

(Translation)

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May 30, 2008

To the Shareholders:

NOTICE OF THE 21ST ORDINARY GENERAL MEETING
OF SHAREHOLDERS

Dear Shareholders:

Please take notice that the 21st Ordinary General Meeting of Shareholders of the Company will be held as described below and you are cordially requested to attend the meeting.

Since voting rights can be exercised in writing even if you are not present at the meeting, please review the accompanying "Reference Document for the General Meeting of Shareholders" and return to us by mail the enclosed voting form indicating your approval or disapproval of the propositions by June 23 (Monday), 2008.

Yours very truly,

Masao Yamazaki
President and Representative Director

West Japan Railway Company
4-24, Shibata 2-chome,
Kita-ku, Osaka, Japan

Description

1. Date and hour of meeting:

June 24 (Tuesday), 2008, at 10:00 a.m.

2. Place of meeting:

RIHGA Royal Hotel
3-68, Nakanoshima 5-chome, Kita-ku, Osaka, Japan

3. Matters forming the objects of the meeting:

Matters to be reported:

1. Report on the business report, the consolidated financial statements and the financial statements for the 21st fiscal year (from April 1, 2007 to March 31, 2008).
2. Report on the results of audit of the consolidated financial statements for the 21st fiscal year by the account auditors and the Board of Corporate Auditors.

Matters to be resolved:

- Proposition No. 1: Appropriation of retained earnings
- Proposition No. 2: Election of 14 Directors

The business report, the consolidated financial statements, the financial statements and auditors' reports which shall be attached to the Notice of the General Meeting of Shareholders are as set forth in the "Documents Attached to the Notice of the 21st Ordinary General Meeting of Shareholders" attached herewith (from page 2 to page 54).

4. Information for exercising voting rights:

Your voting rights can be exercised by proxy, who must be a shareholder (being one (1) person) of the Company entitled to vote at this General Meeting of Shareholders.

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In attending the meeting, please present the enclosed voting form to a receptionist at the place of meeting.

## Reference Document for the General Meeting of Shareholders

### Propositions and Information

#### Proposition No. 1: Appropriation of retained earnings

By taking into consideration various factors, including the performance for the fiscal year under review and the future business development, management proposes to appropriate retained earnings for the fiscal year under review, as set forth below:

1. Matters concerning year-end dividends:

With regard to our concrete attitude towards dividend distribution, by taking into account its current shareholders' equity and long-term debt and payables, we have planned to pay an annual dividend of ¥6,000 per share during the period through the fiscal year ending March 31, 2009, provided we can secure the sustained and constant growth of operating revenues.

Accordingly, with regard to dividends for the fiscal year under review, management has intended to pay an annual dividend of ¥6,000 per share. As an interim dividend of ¥3,000 per share was paid in November 2007, management proposes to pay a year-end dividend of ¥3,000 per share.

(1) Kind of property to be distributed as dividends:

Cash

(2) Matter concerning the allocation of the property to be distributed as dividends and the aggregate amount thereof:

¥3,000 per share of common stock of the Company

¥5,947,698,000 in the aggregate

(3) Date on which the distribution of retained earnings shall become effective:

June 25, 2008

2. Other matters concerning the appropriation of retained earnings:

(1) Item of retained earnings to be increased and the amount thereof:

General reserve: ¥30,000,000,000

(2) Item of retained earnings to be decreased and the amount thereof:

Retained earnings carried forward: ¥30,000,000,000

## Proposition No. 2: Election of 14 Directors

The term of office of the Directors, 13 in all, will expire at the close of this Ordinary General Meeting of Shareholders. Hence, it is hereby proposed that the number of Directors be increased by one and 14 Directors be elected to more properly implement measures to address management issues.

