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Securities Code 5233
June 4, 2010

To Those Stockholders with Voting Rights

Keiji Tokuue
President and Representative Director
Taiheiyo Cement Corporation
2-3-5, Daiba, Minato-ku, Tokyo

NOTICE OF THE 12th ORDINARY GENERAL MEETING OF STOCKHOLDERS

You are cordially invited to the 12th Ordinary General Meeting of Stockholders of the Company. The meeting will be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot or via the electromagnetic method such as the Internet. Please review the attached Reference Documents for the General Meeting of Stockholders, and either return the Voting Rights Exercise Form with your selections towards proposals, or vote via the voting rights exercise site (<http://www.web54.net>) specified.

1. **Date and Time:** Tuesday, June 29, 2010 at 10:00 a.m.
2. **Place:** Head office of the Company
2-3-5, Daiba, Minato-ku, Tokyo
3. **Agenda of the Meeting:**
Matters to be reported:
 1. Business Report, Consolidated Financial Statements for the 12th Fiscal Term (from April 1, 2009 to March 31, 2010) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the 12th Fiscal Term (from April 1, 2009 to March 31, 2010)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendment to the Articles of Incorporation
- Proposal No. 3:** Election of Eight Directors
- Proposal No. 4:** Election of Two Corporate Auditors

4. General Information

- (1) If you wish to exercise voting rights by paper ballot, please indicate on the enclosed Voting Rights Exercise Form whether you vote for or against the proposals, and return the form by no later than 5:00 p.m. of Monday, June 28, 2010.
- (2) If you wish to exercise voting rights via Internet etc., please complete your voting before 5:00 p.m. of Monday, June 28, 2010.
- (3) If you make no indication on the Voting Rights Exercise Form whether you vote for or against the proposals, you shall be deemed to have voted for the proposals.
- (4) If you exercise your voting right via the Internet more than once, your final vote shall prevail.
- (5) For the vote received both by mail and Internet from the same stockholder, the one received later shall prevail. If we receive both on the same day, the vote by the Internet shall prevail.

Notes: 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the front desk when you arrive at the venue.
2. Subsequent amendments to the Reference Documents for the General Meeting of Stockholders and the Attached Documents (if any) will be listed on the Company's website (<http://www.taiheiyo-cement.co.jp>).

Reference Documents for the General Meeting of Stockholders

Proposals and references

Proposal No. 1: Appropriation of Surplus

In order to restore health to the Company's financial position and to secure flexibility in the Company's capital policy in the near future, the Company plans to, in compliance with the provisions of the Article 452 of the Companies Act, use a part of other capital surplus and the entire amount of general reserve as retained earnings brought forward to make up for the loss in retained earnings.

With respect to the year-end dividend for the term under review, the Company sincerely regrets that no payment will be made in consideration of the business performance of the term under review and the fact that extraordinary loss was recorded as business structure reform expenses, among other reasons.

- (1) Account item to be decreased and amount of decrease
 - Other capital surplus 26,421,471,937 yen
 - General reserve 27,896,069,603 yen
- (2) Account item to be increased and amount of increase
 - Retained earnings brought forward 54,317,541,540 yen

Proposal No. 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the Proposal

The term of office of Directors shall be changed to within one year in order to clarify their management responsibilities, and to make it possible to promptly construct an optimized management system that can respond to changes in the management environment.

2. Details of the Proposed Amendment

The details of the proposed amendment are stated below.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendment
(Term of Office of Directors) Article 21. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of stockholders held with respect to the last business year ending within <u>two (2) years</u> from his/her election to office.	(Term of Office of Directors) Article 21. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of stockholders held with respect to the last business year ending within <u>one (1) year</u> from his/her election to office.

