

Please note that the following is an unofficial English translation of Japanese Notice of Extraordinary General Meeting of Shareholders and Class-specific Meeting of Ordinary Shareholders of Sojitz Holdings Corporation held on September 29, 2004. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

September 29, 2004

To: Shareholders

1-20, Akasaka 6-Chome, Minato-ku, Tokyo
Sojitz Holdings Corporation
President and CEO: Hidetoshi Nishimura

**Announcement of Extraordinary General Meeting of Shareholders and
Class-Specific General Meeting Resolutions by Ordinary Shareholders**

Dear Shareholders,

We have the honor to announce that the following resolutions have been adopted in the extraordinary general meeting and class-specific general meeting by ordinary shareholders held today.

Matters resolved

Bill Partial amendments to the Articles
The Bill was approved and pass as proposed.
The following amendments were made:

Reason of amendments

We decided to review the current business plan thoroughly in order to prepare a “New Business Plan” (as a three year plan starting with this year) and implement it. The basic policy of the “New Business Plan” is to achieve a “radical enhancement of financial strength” and a “reform for achieving a healthy profit making structure,” so that we can establish a solid management basis that cannot be affected by business environment that surrounds us and quickly recover our credibility in the market, thus improving our corporate value.

In order to achieve a radical enhancement of financial strength, we must reanalyze our assets, pull out from the areas where we are not making profits, and dispose real estates, so that we can improve the asset quality in one bald stroke. It will be a loss disposition of approximately ¥400 billion on the consolidated basis. In order to compensate for the loss of shareholder’s equity resulting from this, we are strongly urging subscriptions of major financial institutions including UFJ Bank as well as UBS Group for our capital increase through preferred stock issues.

In order to be prepared for the issues of new types of preferred stocks, changes have been made here to the Articles of Incorporation by adding new rules for Class IV, Class V and Class VI stocks, setting up the issuing ranges for these preferred stocks, and increasing the issuing range of ordinary stocks.

The same Bill as above was approved and passed as proposed in each class-specific general meeting for shareholders held on September 28 for Class I preferred shareholders (1st meeting), Class I preferred shareholders (2nd meeting), Class I preferred shareholders (3rd meeting), Class I preferred shareholders (4th meeting), Class II preferred shareholders (1st meeting) and Class III preferred shareholders (1st meeting).

Details of changes

The portions of the present articles of incorporation that are affected and the proposed changes are as shown below. (Changes are underlined.)