The candidates for Directors are as follows:

| Candidate No. | Name<br>(Date of birth)                 | Brief history and other directorships (if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of shares of the Company held by Candidate |
|---------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 1.            | Noritaka Kurauchi<br>(January 26, 1936) | <p>April 1958      Joined Sumitomo Electric Industries, Ltd.</p> <p>April 1983      Manager</p> <p>June 1985      Director and Manager</p> <p>June 1989      Managing Director</p> <p>June 1991      President and Representative Director</p> <p>June 1999      Chairman of the Board</p> <p>June 2003      Counselor, Sumitomo Electric Industries, Ltd. (present post)</p> <p>Feb. 2006      Counselor, West Japan Railway Company (the "Company")</p> <p>June 2006      Chairman of the Board and Director of the Company (present post)</p> | 12 shares                                         |
| 2.            | Yoshio Tateishi<br>(November 1, 1939)   | <p>April 1963      Joined Tateishi Electric Manufacturing Co. (present OMRON Corporation)</p> <p>May 1973      Director</p> <p>June 1976      Managing Director</p> <p>June 1983      Senior Managing Director</p> <p>June 1987      President and Representative Director</p> <p>June 2000      Director of the Company (present post)</p> <p>June 2003      Chairman, OMRON Corporation (present post)</p> <p>(Other Directorships)</p> <p>- Chairman, OMRON Corporation</p> <p>- Chairman, The Kyoto Chamber of Commerce and Industry</p>     | 19 shares                                         |
| 3.            | Akio Nomura<br>(February 8, 1936)       | <p>April 1958      Joined Osaka Gas Co., Ltd.</p> <p>June 1988      Director</p> <p>June 1989      Managing Director</p> <p>June 1991      Representative Senior Managing Director</p> <p>June 1994      Vice President and Representative Director</p> <p>June 1998      President and Representative Director</p> <p>June 2000      Director of the Company (present post)</p> <p>June 2003      Chairman, Osaka Gas Co., Ltd. (present post)</p>                                                                                              | 19 shares                                         |

| Candidate No. | Name<br>(Date of birth)               | Brief history and other directorships (if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Number of shares of the Company held by Candidate |
|---------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
|               |                                       | (Other Directorships)<br>- Chairman, Osaka Gas Co., Ltd.<br>- Chairman, The Osaka Chamber of Commerce and Industry                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                   |
| 4.            | Satoru Sone<br>(April 23, 1939)       | <p>April 1967 Lecturer of Faculty of Engineering, the University of Tokyo</p> <p>April 1968 Associate Professor of Faculty of Engineering, the University of Tokyo</p> <p>Feb. 1984 Professor of Faculty of Engineering, the University of Tokyo</p> <p>April 1995 Professor, Graduate School of Engineering, the University of Tokyo</p> <p>March 2000 Retired from the University of Tokyo</p> <p>April 2000 Professor of Faculty of Engineering, Kogakuin University</p> <p>May 2000 Professor Emeritus, the University of Tokyo</p> <p>June 2005 Director of the Company (present post)</p> <p>March 2007 Retired as Professor of Faculty of Engineering, Kogakuin University</p> <p>April 2007 Guest Professor and Head of Extension Center, Kogakuin University</p> <p>April 2008 Guest Professor and Counselor of Extension Center, Kogakuin University (present post)</p> | 6 shares                                          |
| 5.            | Tadashi Ishikawa<br>(August 24, 1943) | <p>April 1973 Admitted to bar</p> <p>April 1973 Joined Daijiro Yoshikawa Law Office</p> <p>Aug. 1977 Joined Weil, Gotshal &amp; Manges Law Office, New York</p> <p>Aug. 1978 Joined Daijiro Yoshikawa Law Office</p> <p>April 1980 Established Ishikawa Law Office (Current Oh-Ebashi LPC &amp; Partners)</p> <p>Oct. 1998 Part-Time Lecturer of Kobe University Graduate School of Law</p> <p>Aug. 2002 Representative Partner, Oh-Ebashi LPC &amp; Partners (present post)</p> <p>Apr. 2004 Professor of Kobe University School of Law</p> <p>June 2006 Director of the Company (present post)</p> <p>(Other directorships)<br/>- Representative Partner, Oh-Ebashi LPC &amp; Partners</p>                                                                                                                                                                                      | 0 share                                           |

