proposition relating to the appropriation of retained earnings has nothing to be pointed out in the light of the state of property of the Company and other circumstances;
- (5) that the supporting schedules fairly present the matters to be stated therein and contain nothing to be pointed out; and
- (6) that in connection with the performance by Directors or Executive Officers of their duties, including the subsidiaries affairs, no dishonest act or material fact of violation of laws, regulations or the Articles of Incorporation exists.

With respect to competitive transactions by Directors or Executive Officers, transactions involving conflicting interests between Directors or Executive Officers and the Company, gratuitous offering of proprietary profits by the Company, transactions not customary in nature between the Company and its subsidiaries or shareholders, acquisition and disposition by the Company of its shares, etc., we find no breach by Directors and Executive Officers of their duties.

May 13, 2004

Audit Committee, Hitachi, Ltd.
Shigemichi Matsuka (Standing)
Kotaro Muneoka (Standing)
Ginko Sato
Hiromichi Seya
Toshiro Nishimura

Note: Ms. Ginko Sato, Mr. Hiromichi Seya and Mr. Toshiro Nishimura are outside Directors who fulfill the qualification requirements as provided for in the proviso clause of Article 21-8.4 of the Special Exceptions Law.

Table of Contents**(Supplementary Information)****Consolidated Financial Information****Consolidated Balance Sheets**

| | March 31, 2004 | March 31, 2003 |
|--|---------------------------|---------------------------|
| | (Millions of yen) | |
| (Assets) | | |
| Current assets | 5,219,942 | 5,193,465 |
| Cash and cash equivalents | 764,396 | 828,171 |
| Short-term investments | 177,949 | 186,972 |
| Trade receivables | | |
| Notes | 142,802 | 153,587 |
| Accounts | 2,043,727 | 1,903,640 |
| Investment in leases | 451,753 | 437,076 |
| Inventories | 1,123,406 | 1,187,529 |
| Other current assets | 515,909 | 496,490 |
| Investments and advances | 908,962 | 726,442 |
| Property, plant and equipment | 2,232,862 | 2,601,050 |
| Other assets | 1,228,556 | 1,658,432 |
| Total assets | 9,590,322 | 10,179,389 |
| (Liabilities and Stockholders equity) | | |
| Current liabilities | 3,911,054 | 4,005,228 |
| Short-term debt | 1,183,463 | 1,328,446 |
| Trade payables | | |
| Notes | 67,581 | 71,934 |
| Accounts | 1,220,033 | 1,140,130 |
| Advances received | 216,544 | 252,861 |
| Other current liabilities | 1,223,433 | 1,211,857 |
| Noncurrent liabilities | 2,712,321 | 3,569,371 |
| Long-term debt | 1,314,102 | 1,512,152 |
| Retirement and severance benefits | 1,273,509 | 1,932,646 |
| Other liabilities | 124,710 | 124,573 |
| Minority interests | 798,816 | 751,578 |
| Stockholders equity | 2,168,131 | |