Before change	After change
<p>Article 5 (Total Number of Authorized Shares)</p> <p>The total number of shares authorized to be issued by the Company shall be <u>617,432,600</u> shares, among which <u>463,432,600</u> shares shall be ordinary shares, 110,000,000 shares shall be Class I preferred shares, 33,000,000 shares shall be Class II preferred shares and 11,000,000 shares shall be Class III preferred shares; provided, however, that in the event of a cancellation of ordinary shares or cancellation or conversion of preferred shares into ordinary shares, the number of shares authorized to be issued shall be reduced by the number of shares so cancelled or converted from the number of shares of the same type.</p> <p>Article 6 (Number of Shares Per Unit)</p> <p>I The number of shares per one (1) unit (tangen) of ordinary shares, Class I preferred shares, Class II preferred shares <u>and</u> Class III preferred shares of the Company shall be one hundred (100) shares.</p> <p>II The Company shall not issue share certificates for shares constituting less than one (1) unit (tangen) of shares (hereinafter referred to as the “Shares Not Constituting A Full Unit”); provided, however, that this provision shall not apply when prescribed in the Share Handling Regulations.</p> <p>III The shareholders (including beneficial shareholders; hereinafter the same) holding the Shares Not Constituting A Full Unit of the Company may, in accordance with the provisions prescribed in the Share Handling Regulations and by paying the prescribed fee, request the Company to sell the number of shares of the Company which would together with the Shares Not Constituting A Full Unit of the Company that he/she holds, make the number of shares one (1) unit; provided, however, that this provision shall not apply in the event that the Company does not hold the shares relating to such request, or when otherwise prescribed in the Share Handling Regulations.</p>	<p>Article 5 (Total Number of Stocks Issued)</p> <p>The total number of shares authorized to be issued by the Company shall be <u>1,200,000,000</u> shares, among which <u>989,000,000</u> shares shall be ordinary shares, 110,000,000 shares shall be Class I preferred shares, 33,000,000 shares shall be Class II preferred shares, 11,000,000 shares shall be Class III preferred shares, <u>40,000,000 shares are Class IV preferred shares, 15,000,000 shares are Class V preferred shares and 2,000,000 shares are Class VI preferred shares ;</u> provided, however, that in the event of a cancellation of ordinary shares or cancellation or conversion of preferred shares into ordinary shares, the number of shares authorized to be issued shall be reduced by the number of shares so cancelled or converted from the number of shares of the same type.</p> <p>Article 6 (One Unit of Stock)</p> <p>I The number of shares per one (1) unit (tangen) of ordinary shares, Class I preferred shares, Class II preferred shares , Class III preferred shares, <u>Class IV preferred stock, Class V preferred stock, and Class VI preferred stock</u> of the Company shall be one hundred (100) shares.</p> <p>II The Company shall not issue share certificates for shares constituting less than one (1) unit (tangen) of shares (hereinafter referred to as the “Shares Not Constituting A Full Unit”); provided, however, that this provision shall not apply when prescribed in the Share Handling Regulations.</p> <p>III The shareholders (including beneficial shareholders; hereinafter the same) holding the Shares Not Constituting A Full Unit of the Company may, in accordance with the provisions prescribed in the Share Handling Regulations and by paying the prescribed fee, request the Company to sell the number of shares of the Company which would together with the Shares Not Constituting A Full Unit of the Company that he/she holds, make the number of shares one (1) unit; provided, however, that this provision shall not apply in the event that the Company does not hold the shares relating to such request, or when otherwise prescribed in the Share Handling Regulations.</p>

Before change	After change
(New item)	<p>Article 9-5 (Class-IV Preferred Shares)</p> <p>I (Class-IV Dividend)</p> <p>1. <u>In case dividends are paid by the Company to Ordinary Shareholders and Ordinary Registered Pledges as provided for in Article 37, the Company shall pay dividends to be determined by the method defined as provided for in the next section for each share of Class-IV Preferred Shares (“Class-IV Dividend”) to shareholders of Class-IV Preferred Shares (“Class-IV Preferred Shareholders”) or Registered Pledges of Class-IV Preferred Shares (“Class-IV Preferred Registered Pledges”), if the sum of the amount of the dividend per share of ordinary shares and the amount of the Interim Dividend per share of ordinary shares when Interim Dividends as provided for in Article 38 are paid to Ordinary Shareholders and Ordinary Registered Pledges for the particular fiscal year (hereinafter referred to in this section as “Ordinary Share Annual Dividend”) exceeds the amount determined by a resolution of the Board of Directors at the time of issuing Class-IV Preferred Shares.</u></p> <p>2. <u>The amount of Class-IV Dividend shall be the amount obtained by dividing the Ordinary Share Annual Dividend by the market price of the ordinary share of the Company determined by a resolution of the Board of Directors at the time of issuance, multiplying the quotient by the amount equivalent to the issuing price per share of the Class-IV Preferred Shares, and further multiplying its product by 1.2 (any fractional amount less than a tenth of a yen being rounded up) (“Class-IV Annual Dividend”). However, if the Class-IV Interim Dividend defined in the next section is paid during the particular fiscal year, any residual amount remaining after subtracting said Class-IV Interim Dividend from the Class-IV Annual Dividend shall be paid as the Class-IV Dividend. Moreover, the amount of the Class-IV Dividend shall be such that when it is added to the Class-IV Interim Dividend in case when the Class-IV Interim Dividend is paid in the particular fiscal year, it shall not exceed the amount obtained by multiplying the amount equivalent to the per-share issuing price of the Class-IV Preferred Shares by 20/100.</u></p>

