

(Translation)

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June 29, 2005

**NOTICE OF RESOLUTION
AT 81ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder,

Oki Electric Industry Co., Ltd. (the "Company") would hereby like to inform you of the reports submitted and resolutions reached at its 81st ordinary general meeting of shareholders.

Yours faithfully,

Katsumasa Shinozuka,
President and Chief Executive Officer
Oki Electric Industry Co., Ltd.
1-7-12 Toranomom, Minato-ku, Tokyo

Reported Items:

1. Business Report, Balance Sheets and Statements of Income for the 81st fiscal year (from April 1, 2004 to March 31, 2005)
2. Consolidated Balance Sheets, Consolidated Statements of Income, audit results of consolidated financial statements by the Account Auditor and the Board of Corporate Auditors for the 81st fiscal year (from April 1, 2004 to March 31, 2005)

Resolved Items:

Agenda 1: Approval of the proposed appropriation of unappropriated retained earnings for the 81st fiscal year
Approved as proposed.

Also, the dividend for the fiscal year under review was determined to be 3 yen per share.

Agenda 2: Partial amendment to the Articles of Incorporation
Approved as proposed.

The reasons for amendments are as follows.

(Translation)

Following the execution of the “Law for Partial Revision of the Commercial Code for the Introduction of the Electronic Announcement System” (No. 87, 2004) on February 1, 2005, we decided to change our announcement method from placement on the Nihon Keizai Shimbun to electronic announcements, and establish measures for cases in which an electronic announcement is not possible due to unavoidable events. Also, following the establishment of the management structure based on the executive system, we decided to reduce the number of Directors.

The details of amendments are as follows.

(Underlined portions are the amendments.)

Previous Articles of Incorporation	New Articles of Incorporation
Article 4. Announcement Method Announcements of the Company <u>shall be conducted by advertising in the Nihon Keizai Shimbun published in Tokyo.</u>	Article 4. Announcement Method Announcements of the Company <u>shall be conducted by electronic announcement. Provided, however, that they shall be done by advertising in the Nihon Keizai Shimbun published in Tokyo in case electronic announcement is not possible due to unavoidable events.</u>
Article 17. Number of Directors The number of Directors of the Company <u>shall be up to twenty (20).</u>	Article 17. Number of Directors The number of Directors of the Company <u>shall be up to fifteen (15).</u>

Agenda 3: Election of three Directors

Nobuhide Hara, Hideichi Kawasaki and Minoru Morio were elected as Directors, and subsequently assumed their posts. Executive Officers as of the end of the ordinary general meeting of shareholders are as follows.

CEO:

Katsumasa Shinozuka

Senior Managing Executive

Officers:

Kazuo Tanaka

Yutaka Maeda

Senior Executive Officers:

Tadao Murase

Nobuhide Hara

Takashi Hattori

Naoki Sato

Harushige Sugimoto

Hideichi Kawasaki

Senior Executive Officers:

Kazushige Matsui

Hironori Kitabayashi

Executive Officers:

Keiichi Fukumura

Masayoshi Matsushita

Masataka Sase

Yutaka Asai

Shigeru Yamamoto

Kiyoharu Miyatake

Akira Kamo

Masao Miyashita

* Hiroshi Enomoto

* Kichiro Akino

Notes:

1. CEO stands for Chief Executive Officer.
2. indicates those concurrently appointed as Director.
3. Asterisk indicates executive officers newly appointed on April 1, 2005.

(Translation)

Agenda 4: Revision of wages for Directors and Auditors

It was approved as proposed to revise wages for Directors to up to 480 million yen per year (not including any salaries Directors receive as employees), and wages for Corporate Auditors to up to 84 million yen per year.

Agenda 5: Issuance of stock acquisition rights as stock options

It was approved as proposed to issue free of charge stock acquisition rights amounting to 442 units (the number of shares for one unit: 1,000), with the maximum number of common shares being 442,000, to Directors engaged in the business operations of the Company, Executive Officers, senior staff members participating in management and Directors of certain subsidiaries.