

March 3, 2011

To Shareholders:

**Announcing the Convocation of the Annual Meeting of Shareholders for the
Year Ended December 31, 2010**

Your attendance is requested at Lion Corporation's Annual Meeting of Shareholders for the fiscal year ended December 31, 2010. The meeting will be held in accordance with the information listed below.

In the event you are unable to attend the meeting, please review the appended Reference Materials for the General Meeting of Shareholders and exercise your voting rights through one of the following means:

In writing (postal mail)

Indicate your approval or disapproval on the enclosed form for exercising voting rights, and return the form by postal mail to arrive by 6:00 p.m., Tuesday, March 29, 2011.

Via electronic means (the Internet)

You may exercise your voting rights via the Internet by 6:00 p.m., Tuesday, March 29, 2011.

In the event you exercise your voting rights both by postal mail and via the Internet, the exercise of voting rights via the Internet will be considered valid. If you exercise your voting rights more than once via the Internet, the last time you exercise your voting rights will be considered valid.

1. Date & Time: Wednesday, March 30, 2011, at 10:00 a.m.

2. Location: Kokugikan

3-28 Yokoami 1-chome, Sumida-ku, Tokyo

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3. Meeting Objectives

Reporting

Reporting on the content of the business report, financial documents, consolidated financial documents and the audit report for the year from January 1, 2010 to December 31, 2010

Matters to be voted upon

Item 1. Election of 10 Directors

Item 2. Election of Four Corporate Auditors

Item 3. Election of One Alternate Corporate Auditor

Item 4. Granting of Retirement Benefits to Retiring Director

The business report, consolidated financial documents, financial documents, and copies of the audit report are as described in the attached “Report for the Year from January 1, 2010 to December 31, 2010” (page 1 to page 38). However, “VIII. Internal Control System” in the business report, “Notes to Consolidated Financial Statements” in the consolidated financial documents, and “Notes to Non-Consolidated Financial Statements” in the financial documents are presented in the Company’s website (<http://www.lion.co.jp/ja/invest/shareholders/meeting/>) in accordance with the applicable laws and Article 14 of the Articles of Incorporation of the Company.

Notice: When attending the meeting, it is requested that you please submit the enclosed form for exercising voting rights to the meeting reception staff.

In the event of revisions to the business report, financial documents, consolidated financial documents, and Reference Materials for the General Meeting of Shareholders, a notice will be posted on the company website at <http://www.lion.co.jp/ja/invest/shareholders/meeting/>.

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| | | <p>Investor Relations and Oleochemical Project Departments</p> <p>January 2009 Representative Director, Senior Executive Director responsible for Risk Management, general overseas affairs, Purchasing Headquarters, and the Corporate Planning, Public Relations, and Investor Relations Departments</p> <p>January 2010 Representative Director, Senior Executive Director responsible for Risk Management, general overseas affairs, International Division Purchasing Headquarters, and the Corporate Planning Department</p> <p>January 2011 Representative Director, Senior Executive Director responsible for Risk Management, general overseas affairs, International Division, and the Corporate Planning Department (current position)</p> <p>(Concurrent holding of important positions) (Note 1)</p> <p>Representative of Lion Corporation (Thailand) Ltd.</p> | |
| 3 | Keikichi Sugiyama (May 10, 1947) | <p>April 1973 Joined Lion Fat and Oil Co., Ltd.</p> <p>March 2004 Executive Officer; Executive General Manager of Household Products Division</p> <p>March 2006 Executive Officer; Director of Research Planning & Administration Department, Research & Development Headquarters</p> <p>March 2007 Executive Officer;</p> | 20,997 |