Before change	After change
	<p>3. <u>The order of payment of the dividend for ordinary shares and the Class-IV Dividend shall be the same.</u></p> <p>II <u>(Class-IV Interim Dividend)</u></p> <p>1. <u>In case Interim Dividends are paid by the Company as provided for in Article 38 to Ordinary Shareholders and Ordinary Registered Pledges with an Interim Dividend amount per share of ordinary stock that exceeds the amount determined by a resolution of the Board of Directors in issuing Class-IV Preferred Shares, the Company shall pay an amount to be determined by the method defined in the next section for each share of Class-IV Preferred Shares (“Class-IV Interim Dividend”) to the Class-IV Preferred Shareholders or the Class-IV Preferred Registered Pledges.</u></p> <p>2. <u>The amount of Class-IV Interim Dividend shall be the amount obtained by dividing the Interim Dividend to be paid to Ordinary Shareholders and Ordinary Registered Pledges by the market price of the ordinary share of the Company determined by a resolution of the Board of Directors at the time of issuance, multiplying the quotient by the amount equivalent to the issuing price per share of the Class-IV Preferred Shares, and further multiplying its product by 1.2 (any fractional amount less than a tenth of a yen being rounded up). However, the amount of the Class-IV Interim Dividend per share of the Class-IV Preferred Shares shall not exceed the amount equivalent to the per-share issuing price of the Class-IV Preferred Shares multiplied by 10/100.</u></p> <p>3. <u>The order of payment of the Interim Dividend for ordinary shares and the Class-IV Interim Dividend shall be the same.</u></p> <p>III <u>(Distribution of Residual Assets)</u></p> <p>1. <u>In the case of distribution of residual assets of the Company, the amount equivalent to the subscription money per Class-IV Preferred Share shall be payable per Class-IV Preferred Share to the Class-IV Preferred Shareholders or the Class-IV Preferred Registered Pledges in priority to the Ordinary Shareholders and the Registered Ordinary Pledges.</u></p> <p>2. <u>Except as provided for in the preceding paragraph, no distribution of the residual assets shall be made to any Class-IV Preferred Shareholder or Class-IV Registered Preferred Pledgee.</u></p>

Before change	After change
	<p><u>IV (Cancellation by Purchase of Class-IV Preferred Shares)</u> <u>The Company may, at any time, purchase the Class-IV Preferred Shares and cancel them at the purchase prices thereof by use of the profits which shall otherwise be payable to shareholders.</u></p> <p><u>V (Voting Rights)</u> <u>No Class-IV Preferred Shareholders shall have voting rights at any general meeting of shareholders.</u></p> <p><u>VI (Consolidation or Division of Shares and Grant of Preemptive Rights)</u></p> <ol style="list-style-type: none"> <u>1. Unless otherwise provided for by laws or ordinances, no consolidation or division with respect to the Class-IV Preferred Shares shall be made.</u> <u>2. No preemptive rights to subscribe for newly issued shares nor to subscribe for acquisition rights of newly issued shares or for bonds with acquisition rights of newly issued shares shall be granted by the Company to the Class-IV Preferred Shareholders.</u> <p><u>VII (Conversion Rights)</u> <u>Any of the Class IV Preferred Shareholders may request conversion of the Class-IV Preferred Shares into ordinary shares, on the terms determined by a resolution of the Board of Directors of the Company at the time of issuance, during the period available for conversion, also determined by such resolution.</u></p> <p><u>VIII (Statute of Limitation on Class-IV Preferred Dividends, etc.)</u> <u>The provisions of Article 39 shall apply, mutatis mutandis, to the payments of the Class-IV Preferred Dividends and the Class-IV Preferred Interim Dividends.</u></p>

