

Note: This represents a translation, for reference and convenience only, of the original notice issued in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail.

Teikoku Oil Co., Ltd.

Date: March 14, 2006

From: Teikoku Oil Co., Ltd.
31-10, Hatagaya 1-chome
Shibuya-ku, Tokyo 151-8565
JAPAN

To: Overseas Shareholders of Teikoku Oil Co., Ltd.

Re: Request for exercise of your voting right through your standing proxy

Ladies and Gentlemen:

This is to invite you to attend the 89th ordinary general meeting of shareholders of Teikoku Oil Co., Ltd. with its time and date, place and agenda as specified below:

As of today, on March 14, 2006, Teikoku Oil Co., Ltd. (hereafter "Teikoku") forwarded a formal notice of convocation for the meeting to your standing proxy as legally required. **Teikoku cordially request you to instruct your standing proxy to exercise your voting right so that all proposals in the agenda of the meeting be duly resolved.**

1. Time and date of the Meeting

At 10:00 a.m. on Thursday, March 30, 2006

2. Place

Aioi Insurance Shinjuku Hall
Aioi Insurance Shinjuku Bldg. B1
25-3 Yoyogi 3-chome,
Shibuya-ku, Tokyo
JAPAN

3. Agenda

I) Matters to be reported:

Report-1

Report and explanation of the Business Report, Nonconsolidated Balance Sheet and Statement of Income for the 89th business period (from January 1, 2005 to December 31, 2005)

Report-2

Report and explanation of the consolidated Balance Sheet, Consolidated Statement of Income and Auditor's Reports from Independent Accounting Auditor and

Corporate Auditors, for the 89th business period (from January 1, 2005 to December 31, 2005)

| | Business Period | | Comparison | 89th (consolidated) |
|--|------------------------|--|--|---|
| | 88th | 89th (nonconsolidated) | 89th/88th | |
| Net Sales (millions of Japanese yen) | 66,246 | 73,232 | + 10.5% | 100,716 |
| Net Income (millions of Japanese yen) | 9,002 | 14,079 | + 56.4% | 15,485 |
| Income per share (Japanese yen) | 29.33 | 46.00 | + 56.8% | 50.61 |
| Total Assets (millions of Japanese yen) | 207,883 | 255,693 | + 23.0% | 293,767 |
| Total Shareholder's Equity (millions of Japanese yen) | 152,293 | 181,803 | + 19.4% | 197,216 |

NOTES1: The financial statements for the 89th business period (from January 1, 2005 to December 31, 2005) have been audited and certified by Independent Accounting Auditor (Ernst & Young ShinNihon) and Corporate Auditors pursuant to the law Concerning Special Measures to the Commercial Law with respect to Auditing, etc. of Joint Stock Corporation.

NOTES2: Teikoku have 27 consolidated subsidiaries and one (1) affiliate accounted for under the equity method, among those (28) companies, 25 companies are involved in oil and natural gas businesses, and three (3) companies are involved in engineering works, the real estate business, and other business.

II) Matters to be resolved:

Proposals

1. Approval of the proposed appropriation of nonconsolidated retained earnings for the 89th business period (from January 1, 2005 to December 31, 2005)
2. Partial amendments of the Articles of Incorporation
3. Election of ten (10) Directors
4. To grant retirement allowances to the retiring two (2) Directors

Proposal 1. Approval of the appropriation of nonconsolidated retained earnings for the 89th business period.

With respect to the year-end cash dividends on shares of common stock for the 89th business period, Teikoku proposes to pay ¥4.50 per share. This payment, combined with the interim dividends, brings the total annual cash dividends for the business period to ¥9.00 per share, ¥1.50 increase compared to the previous period.

