

Securities Code: 5202

June 11, 2008

Katsuji Fujimoto, Representative Director
Nippon Sheet Glass Co., Ltd.
5-27, Mita 3-Chome, Minato-ku, Tokyo, Japan

Notice of 142nd Annual Shareholders' General Meeting

Dear Shareholder,

You are cordially invited to attend the 142nd Annual Shareholders' General Meeting to be held as described below.

Should you be unable to attend the meeting in person on the appointed day, you are entitled to exercise your voting rights in writing. Please review the Reference Material for the Shareholders' General Meeting below, clearly indicate your 'yes' or 'no' votes on the enclosed voting rights exercising card, and return the card.

Note:

1. Date and Time: 10:00 a.m., Friday, June 27, 2008
2. Venue: Hotel InterContinental Tokyo Bay, 4th Floor Le Grand
16-2, Kaigan 1-Chome, Minato-ku, Tokyo, Japan

3. Agenda

Matters to be Reported

1. Business Reports, Reports of the Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and Board of Auditors on the Consolidated Financial Statements, for the 142nd term, from April 1, 2007, to March 31, 2008.
2. Reports of the Financial Statements for the 142nd term, from April 1, 2007, to March 31, 2008.

Matters to be Resolved

- Proposal 1: Appropriation of Retained Earnings
Proposal 2: Partial Amendment to the Articles of Incorporation
Proposal 3: Election of 12 Directors

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- When attending the Meeting on the appointed day, please present the enclosed voting rights card at the reception desk.
 - If there are amendments to the reference material for the Shareholders' General Meeting, Business Reports, Financial Statements, and/or Consolidated Financial Statements, such amendments shall be mailed to you in writing, or they will be posted on the Company's web site at <http://www.nsg.com>

Reference Material for the Shareholders' General Meeting

Proposals and Reference Material

Proposal 1: Appropriation of Retained Earnings

In view of the business performance for the fiscal year under review and expected business environment in the near future, it is proposed that the term-end dividends for the fiscal year under review be paid as follows:

1. Type of assets to be distributed as dividends

Cash

2. Distribution of dividends to shareholders and total amount

3 yen per common share of the Company

Total amount: 2,004,780,201 yen

An interim dividend of 3 yen per share was paid. As a result, the annual dividend per share will be 6 yen per share.

3. Effective date for dividend payments of retained earnings

June 30, 2008

Proposal 2: Amendments to the Articles of Incorporation

1. Reasons for Amendment

- (1) The Company has decided to convert itself into a company with committees to further strengthen corporate governance as a large global company.

Reflecting the conversion, we will make necessary amendments to the Articles of Incorporation including 1) additions and changes to the provisions regarding the Committees and Executive Officers (“*Shikkoyaku*”) (Article 4, Article 25 to Article 29 (see “the Articles of Incorporation (Draft for Revision)” *infra*) and 2) deletion of the provisions for the Corporate Auditors and the Board of Corporate Auditors (Article 22, Article 23 (see “the Articles of Incorporation (Draft for Revision)” *infra*), Article 26 to Article 30 (see “the Articles of Incorporation (Current)” *infra*)).

Further, in order to ensure the utmost performance of duties by the Executive Officers (“*Shikkoyaku*”), we will create new Article 29 which provides that the Company’s Board of Directors may by resolution indemnify the Executive Officers against their liabilities to the extent permitted by law.

We had obtained the consent of all of our Corporate Auditors that the creation of Article 29 was to be proposed to the Board for resolution.

- (2) We will amend existing Article 32, and at the same time, delete existing Article 8, in order to realize a flexible capital and dividend policy, by allowing the Board to decide by its resolution the distribution of surplus as dividends without requiring a resolution of the General Shareholders’ Meeting.
- (3) Accordingly, we will renumber the articles in line with the above-mentioned changes. At the same time, certain wording and expressions will be improved.

