



Securities Code: 1963

June 7, 2011

JGC CORPORATION

2-2-1, Ohtemachi, Chiyoda-ku

Tokyo 100-0004, Japan

Keisuke Takeuchi

Chairman and Chief Executive Officer

To the Shareholders of JGC CORPORATION (the “Company”)

### **NOTICE OF THE 115th ORDINARY GENERAL SHAREHOLDERS’ MEETING**

Your attendance is respectfully requested at the 115th Ordinary General Shareholders’ Meeting, to be held as stated below.

In the event that you are unable to attend, you may exercise your voting rights in either of the following methods. In this case, please study the attached reference documents and exercise your voting rights by 6 p.m., Tuesday, June 28, 2011.

- In writing:

Please indicate your approval or disapproval on the enclosed Certificate for the Exercise of Voting Rights and return it to the Company so that it can reach the Company by the above deadline.

- Via the Internet:

Please read “Exercise of Voting Rights via Electronic Voting Platform” on page 9 and exercise your voting rights by the above deadline.

#### **Details**

1. Date and time: Wednesday, June 29, 2011, at 10:00 a.m. (Opening time: 9:00 a.m.)

2. Location: Meeting Room of JGC CORPORATION  
Queens Tower A, 6th floor  
2-3-1, Minato Mirai, Nishi-ku  
Yokohama, Kanagawa, Japan

3. Agenda:

Items to Report:

1. Business Report, Consolidated Financial Statements and the Independent Auditors’ and the Board of Corporate Auditors’ Reports on Consolidated Financial Statements for the 115th fiscal period, from April 1, 2010, to March 31, 2011.
2. Non-Consolidated Financial Statements for the 115th fiscal period from April 1, 2010 to March 31, 2011.

Items for Resolution:

1. Approval of appropriation of retained earnings
2. Appointment of 15 directors
3. Appointment of 1 corporate auditor



(Notification)

- Attendees are kindly requested to submit their Certificate for the Exercise of Voting Rights to the reception desk staff on the day of the meeting.
- Should revisions be made to any of the Reference Documents for the General Shareholders' Meeting, the Business Report, the Consolidated Financial Statements or the Non-Consolidated Financial Statements, such changes will be posted on the Company's web site (<http://www.jgc.co.jp/en/>).

## Items for Resolution and Reference Material

### 1. Approval of Appropriation of Retained Earnings

The Company has established the policy to engage in profit sharing, taking into general consideration investment intended to strengthen our capital base, expand our business fields and increase our technological advantage, with the target of the dividend payout ratio amounting to 25% of current net profit on a non-consolidated basis.

Although the full-year financial outlook was revised during the term, the Company proposes to appropriate retained earnings in the following way:

1. Items relating to fiscal year-end dividends
  - (1) Type of dividend  
Cash
  - (2) Dividend amount to be allocated

Per share of common stock:	¥30.00
Total:	¥7,575,643,110
  - (3) Effective date of dividends from retained earnings  
June 30, 2011
2. Items relating to the appropriation of retained earnings
  - (1) Item and amount of increase in retained earnings

General reserve:	¥14,000,000,000
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  - (2) Item and amount of decrease in retained earnings

Retained earnings brought forward:	¥14,000,000,000
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### [Reference] Basic policy on the appropriation of profits

#### 1. Dividend policy

The Company is committed to enhancing corporate value by developing its global businesses, while placing management priority on returning profits to shareholders.

With regard to a specific dividend policy, the Company has a policy of appropriating profits by setting a medium-to long-term target dividend payout ratio, considering the overall investment in capital equity, expansion of business territory and technological development, while linking the dividend to the performance of the Company for each period to ensure profits are appropriately returned to shareholders.

In the medium-term management plan “Scenario 2010” for the period between fiscal 2006 and fiscal 2010, the targeted dividend payout ratio was set at 25% of current net profit on a non-consolidated basis.

