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Securities identification code: 9075

June 3, 2016

To our shareholders:

Shigehiro Komaru
Director and President

FUKUYAMA TRANSPORTING CO., LTD.
20-1, 4-chome, Higashi Fukatsu-cho, Fukuyama City, Hiroshima Prefecture

NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to extend our heartfelt sympathies to all those affected by the Kumamoto Earthquake as well as our wishes for a speedy recovery.

You are cordially invited to attend the 68th Ordinary General Meeting of Shareholders of FUKUYAMA TRANSPORTING CO., LTD. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or via the Internet.

Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail. Otherwise, review “Procedures for Exercising Voting Rights via the Internet” (Japanese only) and indicate your approval or disapproval of the proposals on the Company’s voting rights exercise website (<http://www.evote.jp/>). In either case, please exercise your voting rights by no later than 5:00 p.m., Monday, June 27, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Tuesday, June 28, 2016 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** 5F Conference Room, Head Office of the Company
20-1, 4-chome, Higashi Fukatsu-cho, Fukuyama City, Hiroshima Prefecture

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 68th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. Non-Consolidated Financial Statements for the 68th Term (from April 1, 2015 to March 31, 2016)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors
- Proposal 3:** Election of two (2) Audit & Supervisory Board Members

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company, in recognizing that returning profits to shareholders is a critical issue of management, has established a basic policy on the appropriation of surplus that is based holistically on the business performance of the current term, management environment, internal reserves to fund future business expansion, and maintaining a stable dividend.

Under this policy, the Company would like to set the year-end dividends for the fiscal year under review as follows:

Matters related to the year-end dividends

- (1) Allocation of dividend property and total amount thereof for shareholders
 - 5 yen per common share of the Company
 - Total amount of dividends: 1,240,744,250 yen
- (2) Effective date of distribution of dividends of surplus
 - Wednesday, June 29, 2016

Proposal 2: Election of eight (8) Directors

The terms of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders.