2. Contents of Amendment

Articles of Incorporation (Current)	Articles of Incorporation (Draft for Revision)
<p>Chapter I: General Provisions</p> <p>GOVERNANCE ORGANIZATIONS</p> <p>Article 4 In addition to the General Meeting of Shareholders and Directors, the Company shall establish the following corporate governance organizations..</p> <p>a) Board of Directors b) <u>Corporate Auditors</u></p> <p>c) <u>Board of Corporate Auditors</u> d) Accounting Auditor</p> <p>Chapter II: Company Stock</p> <p><u>BUYBACK OF COMPANY STOCK</u></p> <p>Article 8 <u>The Company may buy back its stock such as through market transactions by resolution of the Board of Directors.</u></p> <p>Article <u>9</u></p> <p>To (Abbreviation)</p> <p>Article <u>21</u></p> <p>Chapter IV: Directors <u>and</u> Board of Directors</p> <p><u>REPRESENTATIVE DIRECTORS AND DIRECTORS WITH TITLE</u></p> <p>Article <u>22</u> <u>The Board of Directors shall elect by resolution several Representative Directors.</u></p> <p><u>The Board of Directors may elect by resolution one (1) Chairman and several Vice-Chairmen.</u></p> <p>(New establishment)</p>	<p>Chapter I: General Provisions</p> <p>GOVERNANCE ORGANIZATIONS</p> <p>Article 4 In addition to the General Meeting of Shareholders and the Directors, <u>as a company with committees</u>, the Company shall establish the following corporate governance organizations.</p> <p>a) Board of Directors b) <u>Nomination Committee, Audit Committee and Compensation Committee</u> c) <u>Executive Officers</u> d) Accounting Auditor</p> <p>Chapter II: Company Stock</p> <p>(Deletion)</p> <p>Article <u>8</u></p> <p>To (No change)</p> <p>Article <u>20</u></p> <p>Chapter IV: Directors, <u>Board of Directors and Committees</u></p> <p><u>DIRECTORS WITH SPECIAL TITLE, CONVOCATION OF THE BOARD OF DIRECTORS' MEETING AND CHAIRMAN</u></p> <p>Article <u>21</u> (Deletion)</p> <p><u>The Board of Directors may elect by resolution Directors with special titles among themselves.</u></p> <p><u>A Director chosen beforehand by the Board of Directors shall convene and chair the Board of Directors' Meeting.</u></p>