Proposal No. 3: Election of Eight Directors

The term of office of all Directors will expire at the close of this General Meeting of Stockholders. Accordingly, we propose the election of eight Directors.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
1	Keiji Tokuu (July 30, 1947)	April 1970 Joined Onoda Cement Co. February 1993 General Manager, Information Systems Planning Department of Onoda Cement Co. October 1994 General Manager, System Planning Department, Information Systems Division of Chichibu Onoda Cement Corp. May 1995 General Manager, Information Systems Department of Chichibu Onoda Cement Corp. September 1996 Deputy General Manager, Environmental Systems Department of Chichibu Onoda Cement Corp. July 1997 General Manager, Corporate Planning Department of Chichibu Onoda Cement Corp. August 1998 General Manager, International Planning Department of Chichibu Onoda Cement Corp. October 1998 General Manager, International Planning Department, International Business Division of Taiheiyo Cement Corporation February 1999 Deputy General Manager, USA Business Department, International Business Division April 2000 Director and Senior Vice President of Taiheiyo Cement USA Inc. November 2000 General Manager, Purchasing Department of Taiheiyo Cement Corporation May 2001 General Manager, International Cement Trading Department June 2002 Director and General Manager, International Cement Trading Department April 2004 Director, Managing Executive Officer and President of International Business Company April 2008 President and Representative Director (to present) (Significant concurrent positions) Director of Ssangyong Cement Industrial Co., Ltd.	24,000
2	Kunio Izawa (September 27, 1949)	April 1972 Joined Nihon Cement Co. March 2001 General Manager, Corporate Communication Office of Taiheiyo Cement Corporation April 2004 General Manager, Kansai Branch April 2006 Executive Officer, General Manager, Human Resources Department and General Manager, Personnel Business Operation Center April 2008 Managing Executive Officer June 2008 Director and Managing Executive Officer (to present)	35,400

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
3	Hiroto Murata (April 24, 1948)	<p>April 1972 Joined Onoda Cement Co.</p> <p>April 1996 General Manager, Affiliated Companies Department of Chichibu Onoda Cement Corp.</p> <p>June 1997 General Manager, Construction Material Business Department of Chichibu Onoda Cement Corp.</p> <p>June 1998 General Manager, Affiliated Companies Department and General Manager, Construction Material Business Department of Chichibu Onoda Cement Corp.</p> <p>October 1998 General Manager, Affiliated Companies Department of Taiheiyo Cement Corporation</p> <p>April 2000 General Manager, Group Strategies Department</p> <p>June 2002 Director and General Manager, Group Strategies Department</p> <p>April 2004 Director, Executive Officer, Vice President of Construction Materials Business Company and General Manager, Administration Department of Construction Materials Business Company</p> <p>June 2004 Executive Officer, Vice President of Construction Materials Business Company and General Manager, Administration Department of Construction Materials Business Company</p> <p>April 2006 Managing Executive Officer and President of Construction Materials Business Company</p> <p>June 2006 Director, Managing Executive Officer and President of Construction Materials Business Company</p> <p>April 2008 Director and Managing Executive Officer (to present)</p>	17,000

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
4	Hideo Fukushima (February 13, 1950)	<p>April 1972 Joined Nihon Cement Co.</p> <p>October 1998 General Manager, Saiki Plant of Taiheiyo Cement Corporation</p> <p>April 2000 General Manager, Ofunato Plant</p> <p>April 2002 Manager, Production Department</p> <p>April 2004 Executive Officer, Vice President of Cement Business Company and General Manager, Production Department of Cement Company</p> <p>April 2006 Managing Executive Officer, President of Ceramics & Electronics Business Company, Vice President of Cement Business Company and General Manager, Production Department of Cement Company</p> <p>June 2006 Director, Managing Executive Officer, President of Ceramics & Electronics Business Company, Vice President of Cement Company and General Manager, Production Department of Cement Company</p> <p>April 2007 Director, Managing Executive Officer, President of Ceramics & Electronics Business Company and Vice President of Cement Company</p> <p>April 2008 Director, Managing Executive Officer and President of Mineral Resources Business Company</p> <p>April 2010 Director, Managing Executive Officer, President of Mineral Resources Business Company and President of Environmental Business Company (to present)</p>	62,000
5	Kiyoshi Kamimura (January 12, 1950)	<p>April 1972 Joined Chichibu Cement Co.</p> <p>April 2004 General Manager, Shikoku Branch of Taiheiyo Cement Corporation</p> <p>April 2006 Executive Officer and General Manager, Tokyo Branch</p> <p>April 2008 Managing Executive Officer and Vice President of Cement Company</p> <p>June 2008 Director, Managing Executive Officer and Vice President of Cement Company (to present)</p> <p>(Significant concurrent positions) Outside Director of, P.S. Mitsubishi Construction Co., Ltd.</p>	54,000