| Candidate No. | Name<br>(Date of birth)              | Brief history and other directorships (if any)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of shares of the Company held by Candidate |
|---------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 6.            | Masao Yamazaki<br>(May 26, 1943)     | <p>April 1966      Joined Japanese National Railways ("JNR")</p> <p>Dec. 1985      Deputy General Manager, Local Line Operations Department of JNR</p> <p>April 1987      General Manager, Transport Department, Shinkansen Operations Headquarters of the Company</p> <p>June 1992      Director; General Manager, Fukuoka Branch of the Company</p> <p>April 1993      Director; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Transport Safety Department, Railway Operations Headquarters of the Company</p> <p>June 1996      Managing Director; Senior General Manager, Railway Operations Headquarters of the Company</p> <p>June 1998      Vice President and Representative Director of West Japan Railway MAINTEC Co., LTD.</p> <p>June 1999      President and Representative Director of West Japan Railway MAINTEC Co., LTD.</p> <p>June 2005      Vice President and Representative Director and Executive Officer of the Company</p> <p>Feb. 2006      President and Representative Director and Executive Officer of the Company (present post)</p> | 19 shares                                         |
| 7.            | Takayuki Sasaki<br>(August 24, 1946) | <p>April 1970      Joined JNR</p> <p>March 1987      General Manager, General Affairs Department, Osaka Railway Operations Division of JNR</p> <p>April 1987      General Manager, General Affairs Department, Kinki Area Operations Headquarters of the Company</p> <p>June 1994      General Manager, Finance Department of the Company</p> <p>June 1995      Director; General Manager, Finance Department of the Company</p> <p>June 1997      Director; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Marketing Department, Railway Operations Headquarters; General Manager, Railway Regions Investigation Team, Railway Operations Headquarters of the Company</p>                                                                                                                                                                                                                                                                                                                                                                                           | 16 shares                                         |

| Candidate No. | Name<br>(Date of birth)                 | Brief history and other directorships (if any) |                                                                                                                                                                                                                 | Number of shares of the Company held by Candidate |
|---------------|-----------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
|               |                                         | June 1999                                      | Executive Officer; Deputy Senior General Manager of Railway Operations Headquarters; General Manager, Marketing Department, Railway Operations Headquarters of the Company                                      |                                                   |
|               |                                         | June 2000                                      | Full-time Corporate Auditor of the Company                                                                                                                                                                      |                                                   |
|               |                                         | June 2002                                      | President and Representative Director of West Japan Railway Daily Service Net Company                                                                                                                           |                                                   |
|               |                                         | June 2007                                      | Vice President, Representative Director and Executive Officer of the Company                                                                                                                                    |                                                   |
|               |                                         | July 2007                                      | Vice President, Representative Director and Executive Officer; Senior General Manager, IT Development Headquarters of the Company (present post)                                                                |                                                   |
| 8.            | Naoki Nishikawa<br>(September 13, 1950) | April 1975                                     | Joined JNR                                                                                                                                                                                                      | 31 shares                                         |
|               |                                         | Feb. 1986                                      | Manager, Station Section, Osaka Construction Division of JNR                                                                                                                                                    |                                                   |
|               |                                         | April 1987                                     | Senior Engineer, Osaka Construction Office of the Company                                                                                                                                                       |                                                   |
|               |                                         | Oct. 2001                                      | General Manager, Corporate Planning Headquarters of the Company                                                                                                                                                 |                                                   |
|               |                                         | June 2003                                      | Executive Officer; General Manager, Okayama Branch of the Company                                                                                                                                               |                                                   |
|               |                                         | Nov. 2005                                      | Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Transport Safety Department, Railway Operations Headquarters of the Company                          |                                                   |
|               |                                         | June 2006                                      | Director, Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Transport Safety Department, Railway Operations Headquarters of the Company (present post) |                                                   |
| 9.            | Ryuichiro Tsuchiya<br>(July 17, 1950)   | April 1974                                     | Joined JNR                                                                                                                                                                                                      | 45 shares                                         |
|               |                                         | Dec. 1985                                      | Manager, Personal Section, Administration Department, Tokyo-Minami Railway Operations Division of JNR                                                                                                           |                                                   |
|               |                                         | April 1987                                     | Manager, Welfare Section, Personnel Department of the Company                                                                                                                                                   |                                                   |
|               |                                         | June 2000                                      | Executive Officer; General Manager, Yonago Branch of the Company                                                                                                                                                |                                                   |
|               |                                         | June 2002                                      | Executive Officer; General Manager, Osaka Branch of the Company                                                                                                                                                 |                                                   |

