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Securities Code: 4186
June 4, 2013

To Those Shareholders with Voting Rights

Ikuo Akutsu
President and Representative Director
TOKYO OHKA KOGYO CO., LTD.
150 Nakamaruko, Nakahara-ku,
Kawasaki, Kanagawa, JAPAN

**NOTICE OF THE CONVOCATION OF THE
83rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 83rd Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. (“the Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following means. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m., Tuesday, June 25, 2013.

Exercise of Voting Rights in Writing

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, ensuring that the form reaches us no later than the above voting deadline.

Exercise of Voting Rights by Electronic Means (via the Internet, etc.)

Please review the “Guide for Exercising Voting Rights via the Internet, etc.” described on page 10, and enter your approval or disapproval for each proposal no later than the above voting deadline.

- 1. Date and Time:** Wednesday, June 26, 2013 at 10:00 a.m.
- 2. Place:** 1st Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan
- 3. Agenda of the Meeting:**
 - Matters to be reported:**
 1. The Business Report and the Consolidated Financial Statements for the 83rd fiscal year (from April 1, 2012 to March 31, 2013) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. The Non-Consolidated Financial Statements for the 83rd fiscal year (from April 1, 2012 to March 31, 2013)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Seven Directors
- Proposal No. 3:** Election of Two Corporate Auditors

4. Matters Decided for the Convocation:

- (1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
- (2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

*For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.

*When it is necessary to modify the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, please understand that the matters after modification will be shown on the website of the Company (<http://www.tok.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes as follows.

Matters related to the year-end dividend:

The Company considers the return of its profits to shareholders as an important managerial issue. The Company, in light of its financial condition and business performance from a long-term point of view, makes it its basic policy to: carefully secure its sufficient internal reserves for the purpose of effectively utilizing them as a resource for continuous improvement of its corporate value by advancing measures essential for the enhancement of the corporate competitiveness and enlargement of its profit such as: aggressive research and development investment into new technologies and new products geared towards new growth; capital investment in manufacturing equipments, etc. for quality improvements and further efficiency improvements of existing business; and enhancement of its business development both at home and overseas, and, on the other hand, also makes it its basic policy to: continue its payments of dividends with a consolidated payout ratio of 20% or more, taking into account the current level of payout; and flexibly acquire its own stocks.

Under these policies, the Company proposes the year-end dividend for the fiscal year as follows.

(1) Type of dividend property

Cash

(2) Matters related to distribution of dividend property to shareholders and the total amount

¥24 per common share of the Company Total amount: ¥1,080,080, 904

Taking into consideration various factors including our business performance, we propose to pay an additional ¥4 per share compared to the previous year-end dividend as appreciation for the constant support of shareholders. Accordingly, including the interim dividend of ¥20 per share paid in December 2012, the annual dividend for the fiscal year is ¥44 per share, which is ¥6 more than in the previous fiscal year.

(3) Effective date of the distribution of surplus

June 27, 2013

Proposal No. 2: Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, election of seven Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
1	Ikuo Akutsu (April 27, 1959)	<p>April 1982 Joined the Company</p> <p>April 2003 General Manager, Manufacturing Technology Division</p> <p>October 2003 General Manager, Advanced Material Development Division 2</p> <p>April 2007 President and General Manager of TOK TAIWAN CO., LTD.</p> <p>June 2009 Officer; Department Manager, Corporate Planning Department</p> <p>June 2010 Director; Executive Officer; Department Manager, Corporate Planning Department</p> <p>June 2011 Representative Director, President and Chief Executive Officer (to the present)</p>	13,200 shares
2	Kobun Iwasaki (April 8, 1949)	<p>April 1977 Joined the Company</p> <p>October 1993 General Manager, Electronic Material Marketing Division 2</p> <p>May 1994 Director of OHKA AMERICA, INC. (present TOKYO OHKA KOGYO AMERICA, INC.)</p> <p>April 1997 General Manager, Tohoku Marketing Office</p> <p>June 2003 Officer; General Manager, Electronic Material Marketing Division 2</p> <p>June 2004 Officer; Deputy Department Manager, Marketing Department and General Manager, Electronic Material Marketing Division 2</p> <p>April 2005 Officer; Department Manager, Marketing Department</p> <p>June 2006 Director; Officer; Department Manager, Marketing Department</p> <p>June 2010 Director; Executive Officer; Department Manager, Marketing Department</p> <p>June 2012 Director; Senior Executive Officer; Department Manager, Marketing Department (to the present)</p> <p>(Significant concurrent positions) President and Representative Director of TOK Advanced Materials Company, Limited</p>	5,400 shares