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
6	Nobuyuki Yamaura (December 9, 1948)	<p>April 1973 Joined Nihon Cement Co.</p> <p>December 2000 Counselor of Taiheiyo Cement Corporation, and Director and President of Kawara Steel Works</p> <p>July 2003 Director and President of Kawara Steel Works</p> <p>April 2005 General Manager, Engineering & Technology Department of Taiheiyo Cement Corporation</p> <p>April 2006 Counselor and General Manager, Engineering & Technology Department</p> <p>April 2008 Managing Executive Officer, President of Ceramics & Electronics Business Company and Vice President of Cement Company</p> <p>June 2008 Director, Managing Executive Officer, President of Ceramics & Electronics Business Company and Vice President of Cement Company</p> <p>May 2009 Director, Managing Executive Officer and Vice President of Cement Company (to present)</p>	19,000
7	Ryuichi Hirai (July 22, 1950)	<p>April 1973 Joined Nihon Cement Co.</p> <p>April 2004 Vice President of International Business Company and General Manager, Sales Department of International Cement Trading of Taiheiyo Cement Corporation</p> <p>April 2006 Counselor, Vice President of International Business Company and General Manager, Sales Department of International Cement Trading</p> <p>April 2008 Managing Executive Officer and President of International Business Company</p> <p>June 2008 Director, Managing Executive Officer and President of International Business Company (to present)</p> <p>(Significant concurrent positions) Director of Ssangyong Cement Industrial Co., Ltd.</p>	7,000
8	Hisayuki Uchikoba (February 7, 1951)	<p>April 1977 Joined Onoda Cement Co.</p> <p>February 1999 General Manager, International Planning Department, International Business Division of Taiheiyo Cement Corporation</p> <p>April 2000 General Manager, International Business Department</p> <p>April 2004 Vice President of International Business Company and General Manager, Administration Department of International Business Company</p> <p>April 2006 Counselor, Vice President of International Business Company and General Manager, Administration Department of International Business Company</p> <p>April 2008 Managing Executive Officer and President of Construction Materials Business Company</p> <p>June 2008 Director, Managing Executive Officer and President of Construction Materials Business Company</p> <p>May 2009 Director and Managing Executive Officer (to present)</p>	15,000

- Notes: 1. Candidate Hideo Fukushima concurrently serves as Outside Director and Chairman of KUWAZAWA Trading Co., Ltd. He is scheduled to retire from his position as Director of KUWAZAWA Trading at the close of the ordinary general meeting of stockholders of the company to be held on June 29, 2010.
2. The Company has transactions with Nghi Son Cement Corporation where candidate Ryuichi Hirai is concurrently serving as Director and Chairman, including sales of cement. The Company also guarantees the debt of NM Cement Co., Ltd. where the candidate concurrently serves as Director and President, for its borrowings.
3. No conflict of interest exists between the Company and the other candidates.

Proposal No. 4: Election of Two Corporate Auditors

The term of office of Standing Corporate Auditor Shozo Furuya and Takafumi Okada will expire at the close of this General Meeting of Stockholders. Accordingly, we propose the election of two Corporate Auditors.

The candidates for Corporate Auditor are as follows.

The Board of Auditors has previously given its approval.

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
1	Rokuro Tomita (September 30, 1948)	April 1971 Joined Nihon Cement Co. April 2002 General Manager, Research & Development Center of Taiheiyo Cement Corporation July 2003 Counselor and General Manager, Research & Development Center April 2004 Executive Officer, General Manager, Research & Development Center and Vice President of Construction Materials Business Company April 2008 Managing Executive Officer June 2008 Director and Managing Executive Officer (to present)	20,000
2	Setsuo Nakamura (February 3, 1950)	April 1972 Joined Onoda Cement Co. June 1998 Managing Director of Chichibu Railway Co., Ltd. November 2000 Corporate Planning Department of Taiheiyo Cement Corporation April 2004 General Manager, Corporate Planning Department April 2006 Executive Officer and General Manager, Corporate Planning Department April 2008 Managing Executive Officer and President of Real Estate Business Company June 2008 Director, Managing Executive Officer and President of Real Estate Business Company May 2009 Director and Managing Executive Officer (to present) (Significant concurrent positions) Outside Corporate Auditor of NIPPON CONCRETE INDUSTRIES CO., LTD.	19,000

Note: No conflict of interest exists between the Company and the candidates.