The Company therefore proposes that eight (8) Directors be elected, including four (4) Outside Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Noriyuki Komaru (July 20, 1928) [Reelection]	<p>January 1951 Joined the Company.</p> <p>February 1984 Representative Director and President of the Company</p> <p>June 1989 Director and Corporate Advisor of the Company</p> <p>December 1990 Director and Chairman of the Company (present position)</p> <p>March 1991 Representative Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] President, Shibuya Scholarship Foundation</p>	910,970
<p>[Reasons for nomination as candidate for Director]</p> <p>For many years the candidate has, in his role as Chief Executive Officer, been striving to strengthen the management base by putting the management philosophy into practice. Having determined that his business management, which is based on his extensive knowledge and wealth of experience, contributes to sustained growth and a further enhancement of corporate value in the Group, the Company requests his reelection.</p>			
2	Shigehiro Komaru (April 16, 1950) [Reelection]	<p>October 1974 Joined the Company.</p> <p>June 1991 Managing Director of the Company</p> <p>June 1993 Senior Managing Director of the Company</p> <p>June 1995 Representative Director of the Company (present position)</p> <p>June 1997 Director and President of the Company (present position)</p> <p>April 2011 President and Executive Officer of the Company (present position)</p>	687,908
<p>[Reasons for nomination as candidate for Director]</p> <p>In his role as Representative Director and President, the candidate has led the management of the Company and furthered the enhancement of corporate value and the strengthening of the business base. Having determined that through his leadership, which is based on his extensive knowledge and wealth of experience, he can establish an even stronger management structure for the Group and enhance and strengthen corporate governance, the Company requests his reelection.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Hiroyuki Kumano (April 23, 1970) [Reelection]	March 2005	Joined the Company.	116,388
		June 2007	Director and Manager of Sales Division of the Company	
June 2009	Managing Director of the Company Responsible for Sales and Information Systems			
March 2010	Representative Director and Executive Vice President of the Company (present position) General Manager of Sales Section of the Company (present position)			
April 2011	Executive Vice President and Executive Officer of the Company (present position)			
<p>[Reasons for nomination as candidate for Director]</p> <p>The candidate has a wealth of experience and expertise in the field of company management, and having determined that his work as Director in charge of the Sales Section contributes to sustained growth and a further enhancement of corporate value in the Group, the Company requests his reelection.</p>				
4	Eiju Nagahara (October 22, 1948) [Reelection]	April 1971	Joined the Company.	113,716
		December 2004	Manager of Operations Management Division	
June 2007	Director of the Company General Manager of Safety Division (present position)			
June 2009	Managing Director of the Company Responsible for Operations Management			
June 2010	Senior Managing Director of the Company			
April 2011	Director and Senior Executive Officer of the Company (present position)			
		October 2014	Responsible for Transport Operations of the Company (present position)	
<p>[Reasons for nomination as candidate for Director]</p> <p>The candidate has a wealth of experience and expertise in main line transport, and having determined that his work as Director in charge of the sections for transport and safety contributes to sustained growth and a further enhancement of corporate value in the Group, the Company requests his reelection.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Yoshinori Yoshida (March 27, 1952)</p> <p>[Reelection] Candidate for Outside Director</p>	<p>April 1975 Joined Kintetsu Corporation (presently Kintetsu Group Holdings Co., Ltd.).</p> <p>June 2006 Executive Officer of Kintetsu Corporation (Responsible for Personnel Division)</p> <p>June 2009 Managing Director of Kintetsu Corporation</p> <p>May 2011 Director of Kintetsu Department Store Co., Ltd.</p> <p>June 2011 Retired as Managing Director of Kintetsu Corporation (presently Kintetsu Group Holdings Co., Ltd.)</p> <p>July 2011 Representative Director, Executive Vice President, and Executive Officer of Kintetsu Department Store Co., Ltd.</p> <p>May 2013 Retired as Representative Director, Executive Vice President and Executive Officer of Kintetsu Department Store Co., Ltd.</p> <p>June 2013 Representative Director and Executive Vice President of Kintetsu Corporation (presently Kintetsu Group Holdings Co., Ltd.)</p> <p>June 2013 Director of the Company (present position)</p> <p>April 2015 Representative Director and President of Kintetsu Group Holdings Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and President, Kintetsu Group Holdings Co., Ltd.</p>	2,978
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>The candidate is Representative Director and President of Kintetsu Group Holdings Co., Ltd. He has provided the Company with pertinent advice related to areas such as management and compliance applying his business experience and extensive knowledge. Having determined that he can continue to provide such pertinent supervision and advice to the Board of Directors, the Company requests his reelection as Outside Director. Further, the term of office as an Outside Director will reach three years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p>Shingo Kusaka (April 5, 1970)</p> <p>[Reelection] Candidate for Outside Director</p> <p>[Independent Officer]</p>	<p>October 1996 Joined Tohmatsu LLC (presently Deloitte Touche Tohmatsu LLC).</p> <p>January 2001 Founded Kusaka Shingo CPA Office</p> <p>January 2001 Director of Seiyukaikeisha K.K.</p> <p>June 2004 Audit & Supervisory Board Member of the Company</p> <p>January 2005 Representative Director of Seiyukaikeisha K.K. (present position)</p> <p>June 2012 Retired as Audit & Supervisory Board Member of the Company</p> <p>June 2013 Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director of Seiyukaikeisha K.K.</p>	22,093
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>As a certified public accountant, the candidate has a wealth of experience and expertise related to finance and accounting which he applies to give opinions from an independent standpoint, mostly from the viewpoint of compliance. Having determined that he can continue to give such valuable advice, the Company requests his reelection as Outside Director. Further, the term of office as an Outside Director will reach three years at the conclusion of this General Meeting of Shareholders. Please note that the candidate previously served the Company as an Audit & Supervisory Board Member. Further, the Company has registered the candidate as an Independent Officer pursuant to the rules of the Tokyo Stock Exchange, Inc., and if his reappointment is approved, the Company plans to renew his appointment as Independent Officer.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned																		
7	Masako Ishizuka (January 14, 1946) [Reelection] Candidate for Outside Director [Independent Officer]	<table border="0"> <tr> <td style="vertical-align: top;">April 1968</td> <td>Labor Standards Supervisor, Hokkaido Labor Standards Bureau (presently Hokkaido Labor Bureau), Ministry of Labor (presently Ministry of Health, Labour and Welfare)</td> </tr> <tr> <td style="vertical-align: top;">April 1972</td> <td>Kyoto Labor Standards Bureau (presently Kyoto Labor Bureau)</td> </tr> <tr> <td style="vertical-align: top;">April 1977</td> <td>Tokyo Labor Standards Bureau (presently Tokyo Labor Bureau)</td> </tr> <tr> <td style="vertical-align: top;">April 1999</td> <td>Head of Oji Labor Standards Supervision Department</td> </tr> <tr> <td style="vertical-align: top;">April 2002</td> <td>Head of Hachioji Labor Standards Supervision Department</td> </tr> <tr> <td style="vertical-align: top;">April 2003</td> <td>Retired from the Hachioji Labor Standards Supervision Department</td> </tr> <tr> <td style="vertical-align: top;">April 2003</td> <td>Business Director of the Tokyo Labor Standards Association Federation (presently TOKYO FEDERATION OF LABOUR STANDARDS ASSOCIATIONS)</td> </tr> <tr> <td style="vertical-align: top;">June 2011</td> <td>Retired from the TOKYO FEDERATION OF LABOUR STANDARDS ASSOCIATIONS</td> </tr> <tr> <td style="vertical-align: top;">June 2014</td> <td>Director of the Company (present position)</td> </tr> </table>	April 1968	Labor Standards Supervisor, Hokkaido Labor Standards Bureau (presently Hokkaido Labor Bureau), Ministry of Labor (presently Ministry of Health, Labour and Welfare)	April 1972	Kyoto Labor Standards Bureau (presently Kyoto Labor Bureau)	April 1977	Tokyo Labor Standards Bureau (presently Tokyo Labor Bureau)	April 1999	Head of Oji Labor Standards Supervision Department	April 2002	Head of Hachioji Labor Standards Supervision Department	April 2003	Retired from the Hachioji Labor Standards Supervision Department	April 2003	Business Director of the Tokyo Labor Standards Association Federation (presently TOKYO FEDERATION OF LABOUR STANDARDS ASSOCIATIONS)	June 2011	Retired from the TOKYO FEDERATION OF LABOUR STANDARDS ASSOCIATIONS	June 2014	Director of the Company (present position)	683
April 1968	Labor Standards Supervisor, Hokkaido Labor Standards Bureau (presently Hokkaido Labor Bureau), Ministry of Labor (presently Ministry of Health, Labour and Welfare)																				
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June 2011	Retired from the TOKYO FEDERATION OF LABOUR STANDARDS ASSOCIATIONS																				
June 2014	Director of the Company (present position)																				
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Apart from her appointment as Outside Director, the candidate has no experience participating in company management. However, having determined that she can continue to properly exercise her duties as Outside Director, which include providing recommendations from the viewpoint of strict compliance and her wealth of experience and expertise in the fields of working conditions and occupational health and safety, the Company requests her reelection. The term of office as an Outside Director will reach two years at the conclusion of this General Meeting of Shareholders. Further, the Company has registered the candidate as an Independent Officer pursuant to the rules of the Tokyo Stock Exchange, Inc., and if her reappointment is approved, the Company plans to renew her appointment as Independent Officer.</p>																					