| Candidate No. | Name<br>(Date of birth)             | Brief history and other directorships (if any) |                                                                                                                                                                                                                                                                                                           | Number of shares of the Company held by Candidate |
|---------------|-------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
|               |                                     | June 2004                                      | Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; General Manager, Marketing Department, Railway Operations Headquarters of the Company                                                                                                                           |                                                   |
|               |                                     | June 2006                                      | Director, Senior Managing Executive Officer; Senior General Manager, Supporting Headquarters for the Victims of the Derailment Accident on the Fukuchiyama Line of the Company; General Manager, Deliberation Department of the Derailment Accident on the Fukuchiyama Line of the Company (present post) |                                                   |
| 10.           | Takashi Kondo<br>(February 7, 1950) | April 1974                                     | Joined JNR                                                                                                                                                                                                                                                                                                | 40 shares                                         |
|               |                                     | Feb. 1986                                      | Manager, Track Maintenance Section, Track & Structures Department, Osaka Railway Operations Division of JNR                                                                                                                                                                                               |                                                   |
|               |                                     | April 1987                                     | Manager, Track Maintenance Section, Track & Structures Department, Kinki Area Operations Headquarters of the Company                                                                                                                                                                                      |                                                   |
|               |                                     | June 1999                                      | General Manager, Track & Structures Department, Railway Operations Headquarters of the Company                                                                                                                                                                                                            |                                                   |
|               |                                     | June 2001                                      | Executive Officer; General Manager, Hiroshima Branch of the Company                                                                                                                                                                                                                                       |                                                   |
|               |                                     | June 2004                                      | Executive Officer; Deputy Senior General Manager, Corporate Resource Development Headquarters; General Manager, New Business Creation Department, Corporate Resource Development Headquarters of the Company                                                                                              |                                                   |
|               |                                     | June 2005                                      | Director and Senior Executive Officer; Senior General Manager, Corporate Resource Development Headquarters of the Company                                                                                                                                                                                 |                                                   |
|               |                                     | June 2007                                      | Director and Senior Managing Executive Officer; Senior General Manager, Corporate Resource Development Headquarters of the Company                                                                                                                                                                        |                                                   |
|               |                                     | July 2007                                      | Director and Senior Managing Executive Officer; Senior General Manager, Business Development Headquarters of the Company (present post)                                                                                                                                                                   |                                                   |



| Candidate No. | Name<br>(Date of birth)            | Brief history and other directorships (if any) |                                                                                                                                                                                                                  | Number of shares of the Company held by Candidate |
|---------------|------------------------------------|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 11.           | Seiji Manabe<br>(October 21, 1953) | April 1976                                     | Joined JNR                                                                                                                                                                                                       | 31 shares                                         |
|               |                                    | Mar. 1985                                      | Deputy Manager, Payroll Section, Staff Administration Department of JNR                                                                                                                                          |                                                   |
|               |                                    | April 1987                                     | Deputy Manager, Labor Section, Personnel Department of the Company                                                                                                                                               |                                                   |
|               |                                    | Oct. 2001                                      | General Manager, Corporate Planning Headquarters of the Company                                                                                                                                                  |                                                   |
|               |                                    | June 2003                                      | Executive Officer; General Manager, Finance Department of the Company                                                                                                                                            |                                                   |
|               |                                    | June 2005                                      | Senior Executive Officer; Deputy Senior General Manager, Corporate Planning Headquarters of the Company                                                                                                          |                                                   |
|               |                                    | June 2006                                      | Director and Senior Executive Officer; Senior General Manager, Corporate Planning Headquarters of the Company (present post)                                                                                     |                                                   |
| 12.           | Koichi Inoue<br>(October 27, 1953) | April 1976                                     | Joined JNR                                                                                                                                                                                                       | 26 shares                                         |
|               |                                    | April 1987                                     | Deputy General Manager, Management Administration Department, Corporate Planning Headquarters of the Company                                                                                                     |                                                   |
|               |                                    | July 1998                                      | On loan to West Japan Railway KIOSK Co., Ltd. (now, West Japan Railway Daily Service Net Company) as Managing Director                                                                                           |                                                   |
|               |                                    | June 2002                                      | Executive Officer; General Manager, Finance Department of the Company                                                                                                                                            |                                                   |
|               |                                    | June 2003                                      | Executive Officer; General Manager, Personnel Department of the Company                                                                                                                                          |                                                   |
|               |                                    | June 2006                                      | Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; Senior General Manager, Marketing Division, Railway Operations Headquarters of the Company                             |                                                   |
|               |                                    | June 2007                                      | Director and Senior Executive Officer; Deputy Senior General Manager, Railway Operations Headquarters; Senior General Manager, Marketing Division, Railway Operations Headquarters of the Company (present post) |                                                   |