<p>NOTICE OF BOARD OF DIRECTORS MEETINGS <u>Article 23</u> Notice of Board of Directors meetings shall be given to each Director and <u>Corporate Auditor</u> three (3) days in advance of the date of such meetings. The period for notification may be shortened, however, when there is an urgent need to do so.</p> <p>OMISSION OF BOARD OF DIRECTORS MEETINGS <u>Article 24</u> Should a Director propose a matter for resolution by the Board of Directors and all Directors eligible to vote assent in writing or by electronic record, this will be regarded as an affirmative resolution by the Board of Directors, <u>unless a Corporate Auditor objects to the proposal.</u></p> <p>Article <u>25</u> (Abbreviation)</p> <p>(New establishment)</p> <p><u>Chapter V: Corporate Auditors and Board of Corporate Auditors</u></p> <p>NUMBER OF CORPORATE AUDITORS <u>Article 26</u> The Company shall have three (3) or more Corporate Auditors.</p> <p>ELECTION OF CORPORATE AUDITORS <u>Article 27</u> Corporate Auditors shall be elected at a <u>General Meeting of Shareholders.</u> <u>Corporate Auditors shall be elected by majority vote of shareholders present holding in aggregate not less than one-third (1/3) of voting shares.</u></p> <p>TERMS OF OFFICE <u>Article 28</u> The terms of office of Corporate Auditors shall expire at the conclusion of the <u>Ordinary General Meeting of Shareholders for the last of the fiscal years ending within four (4) years from their assumption of office.</u></p>	<p>NOTICE OF BOARD OF DIRECTORS MEETINGS <u>Article 22</u> Notice of Board of Directors' meetings shall be given to each Director three (3) days in advance of the date of such meetings. The period for notification may be shortened, however, when there is an urgent need to do so.</p> <p>OMISSION OF BOARD OF DIRECTORS' MEETINGS <u>Article 23</u> Should a Director propose a matter for resolution by the Board of Directors and all Directors eligible to vote assent in writing or by electronic record, this will be regarded as an affirmative resolution by the Board of Directors.</p> <p>Article <u>24</u> (No change)</p> <p><u>COMMITTEE MEMBERS</u> <u>Article 25</u> The Board of Directors shall elect by <u>resolution</u> certain <u>Directors as members of the Nomination Committee, the Audit Committee and/or the Compensation Committee.</u></p> <p>(Deletion)</p> <p>(Deletion)</p> <p>(Deletion)</p> <p>(Deletion)</p>
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<p><u>NOTICE OF BOARD OF CORPORATE AUDITOR MEETINGS</u> <u>Article 29 Notice of Board of Corporate Auditor meetings shall be given to each Corporate Auditor three (3) days in advance of the date of such meetings. The period for notification may be shortened, however, when there is an urgent need to do so.</u></p>	<p>(Deletion)</p>
<p><u>INDEMNIFICATION OF CORPORATE AUDITORS</u> <u>Article 30 In accordance with laws and orders, the Company may by resolution of the Board of Directors indemnify Corporate Auditors (including former Corporate Auditors) from their liability for negligent acts to the extent prescribed by law.</u> <u>The Company may also conclude an agreement with its Outside Corporate Auditors to limit their liability for negligent acts to the maximum monetary amount prescribed by law.</u></p>	<p>(Deletion)</p>
<p>(New establishment)</p>	<p><u>Chapter V: Executive Officer (“Shikkoyaku”)</u></p>
<p>(New establishment)</p>	<p><u>ELECTION OF EXECUTIVE OFFICERS (“SHIKKOYAKU”)</u> <u>Article 26 The Board of Directors shall appoint by resolution Executive Officers (“Shikkoyaku”).</u></p>
<p>(New establishment)</p>	<p><u>TERM OF OFFICE</u> <u>Article 27 The terms of office of the Executive Officers (“Shikkoyaku”) shall expire at the conclusion of the first Board of Directors’ Meeting after the close of the Annual General Meeting of Shareholders for the last of the fiscal years ending within one (1) year from their assumption of office.</u></p>
<p>(New establishment)</p>	<p><u>REPRESENTATIVE EXECUTIVE OFFICER (“DAIHYO SHIKKOYAKU”), EXECUTIVE OFFICERS WITH SPECIAL TITLE (“YAKUZUKI SHIKKOYAKU”)</u> <u>Article 28 The Board of Directors shall elect by resolution an Executive Officer (“Shikkoyaku”) as the Representative Executive Officer (“Daihyo Shikkoyaku”).</u> <u>The Board of Directors may elect by resolution</u></p>

<p>(New establishment)</p> <p>Chapter VI: Accounts</p> <p>Article <u>31</u> (Abbreviation)</p> <p>PAYMENT OF DIVIDENDS</p> <p>Article <u>32</u> <u>By resolution of the General Meeting of Shareholders, the Company may pay a year-end dividend to shareholders entered or recorded in the shareholder register or the beneficial shareholder register and to registered pledgees as of each March 31.</u> <u>In addition to the preceding paragraph, by resolution of the Board of Directors, the Company may pay an interim dividend to shareholders entered or recorded in the shareholder register and to registered pledgees as of each September 30.</u></p> <p>Article <u>33</u> (Abbreviation)</p> <p>(New establishment)</p> <p>(New establishment)</p>	<p><u>one or more Executive Officer(s) (“Shikkoyaku”) as Executive Officers with special titles (“Yakuzuki Shikkoyaku”).</u></p> <p><u>INDEMNIFICATION OF EXECUTIVE OFFICER (“Shikkoyaku”)</u> <u>Article 29 In accordance with laws and regulations, the Company may indemnify, by resolution of the Board of Directors, the Executive Officers (“Shikkoyaku”) (including the former Executive Officers) against their liabilities arising out of their negligence to the extent permitted by law.</u></p> <p>Chapter VI: Accounts</p> <p>Article <u>30</u> (No change)</p> <p>PAYMENT OF DIVIDENDS etc.</p> <p>Article <u>31</u> <u>Without requiring a resolution of the General Meeting of Shareholders, the Company’s Board of Directors may decide by resolution the matters prescribed by Clause 1, Article 459 of the Corporate Law. The reference dates for distribution of surplus as dividends shall be each March 31 and September 30.</u></p> <p>Article <u>32</u> (No change)</p> <p><u>Supplementary provision</u></p> <p><u>PROVISIONAL TREATMENT CONCERNING INDEMNIFICATION</u> <u>In accordance with laws and regulations, the Company may indemnify, by resolution of the Board of Directors, Directors and Corporate Auditors against their liabilities arising out of their negligence performed prior to the conversion to a company with committees to the extent permitted by law.</u></p>
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Proposal 3: Election of Twelve Directors