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	<p>Tomoyoshi Arita (February 1, 1948)</p> <p>[New election] Candidate for Outside Director</p> <p>[Independent Officer]</p>	<p>April 1974 Public Prosecutor, Kobe District Public Prosecutors Office</p> <p>September 2005 Head of Public Safety Division, Supreme Public Prosecutors Office</p> <p>July 2007 Superintending Prosecutor, Takamatsu High Public Prosecutors Office</p> <p>July 2008 Superintending Prosecutor, Sendai High Public Prosecutors Office</p> <p>January 2009 Superintending Prosecutor, Fukuoka High Public Prosecutors Office</p> <p>January 2010 Retired as Superintending Prosecutor, Fukuoka High Public Prosecutors Office</p> <p>April 2010 Registered as attorney-at-law</p> <p>April 2010 Joined City-Yuwa Partners</p> <p>July 2010 Outside Director of Japan Post Bank Co., Ltd. (present position)</p> <p>June 2011 Outside Audit & Supervisory Board Member of WDB Holdings Co., Ltd. (present position)</p> <p>June 2015 Outside Audit & Supervisory Board Member of BROTHER INDUSTRIES, LTD. (present position)</p> <p>April 2016 Joined Ginza Central Law Office (present position)</p> <p>[Significant concurrent positions outside the Company] Ginza Central Law Office Outside Director, Japan Post Bank Co., Ltd. Outside Audit & Supervisory Board Member, WDB Holdings Co., Ltd. Outside Audit & Supervisory Board Member, BROTHER INDUSTRIES, LTD.</p>	0
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Apart from his appointment as Outside Director, the candidate has no experience participating in company management. However, as an attorney, he has a wealth of experience and extensive knowledge as well as expertise in corporate legal affairs, since he has held successive positions as Superintending Prosecutor at High Public Prosecutors Offices over his long years of experience in Public Prosecutor Offices. Thus the Company requests his election as Outside Director so that he can provide guidance on the implementation of the law and compliance management. Further, since the candidate meets the requirements for Independent Officer pursuant to the rules of the Tokyo Stock Exchange, Inc., if his election is approved, the Company plans to appoint him as Independent Officer.</p>			