| Candidate No. | Name<br>(Date of birth)                | Brief history and other directorships (if any)                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of shares of the Company held by Candidate |
|---------------|----------------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| 13.           | Akiyoshi Yamamoto<br>(October 2, 1952) | April 1975<br>March 1985<br>April 1987<br>June 2000<br>June 2002<br>June 2006<br>June 2007 | Joined JNR<br>Deputy Manager, External Affairs Department of JNR<br>Manager, Track Maintenance Section, Track & Structures Department, Kinki Area Operations Headquarters of the Company<br>General Manager, Corporate Communications Office of the Company<br>Executive Officer; General Manager, Kobe Branch of the Company<br>Executive Officer; General Manager, Technical Research and Development Department, Railway Operations Headquarters of the Company<br>Senior Executive Officer; General Manager, Osaka Branch of the Company (present post)                                                                               | 30 shares                                         |
| 14.           | Kenji Nanakawa<br>(August 23, 1953)    | April 1976<br>March 1985<br>April 1987<br>Oct. 2001<br>June 2004<br>May 2005<br>June 2007  | Joined JNR<br>Manager, Track Maintenance Section, Track & Structures Department, Sendai Railway Operations Division of JNR<br>Deputy Manager, Track Maintenance Section, Track & Structures Department, Railway Operations Headquarters of the Company<br>General Manager, Group Management Promotion Office, Corporate Planning Headquarters of the Company<br>Executive Officer; General Manager, Hiroshima Branch of the Company<br>Executive Officer; General Manager, Osaka Branch of the Company<br>Executive Officer; General Manger, Track & Structures Department, Railway Operations Headquarters of the Company (present post) | 15 shares                                         |

- (Notes) 1. Candidate Mr. Yoshio Tateishi, as Chairman of OMRON Corporation, and Candidate Mr. Akio Nomura, as Chairman of Osaka Gas Co., Ltd., have transactions with the Company.
2. Candidates Messrs. Noritaka Kurauchi, Yoshio Tateishi, Akio Nomura, Satoru Sone and Tadashi Ishikawa are candidates for external directors as provided for in Article 2, paragraph 3, item 7 of the Regulations to Enforce the Corporation Law of Japan. Each candidate is an External Director currently in office. The years of service of Messrs. Noritaka Kurauchi, Yoshio Tateishi, Akio Nomura, Satoru Sone and Tadashi Ishikawa as External Directors will be two years, eight years, eight years, three years and two

years, respectively, at the close of this General Meeting of Shareholders.

3. Management proposes to elect Candidates Messrs. Noritaka Kurauchi, Yoshio Tateishi and Akio Nomura as External Directors to have their accumulated experience and expertise as management executives reflected in the management of the Company.

Management proposes to elect Candidate Mr. Satoru Sone to have his accumulated experience and expertise as an academic expert reflected in the management of the Company. He has not been engaged in corporate management. However, for the aforementioned reason, management believes that he will properly perform the duties of an External Director.

Management proposes to elect Candidate Mr. Tadashi Ishikawa to have his accumulated experience and expertise as an attorney at law reflected in the management of the Company. He has not been engaged in corporate management. However, for the aforementioned reason, management believes that he will properly perform the duties of an External Director.

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