



RHJ International SA

Public limited liability company

Avenue Louise 326

1050 Brussels

RLE n° 0866015010

The Board of Directors of RHJI International SA (“**RHJI**”) hereby provides notice to shareholders of the Annual Shareholders’ Meeting to be held on Tuesday September 20, 2005 at 3 p.m., at Avenue Louise 326, 1050 Brussels (Belgium).

Shareholders wishing to attend the meeting are invited to arrive at least 45 minutes before the time set for the meeting, in order to proceed with the registration formalities.

AGENDA

1. Consolidated and non-consolidated reports by the Board of Directors on the fiscal year ended March 31, 2005.
2. Consolidated and non-consolidated reports by the Statutory Auditors on the fiscal year ended March 31, 2005.
3. Communication of the consolidated financial statements for the fiscal year ended March 31, 2005.
4. Approval of the non-consolidated financial statements for the fiscal year ended March 31, 2005.

Proposed resolution: to approve the non-consolidated financial statements for the fiscal year ended March 31, 2005, including the following allocation of results:

Loss for the financial year :	JPY (11,968) million
Result to be allocated:	JPY (11,968) million
Loss to be carried forward	JPY (11,968) million

5. Release to the directors.

Proposed resolution: to grant release to Mssrs. Timothy C. Collins, Jeffrey M. Hendren and Peter E. Berger for the performance of their duties as directors during the fiscal year ended March 31, 2005.

6. Release to the Statutory Auditors.

Proposed resolution: to grant release to KPMG Reviseurs d'Entreprises (represented by Mr. Benoit Van Roost, partner) and BDO Reviseurs d'Entreprises (represented by Mr. Félix Fank, partner) for the performance of their duties during the fiscal year ended March 31, 2005.

7. Status report on Corporate Governance.

The Annual Shareholders' Meeting shall be able to proceed validly regardless of the number of shareholders attending the meeting, physically or by proxy. The proposed resolutions under 4, 5 and 6 shall be validly adopted provided they be approved with at least 50% plus one of the votes cast, in accordance with Article 31, paragraph 2 of RHJI's Articles of Association.

In order to attend, physically or by proxy, the Annual Shareholders' Meeting, the shareholders must, in accordance with Article 28 of RHJI's Articles of Association, comply with the following respective deposit and notification formalities:

- (a) Any holder of bearer shares must, on Thursday September 15, 2005 at the latest, deposit his shares with Petercam, our paying agent, at its offices located at Place Sainte Gudule 19, 1000 Brussels, Belgium. Petercam shall deliver a receipt of deposit which the holder of the shares or his proxyholder will have to present, on the day of the Annual Shareholders' Meeting, to be granted access to the meeting room. The physical deposit of the bearer shares may be validly replaced by the deposit, at the place and within the deadline mentioned above, of:
- if the shares are in printed form: a certificate, issued by a Belgian or a foreign financial institution, certifying the blocking of the shares until and including September 20, 2005 and indicating the numbers of such blocked shares;
 - if the shares are deposited, under the benefit of the Royal Decree No 62 of November 10, 1967 promoting the circulation of securities (as subsequently modified), in a securities account with an approved clearing institution or a Belgian or a foreign financial institution that is a participant to the clearing system operated by such clearing institution: a certificate of unavailability until and including September 20, 2005 issued by such clearing institution or financial institution, indicating the numbers of such unavailable shares.
- (a) Any holder of registered shares must, on Thursday September 15, 2005 at the latest, be registered in RHJI's register of shares. On the same date at the latest, RHJI (attention Mr. Arnaud Denis, Investors Relations Officer, RHJ International SA, Avenue Louise 326, 1050 Brussels) must have received a notification in writing from the holder, indicating the number of shares for which the holder intends to vote at the Annual Shareholders' Meeting. A notification form can be obtained from Mr. Arnaud Denis, at the above address and is also available on RHJI's website at www.rhji.com.
- (b) In case any holder of bearer or registered shares wishes to attend the meeting through a proxyholder, the proxyholder, in order to be granted access to the meeting room, shall have to hand over, on the day of the Annual Shareholder's Meeting, the signed original of a written proxy prepared in accordance with the form required by RHJI. The form can be obtained from Mr. Arnaud Denis, Investors Relation Officer, at the address mentioned in (b) above and is also available on RHJI's website at www.rhji.com. A copy of the signed

original of the proxy must reach RHJI, by mail or by fax, on September 15, 2005 at the latest (attention Mr. Arnaud Denis, at the address mentioned in (b) above; fax No + 32 (0) 2 648.99.38).

Individuals who wish to attend the Annual Shareholders' Meeting in their capacity as shareholder, proxyholder or representative of a legal entity must be able to give evidence of their identity in order to be granted access to the meeting room. The representatives of legal entities must, in addition, be able to hand over any appropriate documentation establishing their capacity as legal representative or attorney-in-fact.

Shareholders will be able to obtain, as from Monday September 5, 2005 at the latest, copies of the Annual Report, non-consolidated report by the Board of Directors, non-consolidated report by the Statutory Auditors and non-consolidated financial statements, with respect to the fiscal year ended March 31, 2005, on RHJI's website at www.rhji.com and, during office hours, from 9:00 am to 5:00 pm, on working days, at RHJI's registered office at Avenue Louise 326, 1050 Brussels (Belgium).

*