Before change	After change
(New item)	<p><u>Article 9-6 (Class-V Preferred Shares)</u></p> <p><u>I (Class-V Preferred Dividend)</u></p> <p>1. <u>In case dividends are paid by the Company as provided for in Article 37, the Company shall pay to shareholders of Class-V Preferred Shares (“Class-V Preferred Shareholders”) or registered pledgees of Class-V referred shares (“Class-V Preferred Registered Pledgees”), ahead of ordinary shareholders and ordinary registered pledgees, a dividend for each share of the Class V Preferred Shares (“Class-V Preferred Dividend”), not exceeding the upper limit for the particular fiscal year calculated by multiplying an amount equivalent to the per-share issuing price of the Class-V Preferred Shares by 10/100, as determined by a resolution of the Board of Directors at the time of the issuance. However, if the Class-V Interim Dividend defined in the next section is paid during the particular fiscal year, any residual amount remaining after subtracting said Class V Interim Dividend from the Class-V Annual Dividend shall be paid as the Class-V Dividend.</u></p> <p>2. <u>When the amount of the dividend to be paid to the Class-V Preferred Shareholders or the Class-V Preferred Registered Pledgees in a particular fiscal year does not reach the amount of the Class-V Preferred Dividend, the shortage shall be carried over to the next fiscal year. year do not reach the amount of the Class -V Preferred Dividend, the shortage amount shall be carried over to the next fiscal year.</u></p> <p>3. <u>No amount of dividends exceeding the Class -V Preferred Dividend shall be paid to the Class-V Preferred Shareholders and the Class -V Preferred Registered Pledgees.</u></p> <p><u>II (Class-V Interim Dividend)</u></p> <p><u>In case interim dividends are paid by the Company as provided for in Article 38, the Company shall pay to the Class-V Preferred Shareholders or the Class-V Preferred Registered Pledgees, ahead of ordinary shareholders and ordinary registered pledgees, an amount for each Share of the Class-V Preferred Shares (“Class-V Preferred Interim Dividend”), not exceeding the upper limit calculated by multiplying the Class-V Preferred Dividend of the particular fiscal year by 1/2, as determined by a resolution of the Board of Directors at the time of the issuance.</u></p> <p><u>III (Distribution of Residual Assets)</u></p> <p>1. <u>In the case of distribution of residual assets of the Company, the amount equivalent to the subscription money per Class-V Preferred Share shall be payable per Class-V Preferred Share to the Class-V Preferred Shareholders or the Class-V Preferred Registered Pledgees in priority to the Ordinary Shareholders and the Registered Ordinary Pledgees.</u></p>

Before change	After change
(New item)	<p data-bbox="858 304 1302 421">2. <u>Except as provided for in the preceding paragraph, no distribution of the residual assets shall be made to any Class-V Preferred Shareholder or Class-V Registered Ordinary Pledgee.</u></p> <p data-bbox="818 425 1302 555"><u>IV (Cancellation by Purchase of Class-V Preferred Shares)</u> The Company may, at any time, purchase the Class-V Preferred Shares and cancel them at the purchase prices thereof by use of the profits which shall otherwise be payable to shareholders.</p> <p data-bbox="818 560 1318 636"><u>V (Voting Rights)</u> No Class-V Preferred Shareholders shall have voting rights at any general meeting of shareholders.</p> <p data-bbox="818 640 1318 927"><u>VI (Consolidation or Division of Shares and Grant of Preemptive Rights)</u> 1. <u>Unless otherwise provided for by laws or ordinances, no consolidation or division with respect to the Class-V Preferred Shares shall be made.</u> 2. <u>No preemptive rights to subscribe for newly issued shares nor to subscribe for acquisition rights of newly issued shares or for bonds with acquisition rights of newly issued shares shall be granted by the Company to the Class-V Preferred Shareholders.</u></p> <p data-bbox="818 931 1318 1137"><u>VII (Conversion Rights)</u> Any of the Class-V Preferred Shareholders may request conversion of the Class-V Preferred Shares into ordinary shares, on the terms determined by a resolution of the Board of Directors of the Company at the time of the issuance, during the period available for conversion, also determined by such resolution.</p> <p data-bbox="818 1142 1318 1240"><u>VIII(Statute of Limitations on Class-V Dividends, etc.)</u> The provisions of Article 39 shall apply, mutatis mutandis, to the payments of the Class-V Dividends and the Class-V Interim Dividends.</p> <p data-bbox="807 1245 1152 1267"><u>Article 9-7 (Class-VI Preferred Shares)</u></p> <p data-bbox="818 1272 1318 1420"><u>I (Class-VI Preferred Dividend)</u> The Company shall pay no dividend under Article 37 to shareholders of Class-VI Preferred Shares (“Class-VI Preferred Shareholders”) or registered pledgees of Class-VI Preferred Shares (“Class-VI Preferred Registered Pledgees”).</p> <p data-bbox="818 1424 1318 1518"><u>II (Class-VI Interim Dividend)</u> The Company shall pay no interim dividend under Article 38 to the Class-VI Preferred Shareholders or the Class-VI Preferred Registered Pledgees.</p>

