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June 29, 2010

To All Stockholders

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

## NOTICE OF RESOLUTIONS OF THE 12<sup>th</sup> ORDINARY GENERAL MEETING OF STOCKHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 12<sup>th</sup> Ordinary General Meeting of Stockholders of the Company held today.

Please note that we regrettably decided not to make payments of the year-end dividend in consideration of the business results for the current fiscal term and the fact that extraordinary loss was recorded as business structure reform expenses, among other reasons.

- Matters reported:**
1. Business Report, Consolidated Financial Statements for the 12<sup>th</sup> 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 12<sup>th</sup> Fiscal Term (from April 1, 2009 to March 31, 2010)
- The particulars of the above 1 and 2 were reported.

**Proposals resolved:**

- Proposal No. 1:** Appropriation of Surplus  
 The proposal was approved and adopted as proposed.  
 Account item to be decreased and amount of decrease
- |                       |                    |
|-----------------------|--------------------|
| Other capital surplus | 26,421,471,937 yen |
| General reserve       | 27,896,069,603 yen |
- 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  
 The proposal was approved and adopted as proposed.

(Underlined parts are amended.)

Before Amendments	After Amendments
(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 Seven Directors

One of the candidates Hisayuki Uchikoba suddenly passed away on June 19, 2010. Accordingly, we amended and submitted the proposal to elect seven Directors excluding him. The amended proposal was approved and adopted as proposed. Keiji Tokuae, Kunio Izawa, Hiroto Murata, Hideo Fukushima, Kiyoshi Kamimura, Nobuyuki Yamaura and Ryuichi Hirai were elected as Directors and assumed office.

**Proposal No. 4:** Election of Two Corporate Auditors

The proposal was approved and adopted as proposed. Rokuro Tomita and Setsuo Nakamura were elected as Corporate Auditors and assumed office.

At a Board of Directors meeting held after the conclusion of the Ordinary General Meeting of Stockholders, the Representative Directors and Executive Directors were elected as follows and assumed office.

President and Representative Director	Keiji Tokuae
Vice President and Representative Director	Kunio Izawa

At a Board of Auditors meeting held after the conclusion of the Ordinary General Meeting of Stockholders, the Standing Corporate Auditors were elected as follows and assumed office.

Standing Corporate Auditor	Rokuro Tomita
Standing Corporate Auditor	Setsuo Nakamura