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| | | <p>Director of Research Planning & Administration Department, Research & Development Headquarters and Director of Functional Food Research Laboratories of the Headquarters</p> <p>January 2008 Executive Officer; Executive General Manager of Research & Development Headquarters</p> <p>March 2008 Director; Executive General Manager of Research & Development Headquarters</p> <p>January 2009 Director; Executive General Manager of Research & Development Headquarters responsible for Intellectual Property Department</p> <p>March 2009 Executive Director; Executive General Manager of Research & Development Headquarters responsible for Intellectual Property Department</p> <p>January 2011 Executive Director responsible for Research & Development Headquarters and Intellectual Property Department (current position)</p> | |
| 4 | Itsuo Hama (March 14, 1954) | <p>April 1977 Joined Lion Fat and Oil Co., Ltd.</p> <p>March 2004 Director of Household Research Laboratories No.1, Household Products Division</p> <p>March 2006 Director of Fabric Care Products Division, Household Products Division, Home Products Business</p> <p>March 2007 Director of Fabric Care Products Division,</p> | 9,363 |

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| | | <p>Household Products Division</p> <p>January 2008 Executive Officer; Executive General Manager of Household Products Division</p> <p>March 2008 Director; Executive General Manager of Household Products Division</p> <p>January 2009 Director; Executive General Manager of Household Products Division responsible for Advertising Department, Behavioral Science Research Institute, Distribution Policy, and Customer Development Department</p> <p>January 2010 Director responsible for Health Care Products Division, Household Products Division, Gift and Channel-Specific Products Division, Advertising Department, Behavioral Science Research Institute, Distribution Policy, and Customer Development Department</p> <p>March 2010 Executive Director responsible for Health Care Products Division, Household Products Division, Gift and Channel-Specific Products Division, Advertising Department, Behavioral Science Research Institute, Distribution Policy, and Customer Development Department (current position)</p> | |
| 5 | Shuichi Ohta (December 26, 1949) | <p>April 1973 Joined Lion Fat and Oil Co., Ltd.</p> <p>April 2000 Director of General Affairs Department</p> <p>March 2005 Director of Personnel Department</p> | 32,997 |

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| | | <p>March 2006 Executive Officer; Director of Personnel Department</p> <p>January 2008 Executive Officer; Executive General Manager of Health Care Products Division</p> <p>March 2008 Director; Executive General Manager of Health Care Products Division</p> <p>January 2009 Director; Executive General Manager of Health Care Products Division responsible for Distribution Policy and Business Coordination Departments</p> <p>January 2010 Director responsible for Corporate Communication Division (Public Relations Center, Customer Center, CSR Promotion Department), Personnel, General Affairs and Investor Relations Departments (current position)</p> <p>(Concurrent holding of important positions) (Note 2)</p> <p>President of Lion Business Service Co., Ltd.</p> | |
| 6 | Kiyotaka Abe (October 17, 1950) | <p>April 1975 Joined Lion Fat and Oil Co., Ltd.</p> <p>March 2002 Director of Wide-area Sales Department No.2, Chemicals Division</p> <p>March 2005 Director of Functional Chemicals Sales Department No.1, Chemicals Division</p> <p>March 2006 Representative Director and President of Lion Akzo Co., Ltd.</p> <p>January 2008 Executive Officer; Executive General Manager of Chemicals Division</p> <p>March 2009 Director; Executive General Manager of Chemicals Division</p> | 14,093 |

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| | | January 2010 Director responsible for Chemicals Division (current position) | |
| 7 | Takayasu Kasamatsu (March 14, 1951) | <p>April 1974 Joined Lion Dentifrice Co., Ltd.</p> <p>April 2003 Director- Special Mission, Corporate Planning Department</p> <p>March 2007 Standing Corporate Auditor (current position)</p> | 10,000 |
| 8 | Yuji Watari (August 15, 1951) | <p>April 1978 Joined Lion Fat and Oil Co., Ltd.</p> <p>March 2002 Director of Household Business Department, Household Products Division</p> <p>March 2004 Executive Officer; Executive General Manager of Beauty Care Products Division</p> <p>March 2006 Executive Officer; Director of Beauty Care Business, Health Care Products Division, Home Products Business</p> <p>March 2007 Executive Officer; Director of Household Products Division</p> <p>March 2008 Executive Officer; Executive General Manager of Purchasing Headquarters</p> <p>January 2010 Senior Executive Officer; Executive General Manager of Purchasing Headquarters</p> <p>January 2011 Senior Executive Officer responsible for Production Headquarters, Purchasing Headquarters, Logistics Planning & Development and Business Coordination Departments (current position)</p> <p>(Concurrent holding of important positions) (Note 1)</p> <p>Representative of Lion Corporation (Thailand) Ltd.</p> | 11,000 |