Notes:

1. Tomoyoshi Arita is a new candidate for Director.
2. The four candidates Yoshinori Yoshida, Shingo Kusaka, Masako Ishizuka, and Tomoyoshi Arita are candidates for Outside Director.
3. Candidate for Director Noriyuki Komaru serves concurrently as President of the Shibuya Scholarship Foundation. This corporation holds 27,230,000 shares of the Company's stock.
There is no other special interest between the Company and other Candidates for Director.
4. The Company's Articles of Incorporation stipulate that, pursuant to the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company can conclude a contract with its Directors (excluding Executive Directors, etc.) to limit their liability stated in Article 423, Paragraph 1 of the Companies Act. In accordance with this provision, the Company has concluded limited liability agreements with Yoshinori Yoshida, Shingo Kusaka and Masako Ishizuka, and the limit on the amount of liability coverage under these contracts is the minimum amount stipulated by law. Moreover, if Yoshinori Yoshida, Shingo Kusaka and Masako Ishizuka are reappointed, the Company plans on retaining this contract with each of them. Further, if Tomoyoshi Arita is elected, the Company plans to conclude the same limited liability agreements with him.
5. In February 2016, when Yoshinori Yoshida, Shingo Kusaka and Masako Ishizuka were in office as Outside Directors, it was confirmed that a former Managing Director at one of the Company's consolidated subsidiaries (a former Executive Officer at the Company) had been involved in wrongful embezzlement in dealings with a subcontractor.
None of said Outside Directors had been aware of this fact until it emerged, and had been routinely calling attention to the importance of legal compliance on bodies such as the Board of Directors. Further, after the incident came to light, they have been fulfilling their responsibilities through measures such as calling for enhancement of governance and putting forward proposals to prevent recurrence.
6. On December 19, 2013, Kintetsu Group Holdings Co., Ltd. (formerly Kintetsu Corporation), where Yoshinori Yoshida serves as Representative Director and President, received an administrative order from the Consumer Affairs Agency due to the fact that menus and other materials at traditional inns and hotel facilities which the company runs, and for which it outsources all sales operations to a subsidiary, contained content that breached the Act against Unjustifiable Premiums and Misleading Representations.
7. In February 2014, KINTETSU REAL ESTATE CO., Ltd., where Yoshinori Yoshida serves as Director (at the time he was serving as an Outside Director) received a written warning from Mie Prefectural Government pertaining to a potential violation of the Act against Unjustifiable Premiums and Misleading Representations due to the fact that, in November 2013, the restaurant of the Prime Resort Kashikojima, a hotel run by the company, had used ingredients in a shrimp dish which differed from those described on the menu. The candidate had been routinely calling attention to the importance of legal compliance on bodies such as the Board of Directors. Further, after the incident, the candidate fulfilled his responsibilities by taking the action required of a Director, including putting forward proposals to prevent recurrence.

Proposal 3: Election of two (2) Audit & Supervisory Board Members

The term of Audit & Supervisory Board Member Yoshinori Yamaoka will expire at the conclusion of this General Meeting of Shareholders.

The Company therefore proposes that two (2) Audit & Supervisory Board Members be elected, increasing their number by one (1) in order to strengthen and enhance the auditing system.