Before change	After change
	<p><u>III (Distribution of Residual Assets)</u></p> <p>1. <u>In the case of distribution of residual assets of the Company, the amount equivalent to the subscription money per Class-VI Preferred Share shall be payable per Class-VI Preferred Share to the Class-VI Preferred Shareholders or the Class-VI Registered Preferred Pledges in priority to the Ordinary Shareholders and the Registered Ordinary Pledges.</u></p> <p>2. <u>Except as provided for in the preceding paragraph, no distribution of the residual assets shall be made to any Class VI Preferred Shareholder or Class-VI Preferred Registered Pledgee.</u></p> <p><u>IV (Cancellation by Purchase of Class-VI Preferred Shares)</u> <u>The Company may, at any time, purchase the Class-VI Preferred Shares and cancel them at the purchase prices thereof by use of the profits which shall otherwise be payable to shareholders.</u></p> <p><u>V (Mandatory Redemption of Class-VI Preferred Shares)</u></p> <p>1. <u>The Company may, after the third anniversary of the issuance date of the Class- VI Preferred Shares, mandatorily redeem the Class-VI Preferred Shares in whole or in part, in the event that the daily closing price (regular way) of shares of the Company’s common stock on the Tokyo Stock Exchange for 20 consecutive trading days is more than or equal to such price obtained by multiplying the conversion price (as determined by a resolution of the Board of Directors at the time of issuance) of the Class VI Preferred Shares applicable as of each of these trading days by the ratio as determined by a resolution of the Board of Directors at the time of issuance.</u></p> <p>2. <u>The redemption price per Class-VI Preferred Share shall the amount equivalent to the subscription money per Class-VI Preferred Share.</u></p> <p>3. <u>In the case of a partial redemption, such redemption shall be made by way of lottery or other methods.</u></p> <p><u>VI (Voting Rights)</u> <u>No Class-VI Preferred Shareholders shall have voting rights at any general meeting of shareholders.</u></p> <p><u>VII (Consolidation or Division of Shares and Grant of Preemptive Rights)</u></p> <p>1. <u>Unless otherwise provided for by laws or ordinances, no consolidation or division with respect to the Class-VI Preferred Shares shall be made.</u></p>