In the new medium-term management plan “New Horizon 2015” for the period of five years from fiscal 2011, the targeted dividend payout ratio is set at 25% of current net profit on a consolidated basis because the Company is committed to enhancing its corporate value as the Company and its group companies (the “JGC Group”) by strengthening domestic subsidiaries and increasing the scale of business investment and service businesses, as well as developing its core Engineering, Procurement and Construction (EPC) businesses.

## 2. Basic principles for equity ratio and retained earnings

For EPC businesses, the core businesses of the Company, there is an increasing number of projects whose orders exceed 100 billion yen, which is in line with the recent trend of an increase in large-scale projects. Therefore, it is increasingly important for the Company to establish a solid financial base, as well as to enhance its equity capital so that it is not affected by changes in the financial markets, to obtain the trust of its customers and to operate projects smoothly. For these purposes, into the foreseeable future, JGC Group aims to maintain a stable equity capital ratio of 50% or higher by flexibly responding to the changing environment surrounding its businesses.

Retained earnings will be used effectively as capital to bring further growth to the Company by strengthening and expanding the EPC businesses, developing new technologies, and increasing business investment and service businesses, based on the new medium-term management plan starting from fiscal 2011, while giving consideration to the business trends mentioned above.

## 2. Appointment of 15 Directors

At the conclusion of the 115th Ordinary General Shareholders' Meeting, the tenure of office of 15 directors will expire. Accordingly, it is proposed that the following nominees be appointed as directors.

The candidates for appointment as director are as follows:

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
1	Keisuke Takeuchi (November 18, 1947)  Term of office as a Director: 11 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1970 Joined JGC CORPORATION Jun. 1994 Senior Manager, No. 2 Project Division Jun. 2000 Director, Senior General Manager, No. 2 Project Division Jun. 2001 Managing Director, Senior General Manager, No. 2 Project Division Jun. 2002 Senior Managing Director, Representative Director Jun. 2004 Senior Managing Director Jun. 2006 Executive Vice President and Director Mar. 2007 President and COO, Representative Director Jul. 2007 President, Engineering Advancement Association of Japan Jun. 2009 Chairman and CEO, Representative Director (current post) Jul. 2009 President, JGC-S SCHOLARSHIP FOUNDATION (current post)	46,000 shares
2	Masahiko Yaegashi (September 9, 1945)  Term of office as a Director: 11 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1969 Joined JGC CORPORATION Jun. 1995 Senior Manager, Project Management Department, International Project Division Jun. 2000 Director, General Manager, Project Division, No. 1 Project Division Jun. 2002 Managing Director, Senior General Manager, Energy Project Division Jun. 2004 Senior Managing Director, Senior General Manager, Energy Project Division Jun. 2006 Executive Vice President and Director Aug. 2007 Executive Vice President and CPO Jun. 2008 Executive Vice President and CPO, Representative Director Jun. 2009 President and COO, Representative Director (current post)	40,000 shares