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| 9 | Mitsuaki Shimaguchi (March 31, 1942) | <p>April 1987 Professor of Graduate School of Business Administration, Keio University</p> <p>June 1998 External Auditor, Ishii Food Corporation</p> <p>June 2002 External Director, Eisai Co., Ltd.</p> <p>August 2003 Member of Lion's Management Evaluation Committee</p> <p>March 2006 External Director, Lion Corporation (current position)</p> <p>May 2006 Outside Director, Bellsystem24, Inc.</p> <p>April 2007 Professor Emeritus of Keio University (current position)</p> <p>Professor of Graduate School of Hosei University (current position)</p> <p>Visiting Professor of Graduate School of Waseda University (current position)</p> <p>(Concurrent holding of important positions)</p> <p>Trustee, The Health Care Science Institute</p> <p>President of Japan Marketing Association</p> <p>External Corporate Auditor of Suntory Holdings Limited</p> | 21,000 |
| 10 | Hideo Yamada (January 23, 1952) | <p>April 1984 Registered as a lawyer at Daini Tokyo Bar Association</p> <p>April 1992 Established Yamada Hideo Law Firm (currently Yamada/Ozaki Law Firm) (current position)</p> <p>April 2001 Vice Chairman, Daini Tokyo Bar Association</p> <p>March 2006 External Director (current position)</p> <p>(Concurrent holding of important positions)</p> | 5,000 |

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| | | Executive Director of Japan Federation of Bar Associations Trustee of Akiko Tachibana Memorial Foundation External Director of Sato Corporation External Corporate Auditor of Mikuni Corporation External Corporate Auditor of Ishii Food Corporation External Auditor of Taiyo Chemical Industry Co., Ltd. External Director of Hulic Co., Ltd. | |
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Notes:

1. Sadayoshi Fujishige, Kazuo Obayashi, and Yuji Watari concurrently serve as Representative of Lion Corporation (Thailand) Ltd. The Company has business dealings with Lion Corporation (Thailand) Ltd. in the marketing of products and purchasing of merchandise, and receives royalties from Lion Corporation (Thailand) Ltd. for the use of its technology and trademark.
2. Shuichi Ohta concurrently serves as President of Lion Business Service Co., Ltd. The Company consigns welfare services to Lion Business Service Co., Ltd., as well as conducts real estate leasing business with Lion Business Service Co., Ltd.
3. Matters concerning candidates for external director
 - (1) Mitsuaki Shimaguchi and Hideo Yamada are candidates for external directors' positions.
 - (2) Reasons for the election of the candidates for external director
 - 1) Mitsuaki Shimaguchi is not involved in corporate management either as a director or corporate auditor. However, he has actively engaged in marketing, and also has experience as an external director and external corporate auditor at other companies. In order to make use of his wealth of marketing knowledge and experience in the management of the Company, as well as incorporate the effects of enhanced supervision of directors in management, the Company requests the election of Mitsuaki Shimaguchi as external director.
 - 2) Hideo Yamada is not involved in corporate management either as a director or corporate auditor. However, he has a wealth of

experience and knowledge as a lawyer, and also has experience as an external director and external corporate auditor at other companies. The purpose of having you elect Hideo Yamada as external director of the Company is to enhance the transparency and objectivity of management and strengthen supervision of the Board of Directors.

(3) Number of years from assumption of office as external director

Both Mitsuaki Shimaguchi and Hideo Yamada will have been in office for five years as of the conclusion of this General Meeting of Shareholders.

(4) Overview of contents of limited liability agreement

Pursuant to Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation, the Company has concluded agreements with Mitsuaki Shimaguchi and Hideo Yamada that limit their liability to 10 million yen or the amount specified by law, whichever is higher. The Company plans to conclude similar limited liability agreements with both Mitsuaki Shimaguchi and Hideo Yamada if they are elected directors.