Before change	After change
	<p data-bbox="858 315 1316 465">2. <u>No preemptive rights to subscribe for newly issued shares nor to subscribe for acquisition rights of newly issued shares or for bonds with acquisition rights of newly issued shares shall be granted by the Company to the Class-VI Preferred Shareholders.</u></p> <p data-bbox="818 468 1034 490"><u>VIII (Conversion Rights)</u></p> <p data-bbox="858 492 1326 642"><u>Any of the Class-VI Preferred Shareholders may request conversion of the Class-VI Preferred Shares into ordinary shares, on the terms determined by a resolution of the Board of Directors of the Company at the time of the issuance, during the period available for conversion, also determined by such resolution.</u></p> <p data-bbox="818 645 1070 667"><u>IX (Mandatory Conversion)</u></p> <p data-bbox="858 669 1316 1373">1. <u>All of the Class-VI Preferred Shares with respect to which no request for conversion is made during the period available for conversion shall be mandatorily converted, as of the date determined by the Board of Directors which shall be a date (for the purpose of this Section, referred to as the "Mandatory Conversion Date") immediately following the last day of such period available for conversion or anytime thereafter, into ordinary shares, in the number obtained by dividing an amount equivalent to the subscription money for the Class-VI Preferred Shares by the average of the closing prices (regular way) (including the closing bid or offered price) of shares of the Company's common stock on the Tokyo Stock Exchange for each of the 30 trading days (not including any trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Conversion Date (for the purpose of this Section, such average being to as the "Mandatory Conversion Price"); provided, however, that such average shall be obtained by calculating down to the nearest hundredth of 1 yen and thereafter rounding upward as the case may be, to the nearest tenth of 1 yen with less than five-hundredths of 1 yen being disregarded.</u></p> <p data-bbox="858 1375 1316 1630">2. <u>In the immediately preceding paragraph above, if the Mandatory Conversion Price falls below the Minimum Mandatory Conversion Price determined by the Board of Directors at the time of the issuance, the Class VI Preferred Shares shall be mandatorily converted into ordinary shares in the number obtained by dividing an amount equivalent to the subscription money for the Class VI Preferred Share by such minimum Mandatory Conversion Price.</u></p> <p data-bbox="858 1632 1316 1753">3. <u>Fractions of one share obtained as a result of calculating the number of ordinary shares as set forth above, if any, shall be treated in the manner pursuant to Article 220 of the Commercial Code of Japan.</u></p>

Before change	After change
<p data-bbox="507 315 608 338">(New item)</p> <p data-bbox="325 524 788 685"><u>Article 9-5</u> (Order of Priority) The order of payment of the Preferred Dividends, the Preferred Interim Dividends and order of the distribution of the Remaining Assets <u>for</u> Class I preferred stocks, Class II preferred stocks <u>and</u> Class III preferred stocks shall be in the same order.</p> <p data-bbox="507 831 608 853">(New item)</p>	<p data-bbox="809 322 1279 371"><u>Article 9-8</u> (Cancellation by Purchase of Preferred Shares)</p> <p data-bbox="809 383 1235 490">The Company may, at any time, purchase the Preferred Shares and cancel them at the purchase prices thereof by use of the profits which shall otherwise be payable to the shareholders.</p> <p data-bbox="809 528 1066 551"><u>Article 9-9</u> (Order of Priority)</p> <p data-bbox="820 562 1279 824">I The order of payment of the Preferred Dividends <u>and</u> the Preferred Interim Dividends for Class-I Preferred Shares, Class-II Preferred Shares, Class-III Preferred Shares <u>and</u> Class-V Preferred Shares, and the order of distribution of the Residual Assets <u>concerning</u> Class-I Preferred Shares, Class-II Preferred Shares, Class-III Preferred Shares, Class-V Preferred Shares, <u>and</u> Class-VI Preferred Shares shall be in the same order respectively.</p> <p data-bbox="820 835 1279 1144">II The order of payment of the Preferred Dividends <u>and</u> the Preferred Interim Dividends for Class-IV Preferred Shares shall be subordinated to Class-I Preferred Shares, Class-II Preferred Shares, Class-III Preferred Shares <u>and</u> Class-V Preferred Shares, and the order of distribution of the Residual Assets <u>concerning</u> Class-IV Preferred Shares shall be subordinated to Class- I Preferred Shares, Class-II Preferred Shares, Class- III Preferred Shares, Class-V Preferred Shares <u>and</u> Class-VI Preferred Shares.</p>

[Reference]

Sojitz Holdings Corporation moved its head office to the following location on September 1, 2004.

1-20, Akasaka 6-Chome, Minato-ku, Tokyo

Location of our head office or other information is also available on the following web site.

<http://www.sojitz-holdings.com/corp/profile.html>