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Securities Code 5233
June 7, 2011

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 13th ORDINARY GENERAL MEETING OF STOCKHOLDERS

We would like to express our deepest sympathies and condolences to those affected by the Great East Japan Earthquake. We fervently hope that normality will be restored as soon as possible.

You are cordially invited to the 13th 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:** Wednesday, June 29, 2011 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 13th Fiscal Term (from April 1, 2010 to March 31, 2011) 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 13th Fiscal Term (from April 1, 2010 to March 31, 2011)**Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Eight Directors
 - Proposal No. 3:** 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 Tuesday, June 28, 2011.
- (2) If you wish to exercise voting rights via Internet etc., please complete your voting before 5:00 p.m. of Tuesday, June 28, 2011.
- (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

With respect to the year-end dividend for the term under review, the Company, despite the prospect of a harsh business environment as ever, would like to pay out as follows, not only in consideration of our basic dividend policy but as a gesture and thanks to the shareholders' support to our business restructuring initiative.

Matters concerning the year-end dividend

- (1) Type of Dividend
Cash
- (2) Matters concerning the distribution of dividends to shareholders and its total amount
2.50 yen per share of common stock of the Company, for a total amount of 2,372,352,265 yen.
- (3) Effective Date of Dividends from surplus
June 30, 2011

Proposal No. 2: 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 Tokuee (July 30, 1947)	<p>April 1970 Joined Onoda Cement Co.</p> <p>February 1993 General Manager, Information Systems Planning Department of Onoda Cement Co.</p> <p>October 1994 General Manager, System Planning Department, Information Systems Division of Chichibu Onoda Cement Corp.</p> <p>May 1995 General Manager, Information Systems Department of Chichibu Onoda Cement Corp.</p> <p>September 1996 Deputy General Manager, Environmental Systems Department of Chichibu Onoda Cement Corp.</p> <p>July 1997 General Manager, Corporate Planning Department of Chichibu Onoda Cement Corp.</p> <p>August 1998 General Manager, International Planning Department of Chichibu Onoda Cement Corp.</p> <p>October 1998 General Manager, International Planning Department, International Business Division of Taiheiyo Cement Corporation</p> <p>February 1999 Deputy General Manager, USA Business Department, International Business Division</p> <p>April 2000 Director and Senior Vice President of Taiheiyo Cement USA Inc.</p> <p>November 2000 General Manager, Purchasing Department of Taiheiyo Cement Corporation</p> <p>May 2001 General Manager, International Cement Trading Department</p> <p>June 2002 Director and General Manager, International Cement Trading Department</p> <p>April 2004 Director, Managing Executive Officer and President of International Business Company</p> <p>April 2008 President and Representative Director (to present)</p> <p>(Assignment at the Company) Green-Innovation Business Promotion Department (Significant concurrent positions) Director of Ssangyong Cement Industrial Co., Ltd.</p>	35,000
2	Kunio Izawa (September 27, 1949)	<p>April 1972 Joined Nihon Cement Co.</p> <p>March 2001 General Manager, Corporate Communication Office of Taiheiyo Cement Corporation</p> <p>April 2004 General Manager, Kansai Branch</p> <p>April 2006 Executive Officer, General Manager, Human Resources Department and General Manager, Personnel Business Operation Center</p> <p>April 2008 Managing Executive Officer</p> <p>June 2008 Director and Managing Executive Officer</p> <p>June 2010 Vice President and Representative Director (to present)</p> <p>(Assignment at the Company) Secretarial Department, Human Resources Department and Internal Auditing Department</p>	46,400

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</p> <p>June 2010 Director and Senior Executive Officer (to present)</p>	20,000

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</p> <p>June 2010 Director, Senior Executive Officer, President of Cement Company and President of Mineral Resources Business Company</p> <p>October 2010 Director and Senior Executive Officer (to present)</p>	95,000
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</p> <p>October 2010 Director, Managing Executive Officer and General Manager of Cement Business Division (to present)</p> <p>(Significant concurrent positions) Outside Director of P.S. Mitsubishi Construction Co., Ltd.</p>	70,000

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</p> <p>June 2010 Director, Managing Executive Officer, President of Environmental Business Company and Vice President of Cement Company</p> <p>October 2010 Director and Managing Executive Officer (to present)</p>	27,000
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</p> <p>October 2010 Director, Managing Executive Officer and General Manager of International Business Division (to present)</p> <p>(Significant concurrent positions) Director of Ssangyong Cement Industrial Co., Ltd.</p>	19,000

