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Securities Code: 4186  
June 6, 2011

## To Those Shareholders with Voting Rights

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

### NOTICE OF THE CONVOCAION OF THE 81<sup>st</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

We express our heartfelt sympathy to the victims of the Great East Japan Earthquake.

You are cordially invited to attend the 81<sup>st</sup> 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., Monday, June 27, 2011.

#### 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 11, and enter your approval or disapproval for each proposal no later than the above voting deadline.

1. **Date and Time:** Tuesday, June 28, 2011 at 10:00 a.m.
2. **Place:** 1<sup>st</sup> 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 81<sup>st</sup> fiscal year (from April 1, 2010 to March 31, 2011) 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 81<sup>st</sup> fiscal year (from April 1, 2010 to March 31, 2011)

#### Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Seven Directors
- Proposal No. 3:** Election of One Corporate Auditor
- Proposal No. 4:** Election of One Substitute Corporate Auditor

**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.

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\*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 production 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

¥18 per common share of the Company                      Total amount: ¥810,085,896

Although there remains uncertainty in our business environment, considering our business performance and other circumstances, we propose to pay an additional ¥3 per share as appreciation for the constant support of shareholders. Accordingly, including the interim dividend of ¥15 per share paid in November 2010, the annual dividend for the fiscal year is ¥33 per share, which is ¥3 more than in the previous fiscal year.

(3) Effective date of the distribution of surplus

June 29, 2011

**Proposal No. 2: Election of Seven Directors**

The terms of office of all seven Directors will expire at the conclusion of this meeting.

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	Yoichi Nakamura (November 25, 1950)	April 1974      Joined the Company  January 1993    Director of OHKA AMERICA INC. (present TOKYO OHKA KOGYO AMERICA, INC.)  October 1997    General Manager, Quality Assurance Division  June 2000        Deputy Department Manager, Manufacturing Department and Department Manager, Electronic Material Department  June 2001        Director; Deputy Department Manager, Manufacturing Department and Department Manager, Electronic Material Department  October 2001    Director (President and Director of OHKA AMERICA INC. (present TOKYO OHKA KOGYO AMERICA, INC.))  March 2003      Director; Department Manager, Research and Development Department  June 2003        Director; Officer; Department Manager, Research and Development Department  June 2004        Representative Director, President and Chief Executive Officer (to the present)	17,642 shares
2	Koichi Kaihatsu (August 21, 1947)	September 1978    Joined the Company  May 1984          General Manager, President Office  June 1987          General Manager, General Affairs Division  April 1994          Deputy Chief, Administrative Department and General Manager, General Affairs Division  June 1998          Director; Deputy Department Manager, Administrative Department and General Manager, General Affairs Division  June 2002          Director; Department Manager, General Affairs Department  June 2003          Director; Officer; Department Manager, General Affairs Department  June 2004          Director; Executive Officer; Department Manager, General Affairs Department  June 2006          Representative Director; Senior Executive Officer; Department Manager, General Affairs Department  June 2009          Representative Director; Senior Executive Officer; Department Manager, Administration Department  June 2010          Representative Director; Chief Operating Officer; Department Manager, Administration Department (to the present)	36,007 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	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 (to the present)</p> <p>(Significant concurrent positions)</p> <p>President and Representative Director of TOK ENGINEERING CO., LTD.  Director of TOKYO OHKA KOGYO AMERICA, INC.  President and Representative Director of TOK KOREA CO., LTD.  Director of TOKYO OHKA KOGYO EUROPE B.V.</p>	5,400 shares
4	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 (to the present)</p>	4,200 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	Hidekatsu Kohara (April 7, 1951)	<p>April 1975      Joined the Company</p> <p>April 1997      General Manager, Advanced Material Development Division 1</p> <p>June 2000      General Manager, Manufacturing Technology Division</p> <p>April 2003      Project Leader, ERP Promotion Project</p> <p>June 2004      Officer; Project Leader, ERP Promotion Project</p> <p>April 2005      Officer; Department Manager, Management Information System Department</p> <p>June 2006      Officer; Department Manager, Process Equipment Manufacturing Department</p> <p>June 2008      Director; Officer; Department Manager, Research and Development Department (to the present)</p>	11,000 shares
6	Hiroshi Asaba (March 21, 1949)	<p>April 1971      Joined the Company</p> <p>April 1996      General Manager, Utsunomiya Plant</p> <p>November 1997      Director of OHKA AMERICA INC. (present TOKYO OHKA KOGYO AMERICA, INC.)</p> <p>October 2001      Department Manager, Electronic Material Department</p> <p>December 2001      Deputy Department Manager, Manufacturing Department and Department Manager, Electronic Material Department</p> <p>June 2003      Officer; Deputy Department Manager, Manufacturing Department and Department Manager, Electronic Material Department</p> <p>June 2008      Officer; Deputy Department Manager, Manufacturing Department</p> <p>June 2010      Director; Officer; Department Manager, Manufacturing Department (to the present)</p> <p>(Significant concurrent positions)</p> <p>Director of KUMAGAYA OHKA CO., LTD.</p> <p>Director of TOK TAIWAN CO., LTD.</p> <p>Chairman of CHANG CHUN TOK (CHANGSHU) CO., LTD.</p>	10,342 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
7	Jiro Makino (September 10, 1939)	December 1967    Joined MAKINO MILLING MACHINE CO., LTD. (“MMM”) May 1974            Director; General Manager, Planning Division of MMM March 1977        Director; Department Manager, Marketing Department of MMM July 1978            Managing Director; Department Manager, Marketing Department of MMM June 1979            Senior Managing Director; Department Manager, Marketing Department of MMM October 1982      Senior Managing Director; Department Manager, Technical Department of MMM June 1985            President and Representative Director of MMM (to the present) June 2006            Director (Outside Director) of the Company (to the present)  (Significant concurrent positions)  President and Representative Director of MMM Vice Chairman of Japan Machine Tool Builders’ Association	10,000 shares

