

Please note that the following is an English translation of the original Japanese version prepared only for the convenience of shareholders residing outside Japan. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

June 28, 2005

To Our Shareholders

6-1-20 Akasaka, Minato-ku, Tokyo
Sojitz Holdings Corporation
Akio Dobashi, President and CEO

Notice of Resolutions at the 2nd Ordinary General Shareholders' Meeting

We are pleased to inform you that at the second Ordinary General Shareholders' Meeting of Sojitz Holdings Corporation (the "Company") held today, reports were made, and resolutions passed, as follows.

**Reported
Matters:**

1. Report on the business report, consolidated balance sheet and consolidated statement of income as well as the results of audits of the consolidated financial statements by the accounting auditor and Board of Corporate Auditors for the second fiscal year (April 1, 2004 to March 31, 2005)
2. Report on the balance sheet and statement of income for the second fiscal year (April 1, 2004 to March 31, 2005)

These reports were made.

Resolutions:

Proposal No. 1

Approval of Plan for Disposition of Loss for the Second Fiscal Year

This proposal was approved as proposed: No dividend will be paid to the shareholders for the end of this period.

Proposal No. 2

Capital Reduction

This proposal was approved as proposed: Reducing the capital to clean up the loss carried forward after disposition of loss by drawing down the total capital reserves, and to implement a more flexible equity policy.

As a result, the capital of 336,122,742,706 yen, as of March 31, 2005 will be reduced by 236,122,742,706 yen to 100,000,000,000 yen. This series of loss cleanup procedures

involve transfers between accounts in the Shareholders' Equity section that will have no effect on total net worth. In addition, the number of shares issued and outstanding will remain unchanged. Accordingly, this initiative will not impact the book value per share.

- Proposal No. 3** Repurchase of Treasury Shares (1st Series Class I Preferred Shares)
This proposal was approved as proposed: the Company establishes an upper limit to repurchase its own shares: 26,300,000 shares of its First Series Class I Preferred Shares and the total acquisition cost of 60 billion yen for the period commencing with the time when the capital reduction stated in Proposal No.2 becomes effective and ending with the close of the next ordinary general meeting of shareholders.
- Proposal No. 4** Election of Five Directors
This proposal was approved as proposed: Four reelected Directors, Akio Dobashi, Masaki Hashikawa, Katsuhiko Kobayashi and Shigeo Muraoka and a newly elected director, Yoshihiko Miyauchi have assumed the position.
Note that Shigeo Muraoka is an external director, fulfilling the conditions of the external director as stipulated in Article 188, Clause 2, Item 7-2 of the Commercial Code.
- Proposal No. 5** Election of Three Corporate Auditors
This proposal was approved as proposed: Three newly elected Corporate Auditors, Shunsaku Yahata, Kenji Okazaki and Kazuo Hoshino have assumed the position.
Note that Shunsaku Yahata and Kazuo Hoshino are external corporate auditors, meeting the requirements for the external corporate auditor as stipulated in Article 18, Paragraph 1 of the "Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki Kaisha."
- Proposal No. 6** Approval of Merger Agreement by the Company and Sojitz Corp.
This proposal was approved as proposed: The Company will be merged with Sojitz Corporation on the merger date – October 1, 2005.
Note that the new company name after the merger is Sojitz Corporation.
- Proposal No. 7** Granting of Retirement Allowances for Retiring Corporate

Auditors

This proposal was approved as proposed:

In appreciation of their service during their terms of office, appropriate retirement allowances will be granted to the following persons, in accordance with the Company's established standards: the Corporate Auditors, Shun-ichi Nakao, Toma Masaoka and Teruo Nakamura, all of whom resigned previously, and the Corporate Auditors who will resign at the conclusion of this Shareholders' Meeting, Masaru Nakatani and Masaji Shinagawa.

Note that the current Audit Committee has been entrusted with the decision as to the specific amount, timing and method of payment for such retirement allowances for the retiring Corporate Auditors.

Proposal No. 8

Revision of Remuneration for Directors and Corporate Auditors

This proposal was approved as proposed: The limits of total remuneration for Directors and Corporate Auditors have been increased to 24 million yen per month and 8.5 million yen per month, respectively.

Note that the total remuneration for Directors does not include employee salaries for directors who serve as both employees and directors.

[Reference]

Directors and Corporate Auditors, and Executive Officers

As of June 28, 2005, the new organization of Directors and Corporate Auditors is:

Representative Director and President	Akio Dobashi	Full-time Corporate Auditor	Joji Wada
Director	Masaki Hashikawa	Full-time Corporate Auditor	Shunsaku Yahata
Director	Katsuhiko Kobayashi	Full-time Corporate Auditor	Kenji Okazaki
Director (part-time)	Shigeo Muraoka	Corporate Auditor (part-time)	Yoshiaki Ishida
Director (part-time)	Yoshihiko Miyauchi	Corporate Auditor (part-time)	Kazuo Hoshino

Notes:

1. Shigeo Muraoka is an external Director, fulfilling the conditions of the external director as stipulated in Article 188, Clause 2, Item 7-2 of the Commercial Code.
2. Shunsaku Yahata and Kazuo Hoshino are external corporate auditors, meeting the requirements for the external corporate auditor as stipulated in Article 18, Paragraph 1 of the "Law for Special Exceptions to the Commercial Code Concerning Audit, etc. of Kabushiki Kaisha."

As of June 28, 2005, the organization of executive officers is:

CEO	Akio Dobashi
Director and Executive Vice President	Masaki Hashikawa
Director and Senior Managing Executive Officer	Katsuhiko Kobayashi
Managing Executive Officer	Shinichi Taniguchi

In addition, the following personnel will assume the position of Director on October 1, 2005 – the date of merger between the Company and Sojitz Corporation.

(Current) Sojitz Corporation	Representative Director and Executive Vice President	Yutaka Kase
(Current) Sojitz Corporation	Director and Senior Managing Executive Officer	Yasuyuki Fujishima
(Current) Sojitz Corporation	Director and Managing Executive Officer	Keisuke Ishihara
(Current) Sojitz Corporation	Director and Managing Executive Officer	Yoji Sato

[Notice]

Announcement of financial results, the Balance Sheet and Statement of Income, are posted on the Company's website:

<http://www.sojitz-holdings.com/ir/announce/announce.html>