(5) The Company has reported to Tokyo Stock Exchange, Inc. Mitsuaki Shimaguchi and Hideo Yamada as Independent Officers who do not have any conflict of interest with general shareholders.

Item 2. Election of Four Corporate Auditors

The terms of office of all four (4) corporate auditors will expire at the conclusion of this General Meeting of Shareholders. The Company accordingly requests the election of four (4) new corporate auditors..

The Board of Corporate Auditors has agreed to the submission of this Item to the General Meeting of Shareholders.

The candidates for the post of corporate auditor are as follows:

| Candidate No. | Name (Date of Birth) | Brief History (Current Holding of Important Positions) | No. of Lion Corp. Shares Owned |
|---------------|---|---|--------------------------------|
| 1 | Shinjiro Iwahori (December 13, 1950) | April 1973 Joined Lion Fat and Oil Co., Ltd. February 2005 Director of Finance Department March 2006 Executive Officer; Director of Finance Department January 2011 Assistant for the President (current position) | 14,000 |

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| 2 | Shozo Hanada (September 26, 1951) | <p>April 1974 Joined Lion Fat and Oil Co., Ltd.</p> <p>March 2005 Director of Home Products Business Planning Department, Home Products Sales Headquarters</p> <p>March 2006 Executive Officer; Director of Home Products Business Planning Department and Director-distribution strategy</p> <p>March 2007 Executive Officer; Director of Health Care Products Division</p> <p>January 2009 President and CEO of Lion Field Marketing Co., Ltd.</p> <p>January 2010 Executive Officer; Executive General Manager of Gift and Channel-Specific Products Division</p> <p>January 2011 Assistant for President (current position)</p> | 10,000 |
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| 3 | Hideo Doi (December 5, 1949) | <p>April 1973 Joined Peat Marwick Mitchell Japan</p> <p>March 1979 Registered as Japanese CPA</p> <p>January 1988 Joined Century Audit Corporation (currently Ernst & Young ShinNihon)</p> <p>August 1991 Representative Partner of Century Audit Corporation (currently Ernst & Young ShinNihon)</p> <p>July 2008 Senior Partner of Ernst & Young ShinNihon</p> <p>June 2010 Resigned as Senior Partner of Ernst & Young ShinNihon</p> <p>July 2010 Opened Doi Hideo CPA Firm (current position)</p> | 0 |
| 4 | Sumiaki Nomura (December 21, 1946) | <p>April 1965 Joined National Tax Agency, Ministry of Finance</p> <p>March 1986 Acquired Japanese tax accountant certification</p> <p>July 2005 District Director of Shiba Tax Office</p> <p>July 2006 Retired from National Tax Agency, Ministry of Finance</p> <p>August 2006 Registered as Japanese tax accountant</p> <p>September 2006 Opened Nomura Sumiaki Licensed Tax Accountant Office (current position)</p> <p>(Current holding of important positions)</p> <p>External Director of Japan Hades Co., Ltd.</p> | 0 |

Notes: Matters concerning candidates for external corporate auditor

- (1) Hideo Doi and Sumiaki Nomura are candidates for external corporate auditor.
- (2) Reasons for the selection of the candidates for external corporate auditor
 - (i) Hideo Doi is not involved in corporate management either as a director or corporate auditor. However, he has cultivated knowledge of accounting and engaged in the management of auditing firms through his many years of experience as a certified public accountant. In order to make use of his knowledge and experience in the Company's audit system, the Company requests that Hideo Doi be elected as external corporate auditor.
 - (ii) Sumiaki Nomura is not involved in corporate management either as a director or corporate auditor. However, he has cultivated expertise in tax matters and finance and held important positions in administrative agencies. In order to make use of his knowledge and experience in the Company's audit system, the Company requests that Sumiaki Nomura be elected as external corporate auditor.
- (3) Overview of limited liability agreement

In the event that Hideo Doi and Sumiaki Nomura are elected corporate auditors, pursuant to Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation, the Company plans to conclude agreements with both Hideo Doi and Sumiaki Nomura that limit liability under Article 423, Paragraph 1 of the Companies Act to 10 million yen or the amount specified by law, whichever is higher.
- (4) The Company has filed a report, as specified by Tokyo Stock Exchange, Inc., that Hideo Doi and Sumiaki Nomura are Independent Officers who do not have any conflict of interest with general shareholders.