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
3	Hiroji Komano (December 19, 1952)	<p>April 1976 Joined the Company</p> <p>April 1997 General Manager, Advanced Material Development Division 2</p> <p>June 2000 General Manager, Advanced Material Development Division 1</p> <p>June 2004 Officer; Deputy Department Manager, Research and Development Department</p> <p>October 2004 Officer; Deputy Department Manager, Research and Development Department and General Manager, New Technology Development Section</p> <p>April 2007 Officer (President and Director of TOKYO OHKA KOGYO AMERICA, INC.)</p> <p>June 2011 Officer; Department Manager, New Business Development Department</p> <p>June 2012 Director; Officer; Department Manager, New Business Development Department (to the present)</p>	2,100 shares
4	Harutoshi Sato (June 1, 1961)	<p>April 1984 Joined the Company</p> <p>April 2004 General Manager, Quality Assurance Division</p> <p>April 2007 General Manager, Advanced Material Development Division 2</p> <p>April 2008 General Manager, Advanced Material Development Division 1</p> <p>June 2009 Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 3</p> <p>June 2011 Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 1</p> <p>June 2012 Director; Officer; Department Manager, Research and Development Department (to the present)</p>	2,600 shares

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
5	Jiro Makino (September 10, 1939)	<p>December 1967 Joined MAKINO MILLING MACHINE CO., LTD. (“MMM”)</p> <p>May 1974 Director; General Manager, Planning Division of MMM</p> <p>March 1977 Director; Department Manager, Marketing Department of MMM</p> <p>July 1978 Managing Director; Department Manager, Marketing Department of MMM</p> <p>June 1979 Senior Managing Director; Department Manager, Marketing Department of MMM</p> <p>October 1982 Senior Managing Director; Department Manager, Technical Department of MMM</p> <p>June 1985 President and Representative Director of MMM (to the present)</p> <p>June 2006 Director (Outside Director) of the Company (to the present)</p> <p>(Significant concurrent positions) President and Representative Director of MMM Vice Chairman of Japan Machine Tool Builders’ Association</p>	15,000 shares
6	* Jun Iwasa (September 19, 1955)	<p>April 1979 Joined the Company</p> <p>October 2001 General Manager, Oregon Plant of OHKA AMERICA, INC. (present TOKYO OHKA KOGYO AMERICA, INC.)</p> <p>March 2003 Director; Vice President of OHKA AMERICA, INC.</p> <p>April 2008 General Manager, Gotemba Plant</p> <p>June 2009 Officer; Deputy Department Manager, Manufacturing Department, and General Manager, Koriyama Plant</p> <p>June 2010 Officer; Deputy Department Manager, Manufacturing Department, and General Manager, Sagami Operation Center</p> <p>April 2013 Officer; Deputy Department Manager, Manufacturing Department (to the present)</p> <p>(Significant concurrent positions) President and Representative Director of KUMAGAYA OHKA CO., LTD. Director of TOKYO OHKA KOGYO AMERICA, INC. Director of TOK TAIWAN CO., LTD. President of CHANG CHUN TOK (CHANGSHU) CO., LTD.</p>	2,900 shares
7	* Kunio Mizuki (February 10, 1959)	<p>October 1985 Joined the Company</p> <p>April 2005 General Manager, General Affairs Division</p> <p>June 2009 Officer; Deputy Department Manager, Administration Department and General Manager, General Affairs Division</p> <p>June 2012 Officer; Department Manager, General Affairs Department (to the present)</p> <p>(Significant concurrent positions) Director of OHKA SERVICE CO., LTD. Director of TOK Advanced Materials Company, Limited</p>	3,600 shares