The Audit & Supervisory Board has given its consent to this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yoshinori Yamaoka (May 5, 1944) [Reelection] Candidate for Outside Audit & Supervisory Board Member [Independent Officer]	<p>March 1964 Joined the Hatsukaichi Tax Office.</p> <p>July 1996 District Director, Seto Tax Office</p> <p>July 1998 District Director, Iwakuni Tax Office</p> <p>July 1999 Director of Management Division, Large Enterprise Examination and Criminal Investigation Department, Hiroshima Regional Taxation Bureau</p> <p>July 2001 Deputy Assistant Regional Commissioner, Large Enterprise Examination and Criminal Investigation Department, Hiroshima Regional Taxation Bureau</p> <p>July 2002 District Director, Hiroshima East Tax Office</p> <p>July 2003 Resigned from the Hiroshima East Tax Office</p> <p>August 2003 Entered practice as tax accountant (present position)</p> <p>June 2012 Audit & Supervisory Board Member of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Head of Yoshinori Yamaoka Tax Accountant Office</p>	1,616
<p>[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member]</p> <p>As a qualified tax accountant with considerable knowledge of finance and accounting, the candidate provides the Company with appropriate guidance on matters such as the strengthening of its auditing system. Moreover, while the candidate has no experience participating in company management apart from his appointment as Outside Officer, as stated above, he has experienced managing a tax accountant office. Having determined that he can continue to properly perform his duties as an Outside Audit & Supervisory Board Member at the Company, the Company requests his reelection. The term of office as an Outside Audit & Supervisory Board Member will reach four years at the conclusion of this General Meeting of Shareholders. Further, the Company has registered the candidate as an Independent Officer pursuant to the rules of the Tokyo Stock Exchange, Inc., and if his reappointment is approved, the Company plans to renew his appointment as Independent Officer.</p>			

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Hiroyuki Murai (June 9, 1958) [New election] Candidate for Outside Audit & Supervisory Board Member	<p>April 1982 Joined Kintetsu Corporation (presently Kintetsu Group Holdings Co., Ltd.).</p> <p>November 2007 Manager of Audit Division of Kintetsu Corporation</p> <p>March 2010 Manager of General Affairs Division of Kintetsu Corporation</p> <p>November 2011 Manager of General Planning Division of Kintetsu Corporation</p> <p>June 2012 Manager of Management Strategy Division of the General Strategy Office of Kintetsu Corporation</p> <p>March 2013 Managing Director of Kintetsu Cable Network, Co., Ltd.</p> <p>August 2015 Senior Managing Director of Osaka Aquarium KAIYUKAN (present position)</p> <p>[Significant concurrent positions outside the Company] Senior Managing Director, Osaka Aquarium KAIYUKAN</p>	0
<p>[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member]</p> <p>The candidate has been involved in areas such as accounting and management planning for many years and can be expected to apply his wealth of experience and extensive knowledge to enhancing the Company's management oversight functions, and on that basis the Company requests his election as an Outside Audit & Supervisory Board Member.</p>			

Notes:

- Hiroyuki Murai is a new candidate for Audit & Supervisory Board Member.
- Both candidates for Audit & Supervisory Board Member, Yoshinori Yamaoka and Hiroyuki Murai, are candidates for Outside Audit & Supervisory Board Member.
- There is no special interest between the Company and either candidate for Auditor.
- The Company's Articles of Incorporation stipulate that the Company can conclude a contract with Audit & Supervisory Board Members to limit their liability stated in Article 423, Paragraph 1 of the Companies Act per the stipulations of Article 427, Paragraph 1 of the Companies Act.
In accordance with this provision, the Company has concluded a limited liability agreement with Yoshinori Yamaoka and the limit on the amount of liability coverage under this contract is the minimum amount stipulated by law. If Yoshinori Yamaoka is reappointed, the Company plans on retaining this contract with him. Further, if Hiroyuki Murai is elected, the Company plans to conclude the same limited liability agreement with him.
- In February 2016, when Yoshinori Yamaoka was in office as an Outside Audit & Supervisory Board Member, it was confirmed that a former Managing Director at one of the Company's consolidated subsidiaries (a former Executive Officer at the Company) had been involved in wrongful embezzlement in dealings with a subcontractor. The candidate had not been aware of this fact until it emerged, and had been routinely calling attention to the importance of legal compliance on bodies such as the Board of Directors and Audit & Supervisory Board. Further, after the incident came to light, he has been fulfilling his responsibilities through measures such as calling for enhancement of governance and putting forward proposals to prevent recurrence.