Item 3. Election of One Alternate Corporate Auditor

In order to prepare for the contingency of a shortage in the number of external corporate auditors required by law, the Company requests the advance election of one alternate external corporate auditor. The Board of Corporate Auditors has agreed to the submission of this Item to the General Meeting of Shareholders.

The candidate for the post of alternate corporate auditor is as follows:

| Name (Date of Birth) | Brief History (Current Holding of Important Positions) | No. of Lion Corp. Shares Owned |
|--|---|--|
| Fumio Takahashi (June 27, 1949) | April 1973 Entered Showa Audit Corporation (currently Ernst & Young ShinNihon) March 1976 Registered as Japanese CPA May 1994 Representative Partner, Showa Ota & Co. (currently Ernst & Young ShinNihon) May 2004 Director, Shin Nihon & Co. (currently Ernst & Young ShinNihon) May 2006 Standing Director, Shin Nihon & Co. (currently Ernst & Young ShinNihon) July 2008 Senior Executive Director, Ernst & Young ShinNihon August 2010 Retired as Senior Executive Director, Ernst & Young ShinNihon (current position) (Current holding of important positions) External Corporate Auditor of Business Brain Showa-ota Inc. External Corporate Auditor of COMSOFT CO., LTD. | 0 |

Notes:

1. Fumio Takahashi meets the requirements of external corporate auditor. He meets the requirement specified by Tokyo Stock Exchange, Inc. of an Independent Officer who does not have any conflict of interest with general shareholders.

2. Matters concerning candidate for alternate external corporate auditor

(1) Reasons for the selection of the candidate for external corporate auditor

Fumio Takahashi is not involved in corporate management either as a director or corporate auditor. However, he has cultivated knowledge of accounting and engaged in the management of auditing firms through his many years of experience as a certified public accountant. In order to make use of his knowledge and experience in the Company's audit system should he be appointed corporate auditor, the Company requests that Fumio Takahashi be elected as alternate external corporate auditor.

(2) Limited liability agreement with the alternate external corporate auditor

Pursuant to Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation, the Company plans to conclude an agreement with the candidate above as an external corporate auditor that limits liability under Article 423, Paragraph 1 of the Companies Act to 10 million yen or the amount specified by law, whichever is higher, if he is appointed corporate auditor.

Item 4. Granting of Retirement Benefits to Retiring Director

Director Tetsuo Yamada will resign as of the close of this General Meeting of Shareholders. In order to reward him for his service to the Company, the Company proposes to grant retirement benefits to him based on certain standards specified by the Company and to entrust the Board of Directors with the decision of the specific amount, timing and payment method of the retirement benefits.

The Company adopted stock options under a stock-based compensation plan in place of retirement benefits based on a resolution of the Annual Meeting of Shareholders for the fiscal year ended December 31, 2005 held on March 30, 2006. As such, new reserves for directors' retirement benefits have not been provided since the conclusion of that Annual Meeting of Shareholders. The retirement benefits being referred to in this Item cover the period of service from the time Tetsuo Yamada became Director to the conclusion of the Annual Meeting of Shareholders for the fiscal year ended December 31, 2005. Also, since Director Takao Terui, who will resign as of the close of this General Meeting of Shareholders, was elected after the Annual Meeting of Shareholders for the fiscal year ended December 31, 2005 at which the provision of new reserves for retirement benefits was suspended, Takao Terui will not be granted retirement benefits.

The retirement benefits calculated based on the above standards and period will be 33 million yen.

The brief history of the retiring director described in this item is as follows.

| Name | Brief History |
|---------------|--|
| Tetsuo Yamada | March 2000 Director March 2002 Executive Director March 2008 Representative Director, Senior Executive Director (current position) |