- Notes:
1. * indicates a new candidate.
 2. Conflicts of interests between the Company and any of the candidates
 - (1) Mr. Kobun Iwasaki serves concurrently as the President and Representative Director of TOK Advanced Materials Company, Limited, a subsidiary of the Company. The Company both loans funds to TOK Advanced Materials Company, Limited and plans to conduct sales of its products in the future. Also, the Company and TOK Advanced Materials Company, Limited have a competitive relationship in connection to the materials business.
 - (2) Mr. Jun Iwasa serves as the President of CHANG CHUN TOK (CHANGSHU) CO., LTD., a subsidiary of the Company.
The Company sells products to CHANG CHUN TOK (CHANGSHU) CO., LTD. Furthermore, the Company and CHANG CHUN TOK (CHANGSHU) CO., LTD. have a competitive relationship in connection to the materials business. As described in 3. below, he is scheduled to retire from the position of President of CHANG CHUN TOK (CHANGSHU) CO., LTD.
 - (3) No conflict of interest exists between the Company and any of the other candidates.
 3. Mr. Jun Iwasa is scheduled to retire from the position of President of CHANG CHUN TOK (CHANGSHU) CO., LTD., a subsidiary of the Company, on June 26, 2013.
 4. Mr. Jiro Makino is a candidate for Outside Director. The Company has designated Mr. Jiro Makino an independent director in accordance with the regulations of the Tokyo Stock Exchange and notified therein. If his election is approved, the Company plans to continue his independent director designation.
 5. Reasons for election of the candidate for Outside Director:
Mr. Jiro Makino has carried out his duty as President and Representative Director of MMM over the years. His election as Outsider Director is proposed to ask for his continued supervision of the Company's management from an objective and neutral point of view based on his abundant experience and considerable insight as an executive of the listed company, as well as his contribution to enhancement of the corporate governance with his advice on the general management of the Company. His term of office as Outside Director will be seven (7) years at the conclusion of this General Meeting of Shareholders.
 6. Liability limitation agreement with Outside Director:
The Company has entered into the liability limitation agreement with Mr. Jiro Makino, which shall limit the maximum amount of liability provided for in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations. If his election is approved, the Company plans to continue the aforementioned agreement.

Proposal No. 3: Election of Two Corporate Auditors

The term of office of Corporate Auditor, Mr. Haruhiko Gyoda will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, we would like to increase the number of Corporate Auditors by one in order to strengthen and enhance the auditing system; therefore, election of two Corporate Auditors is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary , position and significant concurrent positions	Number of shares of the Company held
1	* Seiichi Shimbo (April 9, 1951)	<p>April 1975 Joined Tokio Marine and Fire Insurance Company, Limited (“TMFI”) (present Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>April 2000 General Manager, Corporate Planning Department (responsible for planning) of TMFI</p> <p>June 2003 General Manager, Tokyo Automotive Unit, Automotive Sales Division 3 of TMFI</p> <p>June 2004 Executive Officer; General Manager, Tokyo Automotive Unit, Automotive Sales Division 3 of TMFI</p> <p>October 2006 Managing Executive Officer of Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>July 2009 Senior Managing Director of Non-Life Insurance Policy-holders Protection Corporation of Japan (to the present)</p> <p>(Significant concurrent positions) Senior Managing Director of Non-Life Insurance Policy-holders Protection Corporation of Japan</p>	0 shares
2	* Katsumi Yoneda (September 21, 1951)	<p>April 1974 Joined Meiji Life Insurance Company (“MLI”) (present Meiji Yasuda Life Insurance Company)</p> <p>April 1998 General Manager, Finance Promotion Department of MLI</p> <p>April 2001 General Manager, Kinki Corporate Department of MLI</p> <p>April 2003 General Manager, Osaka Corporate Department of MLI</p> <p>January 2004 General Manager, Osaka General Corporate Department of Meiji Yasuda Life Insurance Company (“MYLI”)</p> <p>April 2005 Senior General Manager, Osaka General Corporate Department of MYLI</p> <p>December 2005 Officer; General Manager, Nagoya Headquarters of MYLI</p> <p>July 2006 Executive Officer; General Manager, Nagoya Headquarters of MYLI</p> <p>April 2008 Managing Executive Officer of MYLI</p> <p>April 2010 Advisor of Meiji Yasuda Life Foundation of Health and Welfare</p> <p>June 2010 Chairman of Meiji Yasuda Life Foundation of Health and Welfare (to the present)</p> <p>(Significant concurrent positions) Chairman of Meiji Yasuda Life Foundation of Health and Welfare</p>	0 shares