The terms of office of all the twelve directors shall expire as of the end of the Ordinary Shareholders' General Meeting. It is therefore proposed that the following twelve directors be elected. Details regarding the director candidates are as follows.

Candidate ID	Name (Date of Birth)	Brief Career History, Positions, Responsibilities, and Representation at Other Organizations	Number of the Company's Shares Owned
1	Yozo Izuhara (Sept.23, 1938)	Apr. 1962 Joined the Company Jun. 1996 Managing Director Jun. 1998 President, Representative Director Jun. 2004 Chairman & CEO, Representative Director (Current Position)	71,000
2	Katsuji Fujimoto (Jul. 28, 1943)	Apr. 1968 Joined the Company Jun. 1998 Director Jun. 2002 Managing Director Jun. 2004 President, Representative Director Oct. 2007 President & CEO (Current Position) (Representation at Other Organizations) Chairman, Pilkington Group Limited	82,000
3	Tomoaki Abe (Mar. 25, 1941)	Apr. 1963 Joined the Company Jun. 1992 Director Jun. 1998 Managing Director Jun. 2000 Senior Managing Director Jun. 2002 Vice President, Representative Director Jun. 2004 Vice Chairman, Representative Director Jun. 2007 Director Vice Chairman(Current Position) (Representation at Other Organizations) Chairman, NSG Holding (Europe) Limited	65,000
4	Stuart Chambers (May 25, 1956)	Jul. 1996 Joined Pilkington plc (currently Pilkington Group Limited) Group Vice President, Marketing and Business Development, Building Products	0

		<p>Aug. 1998 Managing Director, Primary Products, Europe</p> <p>Jun. 2000 President, Building Products Worldwide</p> <p>Jan. 2001 Executive Director (Current Position)</p> <p>May 2002 Group Chief Executive (Current Position)</p> <p>Jun. 2006 Director of the Company</p> <p>Apr. 2007 Director of the Company, Head of the Company's Flat Glass Business and BP Business Line</p> <p>Jun. 2007 Director of the Company, Executive Vice President, Head of the Company's Flat Glass Business and BP Business Line</p> <p>Oct. 2007 Representative Director of the Company, Executive Vice President & COO, Head of the Company's Flat Glass Business(Current Position)</p> <p>(Representation at Other Organizations)</p> <p>Group Chief Executive, Pilkington Group Limited</p>	
5	<p>Mike Powell (Nov. 30, 1967)</p>	<p>Jul. 1989 Joined Pilkington plc (Currently Pilkington Group Limited)</p> <p>Jan. 2003 Finance Director (Australia)</p> <p>Mar. 2005 Finance Director (Europe)</p> <p>Aug. 2005 Vice President, Finance</p> <p>Jan. 2007 Executive Director of the Company, Group Finance Director (Current Position)</p> <p>Apr. 2007 General Manager, Business Finance Dept., Flat Glass Support Functions</p> <p>Jun. 2007 Director of the Company, Senior Executive Officer (Current Position), General Manager, Business Finance Dept., Flat Glass Support Functions</p> <p>Jan. 2008 GFD & General Manager, Business Finance Dept., Flat Glass Support Functions</p> <p>Feb. 2008 GFD & General Manager, Business Finance Dept., Central Functions (Current Position)</p>	0
6	<p>Pat Zito (Feb. 2, 1949)</p>	<p>Apr. 1975 Joined Pilkington plc (Currently Pilkington Group Limited)</p> <p>Apr. 1997 President, Automotive OE Europe</p> <p>Nov. 2001 President, Automotive OE Europe and North America</p> <p>Aug. 2002 Executive Director of the Company and, President,</p>	0