(Unit: Japanese yen)

| | | |
|---|----------------|----------------|
| Unappropriated retained earnings | 33,347,235,471 | |
| Reversal of reserve for exploration | 2,498,613,935 | |
| Reversal of reserve for reduction entry of fixed assets | 3,337,009 | |
| Reversal of reserve for advanced depreciation by reduction of book value of fixed assets | 38,723,160 | |
| Reversal of reserve for special depreciation | 375,676,664 | |
| Reversal of reserve for investments in exploration | 389,997,312 | |
| <hr/> | | |
| Total unappropriated retained earnings | | 36,653,583,551 |

To be appropriated to:

| | | |
|--|---------------|----------------|
| (1) Cash dividends | 1,371,551,558 | |
| (2) Bonuses to Directors and Corporate Auditors | 50,000,000 | |
| (3) Reserve for exploration | 2,750,000,000 | |
| (4) Reserve for reduction entry of fixed assets | 90,723,646 | |
| Total appropriations | | 4,262,275,204 |
| Retained earnings to be carried forward to the next business period | | 32,391,308,347 |

NOTE: Interim dividends on common stock aggregating ¥1,372,503,371 (¥4.50 per share) were paid to the shareholders of record as of June 30, 2005.

Proposal 2. Partial amendments of the Articles of Incorporation by Establishment of the Parent Company through a Stock Transfer.

In the extraordinary shareholders' meeting held on January 31, 2006, Teikoku resolved to establish "INPEX Holdings Inc." jointly with INPEX Corporation as the parent company of Teikoku and become a wholly owned subsidiary of the parent company through a stock transfer pursuant to Article 364 of the Commercial Code of Japan. In connection with this, the present Articles of Incorporation are changed as follows.

- (1) "Base date" setting for suitable implementation of business formalities such as convocation procedures of a general meeting of shareholders becomes needless. It is proposed that Article 10(Base date) of the present Articles of Incorporation be deleted.
- (2) The business year of Teikoku will be changed into that of the parent company. The new business year will commence on April 1 and ends on March 31.

Accordingly, it is proposed that necessary amendments be made to Article 11 (Convocation of General Meeting of Shareholders), 37 (Business year and date of closing of accounts), 39 (Interim dividends) of the present Articles of Incorporation. In the meantime, it is proposed that a new addendum be stipulated as an interim measure accompanying change of the business year, and the relevant addendum shall be automatically deleted after such term.

- (3) In addition, some of Articles will be renumbered with the changes mentioned above.

Proposal 3. Election of ten (10) Directors

As at the conclusion of this shareholders' meeting, the term of office of eight (8) Directors are going to expire and two (2) directors will resign from their office. Accordingly, the election of ten (10) Directors, eight (8) to be reelected and two (2) to be newly elected, is proposed.

The candidates eight (8) Directors for reelection and two (2) Directors for new election are as follows:

| <u>Name</u> | <u>Present post</u> |
|-----------------------|---|
| (Reelection) | |
| 1. Masatoshi SUGIOKA | President/ Representative Director |
| 2. Hisatake MATSUNO | Vice President/ Representative Director |
| 3. Kensuke TAKASE | Senior Managing Director |
| 4. Masami AYABE | Senior Managing Director |
| 5. Keiji YAMASHITA | Managing Director |
| 6. Masaharu SANO | Managing Director |
| 7. Yoshitsugu TAKAI | Managing Director |
| 8. Akinori SAKAMOTO | Director Deputy General Manager, Domestic Operation Division Pipeline and Construction Division |
| (New election) | |
| 9. Toshihiko FUKASAWA | General Manager, Human Resources Department |
| 10. Shuhei MIYAMOTO | General Manager, Corporate Management Department, Gas Transportation Services Department and LNG Project Department |

Proposal 4. To grant retirement allowances to the retiring two (2) Directors

In order to reward two (2) Directors, who are going to retire from their offices at the conclusion of this meeting, for their services while in office, it is proposed that retirement allowances be granted to them in accordance with the Company's rules. A proposal is also made to entrust the decision as to the specific amount for the retiring Director to the Board of Directors.

| <u>Name</u> | <u>Present post</u> |
|--------------------|---------------------|
| 1. Shigeru HAYASHI | Managing Director |
| 2. Teruo OMORI | Director |

Thank you in advance for your kind attention and cooperation.

Sincerely,



Masatoshi Sugioka
President
Teikoku Oil Co., Ltd.