- Notes: 1. * indicates a new candidate.
2. No conflict of interest exists between the Company and the candidates.
 3. Mr. Seiichi Shimbo is scheduled to retire from the position of Senior Managing Director of the Non-Life Insurance Policy-holders Protection Corporation of Japan, on June 25, 2013.
Also, Mr. Katsumi Yoneda is scheduled to retire from the position of Chairman of the Meiji Yasuda Life Foundation of Health and Welfare and be appointed as Executive Vice President of Meiji Yasuda General Insurance Co., Ltd., on June 14, 2013.
 4. Mr. Seiichi Shimbo and Mr. Katsumi Yoneda are candidates for Outside Corporate Auditors.
The Company plans to designate both as independent auditors in accordance with the regulations of the Tokyo Stock Exchange and notify therein. If the election is approved, they are scheduled to be independent auditors.
 5. Reasons for election of the candidates for Outside Corporate Auditors:
 - (1) Mr. Seiichi Shimbo has served in important positions at Tokio Marine & Nichido Fire Insurance Co., Ltd. His election as Outside Corporate Auditor is proposed so that he may contribute towards supervising the Company's management from an objective and neutral point of view based on his abundant experiences at the financial institutions as well as considerable insight as a business executive.
 - (2) Mr. Katsumi Yoneda has served in important positions at MYLI. His election as Outside Corporate Auditor is proposed so that he may contribute towards supervising the Company's management from an objective and neutral point of view based on his abundant experiences at the financial institutions as well as considerable insight as a business executive.
 6. Liability limitation agreement with Outside Corporate Auditor:
Pursuant to the provisions of the current Articles of Incorporation, the Company may enter into a liability limitation agreement with the Outside Corporate Auditor, which shall limit the liability provided for in Article 423, Paragraph 1 of the Companies Act. In the case where Mr. Seiichi Shimbo and Mr. Katsumi Yoneda assume their offices as Outside Corporate Auditors, the Company will enter into a liability limitation agreement with them, which shall limit the maximum amount of liability to the minimum liability amount stipulated by laws and regulations.

Guide for Exercising Voting Rights via the Internet, etc.

1. How to exercise voting rights via the Internet

Please read the following items before exercising your voting rights via the Internet.

(1) Website to use for exercising voting rights

- 1) Exercise of voting rights via the Internet is only possible by accessing the website designed by the Company exclusively for the purpose of exercising voting rights (<http://www.evotep.jp/>) via a personal computer, smartphone or mobile phone (i-mode, EZweb and Yahoo!Keitai). (Access is unavailable between 2:00 a.m. and 5:00 a.m. everyday).
- 2) Depending on the internet user environment, shareholders using personal computers or smartphones may not be able to exercise their voting rights via the website for exercising voting rights.
- 3) In order to exercise voting rights using a mobile phone, it is necessary for a mobile phone to have the capability to use the i-mode, EZweb, or Yahoo!Keitai service. Even if shareholders have access to one of the above services, some shareholders may not be able to use the service if their mobile phone models are incapable of sending information, or not encrypted communication (SSL communication) enabled, to ensure security.
- 4) Votes will be accepted via the Internet until 5:30 p.m. on Tuesday, June 25, 2013, however, you are cordially requested to exercise your voting rights rather early, and make any inquiries or questions to the Help Desk below.

Note: i-mode, EZweb, Yahoo! are trademarks or registered trademarks of NTT DoCoMo, Inc., KDDI CORPORATION and Yahoo! Inc. in the U.S., respectively.

(2) How to exercise voting rights via the Internet

- 1) Please access the website for exercising voting rights (<http://www.evotep.jp/>), enter the “login ID” and “temporary password” provided on the Voting Rights Exercise Form and then enter your vote for each proposal according to the instructions on the screen.
- 2) To prevent people who are not shareholders (impostors) from illegally accessing the website and alteration of the content of your voting selections, we will ask shareholders who use the website to change their “temporary passwords” on the website for exercising voting rights.
- 3) You will be provided with a new “login ID” and “temporary password” each time a General Meeting of Shareholders is convened.

(3) Costs arising from accessing the website for exercising voting rights

Costs arising from accessing the website for exercising voting rights (Internet access fees, phone charges, etc.) will be borne by the shareholder. When using a mobile phone to vote, there will be costs such as packet communication fees or other fees for using the mobile phone, and these fees will be borne by the shareholder.

For inquiries concerning systems, etc. please contact:

Mitsubishi UFJ Trust and Banking Corporation,
Securities Agent Department (Help Desk)

Tel: 0120-173-027 (Business hours: 9:00 a.m.–9:00 p.m. toll free)

2. How multiple votes for the same shareholder will be handled

- (1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
- (2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

3. Electronic proxy voting platform

If you are nominee shareholders such as management trust banks (including standing proxy) and apply in advance for the use of the electronic proxy voting platform operated by ICJ, Inc., you may use such platform operated by ICJ, Inc.