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
3	Koichi Kawana (April 23, 1958)  Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	<p>Apr. 1982 Joined JGC CORPORATION</p> <p>Jul. 1997 Senior Manager, Abu Dhabi Office and Kuwait Office, Business Development Division</p> <p>Jul. 2001 Senior Manager, London Office, Sales Division, No.1 Project Division</p> <p>Apr. 2004 General Manager, No.3 Sales Division, Global Marketing Division</p> <p>May 2004 Senior Manager, Project Investment Promotion Department, Business Development &amp; Promotion Division, Global Marketing Division</p> <p>Jul. 2006 General Manager, Business Development &amp; Promotion Division, Global Marketing Division</p> <p>Jul. 2007 Executive Officer, General Manager, Business Development &amp; Promotion Division, Global Marketing Division</p> <p>Aug. 2007 Executive Officer, Senior General Manager, Business Development &amp; Promotion Division, Global Marketing Division</p> <p>Jun. 2009 Managing Director, Senior General Manager, Global Marketing Division</p> <p>Jun. 2010 Executive Vice President, Representative Director (current post)</p>	8,000 shares
4	Tadanori Aratani (February 4, 1946)  Term of office as a Director: 5 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	<p>Apr. 1971 Joined JGC CORPORATION</p> <p>Feb. 1993 Senior Manager, Regional Development Department, No. 2 Project Division</p> <p>Jul. 2002 Director, Senior General Manager, Industrial Project Division</p> <p>Jun. 2004 Senior Executive Officer, Senior General Manager, Industrial Project Division</p> <p>Jun. 2006 Managing Director, Senior General Manager, Industrial Project Division</p> <p>Aug. 2007 Managing Director, Senior General Manager, No. 2 Project Division</p> <p>Jun. 2008 Senior Managing Director, Senior General Manager, No. 2 Project Division</p> <p>Jun. 2009 Executive Vice President and CPO, Representative Director</p> <p>Jun. 2010 Executive Vice President, Representative Director (current post)</p>	25,000 shares
5	Sei Tange (January 15, 1947)  Term of office as a Director: 4 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	<p>Jul. 1971 Joined JGC CORPORATION</p> <p>Jun. 1997 Senior Manager, No. 1 Project Management Department, No. 1 Project Division</p> <p>Jun. 2001 President, JGC (USA), Inc.</p> <p>Jul. 2004 Executive Officer, Senior General Manager, Business Development &amp; Promotion Division, Global Marketing Division, and Senior Manager, Market Research Department</p> <p>Jun. 2006 Senior Executive Officer, Senior General Manager, Business Development &amp; Promotion Division, Global Marketing Division</p> <p>Jul. 2006 Senior Executive Officer, General Manager, Global Marketing Division, Senior General Manager, Business Development &amp; Promotion Division, Global Marketing Division</p> <p>Jun. 2007 Managing Director, General Manager, Global Marketing Division, Senior General Manager, Business Development &amp; Promotion Division</p> <p>Aug. 2007 Managing Director and CTO, Senior General Manager, Global Marketing Division, and Senior Manager, Corporate Strategy Office</p> <p>Jun. 2009 Executive Vice President and CMO, Representative Director</p> <p>Jun. 2010 Executive Vice President, Representative Director, Senior Manager and Corporate Strategy Office (current post)</p>	18,000 shares

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
6	Tadashi Ishizuka (October 3, 1951)  Term of office as a Director: 3 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1972 Joined JGC CORPORATION Apr. 1999 Senior Manager, Construction Department, No. 1 Project Division Jul. 2003 General Manager, Energy Plant Division, Energy Project Division Jun. 2004 Executive Officer, General Manager, Energy Project Division Jun. 2005 Senior Executive Officer, General Manager, Energy Project Division Aug. 2007 Senior Executive Officer, Senior General Manager, Project Operation Services Division Jun. 2008 Managing Director, Senior General Manager, Project Operation Services Division Jul. 2008 Managing Director, in charge of overseas projects Jun. 2009 Managing Director, Supervising International Project Division and Project Operation Services Division Jun. 2010 Senior Managing Director (current post)	11,000 shares
7	Yutaka Yamazaki (February 22, 1953)  Term of office as a Director: 6 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1978 Joined JGC CORPORATION Aug. 2004 Senior General Manager, Energy Plant Division, Energy Project Division Jun. 2005 Director, Senior General Manager, Energy Plant Division, Energy Project Division Jul. 2005 Director, Senior General Manager, Engineering Division Jun. 2006 Managing Director, Senior General Manager, Engineering Division Aug. 2007 Managing Director and CIO, Senior General Manager, Technology & Engineering Division Jun. 2009 Managing Director, Senior General Manager, International Project Division (current post)	23,270 shares
8	Eiki Furuta (January 9, 1950)  Term of office as a Director: 3 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1973 Joined JGC CORPORATION Apr. 1983 Senior Manager, Kuala Lumpur Office, International Project Division Apr. 2000 Senior Manager, No. 3 Sales Department, Sales Division, No. 1 Project Division Jul. 2003 Senior General Manager, No. 3 Sales Division, Global Marketing Division May 2004 General Manager, Plant Project Sales Division, Global Marketing Division Jun. 2005 Executive Officer, General Manager, Plant Project Sales Division, Global Marketing Division Aug. 2007 Executive Officer, Senior General Manager, Project Sales Division, Global Marketing Division Jun. 2008 Director, Senior General Manager, Project Sales Division, Global Marketing Division Jun. 2009 Managing Director, General Manager, Global Marketing Division, Senior General Manager, Project Sales Division, Global Marketing Division Jun. 2010 Managing Director, Senior General Manager, Global Marketing Division (current post)	8,000 shares
9	Hideaki Miura (October 17, 1951)  Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1975 Joined JGC CORPORATION Jul. 2003 Senior Manager, Control Engineering Department, Engineering Division Jul. 2007 Executive Officer, Deputy General Manager, Engineering Division Aug. 2007 Executive Officer, General Manager, Engineering Division, Technology & Engineering Division Jul. 2008 Senior Executive Officer, General Manager, Technology & Engineering Division, and General Manager, Engineering Division Jun. 2009 Managing Director and CIO, Senior General Manager, Engineering Division (current post)	6,000 shares