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrent positions	Number of shares of the Company held
8	Shuji Fukuda (December 20, 1951)	<p>April 1974 Joined Onoda Cement Co.</p> <p>June 1999 General Manager, Accounting & Finance Department of Taiheiyo Cement Corporation</p> <p>April 2004 General Manager, Accounting & Finance Department and General Manager, Accounting & Finance Business Operation Center</p> <p>April 2006 General Manager, Hokuriku Branch</p> <p>April 2008 Executive Officer, General Manager, Human Resources Department and General Manager, Personnel Business Operation Center</p> <p>October 2008 Executive Officer, General Manager, Human Resources Department</p> <p>August 2010 Director, Managing Executive Officer and General Manager of Human Resources Department</p> <p>October 2010 Director and Managing Executive Officer (to present)</p>	16,000

Notes: 1. The Company has transactions with Nghi Son Cement Corporation where candidate Ryuichi Hirai is concurrently serving as Director and Vice Chairman, involving 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.

2. No conflict of interest exists between the Company and the other candidates.

Proposal No. 3: Election of Two Corporate Auditors

The term of office of Corporate Auditor Haruhisa Kawasaki and Atsushi Takano 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	Atsushi Takano (May 12, 1945)	<p>April 1968 Joined The Fuji Bank, Limited</p> <p>June 1995 Director of The Fuji Bank, Limited</p> <p>May 1997 Managing Director of The Fuji Bank, Limited</p> <p>June 2001 Standing Corporate Auditor of The Fuji Bank, Limited</p> <p>April 2002 President and Representative Director of Fuji Investment Management Co., Ltd.</p> <p>June 2007 Outside Corporate Auditor of Taiheiyo Cement Corporation and Auditor of NOF CORPORATION (to present)</p>	29,000
2	Tomoyuki Watanabe (April 7, 1947)	<p>April 1971 Joined Mitsui Bank</p> <p>June 2000 Full-Time Corporate Auditor of Sakura Bank</p> <p>April 2001 Standing Corporate Auditor of Sumitomo Mitsui Banking Corporation</p> <p>June 2003 President and Representative Director of Autosystem Inc.</p> <p>June 2007 President and Representative Director of Human Inventory Co., Ltd.</p> <p>June 2010 Retired as President and Representative Director of Human Inventory Co., Ltd. (to present)</p>	0

Notes: 1. Candidates Atsushi Takano and Tomoyuki Watanabe are nominated as Outside Corporate Auditors.

2. Candidate Atsushi Takano has years of experience in management of financial institutions, and we propose his continuous appointment as Outside Corporate Auditor since he is expected to keep

contributing his wealth of experience and insight to the Company in establishing and operating a high-quality corporate governance system that supports sound and sustainable growth, while engaging in audits over general execution of duties by the Directors of the Company from an equitable and impartial standpoint.

3. Candidate Tomoyuki Watanabe has experience and knowledge gained through years of service at financial institutions along with insight he developed as a full-time corporate auditor, and we propose his appointment as Outside Corporate Auditor since he is expected to contribute his wealth of experience and insight to the Company in establishing and operating a high-quality corporate governance system that supports sound and sustainable growth, while engaging in audits over general execution of duties by the Directors of the Company from an equitable and impartial standpoint.
4. Candidate Atsushi Takano is currently serving as Outside Corporate Auditor of the Company and will have served as Outside Corporate Auditor of the Company for four years at the close of this General Meeting of Stockholders.
5. Candidate Atsushi Takano is concurrently serving as outside corporate auditor of NOF CORPORATION. However, he is scheduled to retire from his post as corporate auditor of the said company at the close of its ordinary general meeting of stockholders to be held on June 29, 2011.
6. The Company currently has an agreement with candidate Atsushi Takano, which limits his liability for damages in respect of his responsibility set out under Article 423, Paragraph 1 of the Companies Act, to the minimum limit of liability set out under Article 425, Paragraph 1 of the same provided that he executes his duty in good faith with no gross negligence. The Company is scheduled to reach a similar agreement with candidate Tomoyuki Watanabe.
7. No conflict of interest exists between the Company and the candidates.