		<p>Apr. 2007 Automotive Worldwide (Current Position) Head of Automotive Business Line of the Company (Current Position)</p> <p>Jun. 2007 Director of the Company, Senior Executive Officer (Current Position)</p>	
7	Mark Lyons (Oct. 31, 1962)	<p>Apr. 1990 Joined Pilkington plc (Currently Pilkington Group Limited)</p> <p>Jan. 2003 CFO, Building Products Worldwide</p> <p>Mar. 2005 President, Building Products, Europe</p> <p>Apr. 2007 General Manager, BP Regional Operations Managing Director, Building Products Europe, Pilkington Group Limited</p> <p>Jun. 2007 Senior Executive Officer General Manager, BP Regional Operations Managing Director, Building Products Europe, Pilkington Group Limited</p> <p>Oct. 2007 Senior Executive Officer Head of BP Business Line Executive Director of Pilkington Group Limited, President of Building Products Worldwide (Current Position)</p>	0
8	Keiji Yoshikawa (Jul. 6, 1950)	<p>Apr. 1973 Joined the Company</p> <p>Apr. 2003 General Manager of Information & Telecommunication Device Division, Information Technology Company</p> <p>Oct. 2003 General Manager of Information & Telecommunication Device Division, Information Technology Company & Plant Manager of SAGAMIHARA Plant</p> <p>Jun. 2004 Executive Officer, General Manager of Information & Telecommunication Device Division, Information Technology Company & Plant Manager of SAGAMIHARA Plant</p> <p>Jul. 2004 Executive Officer, General Manager of Information & Telecommunication Device Division, Information Technology Company & General Manager of SAGAMIHARA Plant</p> <p>Jun. 2006 Executive Officer, President of Information</p>	30,000

		<p>Technology Company, General Manager of Information & Telecommunication Device Division, Information Technology Company, and General Manager of Planning Department</p> <p>Sep. 2006 Executive Officer, President of Information Technology Company, and General Manager of Planning Department</p> <p>Apr. 2007 Executive Officer, General Manager of IT Business Line, and General Manager of Planning Department</p> <p>Jan. 2008 Executive Officer, General Manager of IT Business Line (Current Position)</p>	
9	Noritaka Kurauchi (Jan. 26, 1936)	<p>Apr. 1958 Joined Sumitomo Electric Industries, Ltd.</p> <p>Jun. 1985 Director</p> <p>Jun. 1989 Managing Director</p> <p>Jun. 1991 President, Representative Director</p> <p>Jun. 1999 Chairman, Director</p> <p>Jun. 2003 Adviser (Current Position)</p> <p>Director of the Company (Current Position)</p>	10,000
10	Kozo Okumura (Oct. 11, 1935)	<p>Apr. 1961 Joined Dainippon Printing Ink Manufacturing (Currently DIC Corporation)</p> <p>Jun. 1991 Director</p> <p>Jun. 1995 Managing Director</p> <p>Jun. 1998 President, Representative Director</p> <p>Jun. 2004 Chairman, Representative Director</p> <p>Jun. 2005 Chairman, Representative Director</p> <p>Director of the Company (Current Position)</p> <p>Jun. 2006 Senior Adviser, Dainippon Ink and Chemicals (Currently DIC Corporation)</p> <p>Apr. 2008 Senior Adviser, DIC Corporation (Current Position)</p> <p>(Representation at Other Organizations)</p> <p>Chairman, Kawamura Institute of Chemical Research</p>	13,000
11	Isao Uchigasaki (Jan. 2, 1939)	<p>Apr. 1962 Joined Hitachi, Ltd.</p> <p>Jun. 1991 Director, Hitachi Chemical Co., Ltd.</p>	10,000