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
10	Tsutomu Akabane (March 10, 1955)  Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1977 Joined JGC CORPORATION Apr. 2000 Project Manager, MLNG TIGA Project Team, Project Division, No. 1 Project Division Jul. 2004 Project Director, Qatar Shell GTL FEED Project, Overseas Project Department, Energy Plant Division, Energy Project Division May 2005 PMC Deputy Project Director, Pearl GTL Project, Overseas Project Department, Energy Plant Division, Energy Project Division Jul. 2007 Executive Officer and PMC Deputy Project Director , Pearl GTL Project, Overseas Project Department, Energy Project Division Aug. 2007 Executive Officer, General Manager, No. 1 Project Division and PMC Deputy Project Director, Pearl GTL Project Jun. 2009 Director, Deputy General Manager, International Project Division, PMC Deputy Project Director, Pearl GTL Project Jun. 2010 Managing Director, General Manager, International Project Division PMC Deputy Project Director, Pearl GTL Project (current post)	11,000 shares
11	Masayuki Sato (May 18, 1955)  Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1979 Joined JGC CORPORATION Apr. 2005 Manager, Finance & Accounting Department, Corporate Planning & Administration Division Jul. 2006 General Manager, Finance & Accounting Division, and Senior Manager, Project Financial Control Department Jun. 2009 Executive Officer, General Manager, Finance & Accounting Division Jun. 2010 Director and CFO, Senior General Manager, Finance & Accounting Division (current post)	3,000 shares
12	Toyohiko Shimada (August 7, 1948)  Term of office as a Director: 2 years (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1972 Joined the Ministry of International Trade and Industry, or MITI (currently the Ministry of Economy, Trade and Industry, or METI) Jun. 1998 Director for Small Enterprise, Small and Medium Enterprise Agency Aug. 2006 Executive Officer, JGC CORPORATION Oct. 2006 Executive Officer, General Manager, Project Sales Division, Global Marketing Division Aug. 2007 Executive Officer, General Manager, Business Development & Promotion Division, Global Marketing Division Jul. 2008 Executive Officer, General Manager, Planning & Business Promotion Division, Global Marketing Division Jun. 2009 Director ,Senior General Manager, Planning & Business Promotion, Global Marketing Division Jun. 2010 Director, Senior Manager, Business Planning & Government/Industry Relations Office (current post)	6,000 shares
13	Yasumasa Isetani (July 18, 1950)  Term of office as a Director: 1 year (As of the conclusion of this Ordinary General Shareholders' Meeting)	Apr. 1976 Joined JGC CORPORATION Apr. 2001 Senior Manager, Facility Management Department, Business Solution Operations, No. 2 Project Division Oct. 2002 Senior Manager, Chemical & Infrastructure Project Department, Industrial Project Division Jul. 2003 General Manager, Life Science & Chemical Project, Industrial Project Division Jul. 2004 Senior General Manager, Life Science & Chemical Project, Industrial Project Division Jun. 2005 Executive Officer, Senior General Manager, Life Science & Chemical Project, Industrial Project Division Jun. 2009 Executive Officer, Senior General Manager, Industrial & Domestic Energy Project Division Jun. 2010 Director, Senior General Manager, Business Promotion & Execution Division (current post)	9,000 shares

	Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
14	Satoshi Sato (August 19, 1957)  New appointment	Apr. 1980 Joined JGC CORPORATION Jun. 1998 Project Manager, Seraya-2 Project, No.2 Project Management Department, No.1 Project Division Apr. 2005 Project Manager, Hawiyah NGL Recovery Project, Overseas Project Department, Energy Plant Division, Energy Project Division Jan. 2008 Project Director, NCP Project, Project No.2 Department, No.1 Project Division Jul. 2010 Executive Officer, General Manager, International Project Division, Project Director, NCP Project Jan. 2011 Executive Officer, General Manager, International Project Division, Project Director, Barzan Onshore Project (current post)	1,000 shares
15	Hiroyasu Fukuyama (December 15, 1955)  New appointment	Apr. 1978 Joined JGC CORPORATION Oct. 2000 Senior Manager, Jakarta Office, Sales Division, No.1 Project Division Jul. 2006 Senior Manager, Asia & Oceania Sales Department, Project Sales Division, Global Marketing Division Jul. 2009 General Manager, Project Sales Division, Global Marketing Division Jan. 2011 General Manager, Global Marketing Division (current post)	0 share

Notes:

1. There is no particular interest between any of the candidates and the Company.
2. Term of office refers to the number of consecutive years from the time of the latest appointment as a Director until the conclusion of this Ordinary General Shareholders' Meeting.

### 3. Appointment of 1 Corporate Auditor

Hiroyoshi Murakami, Corporate Auditor will resign from the office at the conclusion of the 115th Ordinary General Shareholders' Meeting. Accordingly, it is proposed that a replacement of Corporate Auditor be appointed.

In accordance with the Articles of Incorporation, the tenure of the nominee of the Corporate Auditor will expire at the conclusion of the next Ordinary General Shareholders' Meeting, when the tenure of the resigned Auditor expires.

The Board of Corporate Auditors has agreed on this item.

The candidate for appointment as corporate auditor is as follows:

Name (Date of Birth)	Career Summary, Status, Responsibility or Significant Positions Concurrently Held	Company Shares Held
Masao Mori (August 17, 1942)	Apr. 1975 Assistant Professor, College of Engineering, Ibaraki University	0 share
	Apr. 1982 Assistant Professor, School of Engineering, Tokyo Institute of Technology	
Oct. 1989 Professor, School of Engineering, Tokyo Institute of Technology		
Apr. 1996 Professor, Interdisciplinary Graduate School of Science and Engineering, Tokyo Institute of Technology		
New appointment	Apr. 2002 Professor, Faculty of Science and Technology, Keio University	
	Apr. 2008 Part-time Lecturer, Faculty of Science and Technology, Keio University	
	Mar 2011 Retired from Keio University (current)	

Notes:

1. Masao Mori is a candidate for the external corporate auditor.
2. There is no particular interest between Masao Mori and the Company.
3. Reason for nominating an external corporate auditor and limitation of liability contract

(1) Reason for nominating an external corporate auditor

Although Masao Mori has not been involved with corporate management directly, he is nominated as an external corporate auditor because the company expects that he would be able to perform his expected duties as an external corporate auditor based on his objective perspective established by his extensive academic experience as an expert in management engineering.

(2) Limitation of liability contract with an external corporate auditor

The Company will sign a contract with the nominee to limit liability for damages stipulated in Paragraph 1 of Article 423 of Companies Act, if the nomination of Mr. Masao Mori is approved, based on the Articles of Incorporation so that the external corporate auditor can perform his expected duties.

The maximum amount of liability for damages based on this contract is the minimum amount of liability stipulated by law.

4. Registration of Independent Directors/Auditors

Masao Mori fulfills the conditions to be Independent Directors/Auditors stipulated by Tokyo Stock Exchange and the Company plans to register him as an Independent Auditor.

#### [Exercise of Voting Rights via Electronic Voting Platform]

Institutional investors may use "Electronic Voting Platform" operated by Investor Communication Japan, Inc. (ICJ, Inc.) as a means of exercising voting rights via the Internet.