		<p>Jun. 1993 Executive Officer, Hitachi Chemical</p> <p>Jun. 1999 President, Hitachi Chemical</p> <p>Apr. 2003 Chairman of the Board, Hitachi Chemical</p> <p>Jun. 2003 Statutory Auditor of the Company, Chairman of the Board, Hitachi Chemical</p> <p>Apr. 2004 Statutory Auditor of the Company, Chairman of the Board, Hitachi Chemical Executive Officer in charge of Group's management & General Manager in charge of Group's strategy, Hitachi, Ltd.</p> <p>Jun. 2004 Statutory Auditor of the Company, Chairman of the Board, Hitachi Chemical, Executive Officer in charge of Group's management, & General Manager in charge of Group's strategy, Hitachi, Ltd. Director, Hitachi, Ltd. (Current Position)</p> <p>Jun. 2006 Statutory Auditor of the Company, Chairman of the Board, Hitachi Chemical, Executive Officer in charge of Group's management, & General Manager in charge of Group's strategy, Hitachi, Ltd., Chairman of the Board, Hitachi Information Systems (Current Position)</p> <p>June 2007 Advisor to the Board, Hitachi Chemical Co., Ltd. Director, Hitachi Research Institute (Current Position)</p>	
1 2	George Olcott (May 7, 1955)	<p>Jul. 1986 Joined S.G. Warburg & Co., Ltd</p> <p>Nov. 1991 Director of S.G. Warburg & Co., Ltd</p> <p>Sep 1993 Executive Director, Equity Capital Market Group, S.G. Warburg Securities London</p> <p>Apr. 1997 Head of Tokyo branch, SBC Warburg</p> <p>Apr. 1998 Vice President, LTCB-UBS-Brinson Asset Management</p> <p>Feb. 1999 President, UBS Asset Management (Japan) President, Japan UBS Brinson</p> <p>Jun. 2000 Managing Director, Equity Capital Market, UBS Warburg Tokyo</p> <p>Sep. 2001 Judge Business School, University of Cambridge (UK)</p>	0

		Mar. 2005	FME Teaching Fellow, Judge Business School	
		Mar. 2008	Senior Fellow, Judge Business School (Current Position)	

(Notes)

1. Messrs. Noritaka Kurauchi, Kozo Okumura, Isao Uchigasaki, and George Olcott are candidates for external director stipulated in Article 2 Clause 15 of the Corporation Law.

2. Particulars of the candidates for external director are as follows:

(1) Reasons for recommendation as external directors

Messrs. Noritaka Kurauchi, Kozo Okumura, and Isao Uchigasaki have rich experience and wide-ranging insight as managers, which management believes can be utilized for the improvement of the Company's operations.

Dr. George Olcott has considerable experience and broad insight as a manager and as an academic, which management believes should contribute to the Company's operations.

(2) Violation of laws, ordinances, or articles of incorporation, or other unlawful conduct in business execution at companies at which the candidates for the external directors were directors, executive officers, or auditors over the past five years (such incidents having occurred during their terms of office)

When Mr. Isao Uchigasaki was a director and executive officer of Hitachi, Ltd., the company was ordered to pay a surcharge for having violated the Anti-Monopoly Act in connection with bidding for the installation of tunnel ventilation equipment on the Shinjuku Line of the Metropolitan Expressway for the Metropolitan Expressway Public Corporation (current Metropolitan Expressway Co., Ltd.) in 2004. Mr. Isao Uchigasaki, however, was not involved in this conduct.

(3) Terms of office to date as external director

a. Mr. Noritaka Kurauchi will have been the external director for five

years as of the end of the Shareholders' General Meeting.

- b. Mr. Kozo Okumura will have been the external director for three years as of the end of the Shareholders' General Meeting.
- c. Messrs. Isao Uchigasaki and George Olcott will be new external directors.

(4) Liability limitation contract with external directors

A contract has been concluded between the Company and Mr. Noritaka Kurauchi, and between the Company and Mr. Kozo Okumura, to the effect that the liability of each of the external directors in performing their duties in good faith and without gross negligence be limited to the amount stipulated by law.

A contract is to be concluded between the Company and Mr. Isao Uchigasaki, and between the Company and Dr. George Olcott, to the effect that the liability of each of the external directors in performing their duties in good faith and without gross negligence be limited to the amount stipulated by law.