- Notes:
1. Mr. Hiroshi Asaba concurrently serves as Chairman of CHANG CHUN TOK (CHANGSHU) CO., LTD. (“CCOK”), to which the Company sells products, etc. Furthermore, the Company is in a competitive relationship with CCOK for manufacturing and sales of photoresist-related chemicals. No conflict of interest exists between the Company and any of the other candidates.
  2. 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.
  3. 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 Outside 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 five (5) years at the conclusion of this meeting.
  4. 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 One Corporate Auditor

The term of office of Corporate Auditor, Mr. Fujio Higaki will expire at the conclusion of this meeting. Accordingly, election of one Corporate Auditor is proposed. The Board of Corporate Auditors has previously given its approval to this proposal. The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
<p style="text-align: center;">* Yukio Muro (January 13,1953)</p>	April 1975      Joined Mitsubishi Trust and Banking Corporation (“MTBC”) (present Mitsubishi UFJ Trust and Banking Corporation)	0 shares
	April 1998      General Manager of Related Business Office of MTBC	
	March 2001      General Manager of Hiroshima Branch of MTBC	
	April 2003      General Manager of Corporate Finance Strategy Division of MTBC	
	June 2003      Executive Officer; General Manager of Corporate Finance Strategy Division of MTBC	
	April 2004      Executive Officer; General Manager of Corporate Finance Strategy Division of MTBC Executive Officer; General Manager of Trust Business Planning Division of Mitsubishi Tokyo Financial Group, Inc. (present Mitsubishi UFJ Financial Group, Inc.)	
	June 2005      President and Representative Director of Mitsubishi TB Information System Co., Ltd. (present Mitsubishi UFJ Trust Systems Co., Ltd.)	
	June 2006      Standing Corporate Auditor (Outside Corporate Auditor) of Mitsubishi Cable Industries, Ltd.	
	June 2010      President and Representative Director of Ryoshin DC Card Co., Ltd. (to the present)	
	(Significant concurrent positions) President and Representative Director of Ryoshin DC Card Co., Ltd.	

Notes: 1. \* indicates a new candidate.

2. No conflict of interest exists between the Company and the candidate.
3. Mr. Yukio Muro is a candidate for Outside Corporate Auditor. The Company plans to designate Mr. Yukio Muro an independent auditor in accordance with the regulations of the Tokyo Stock Exchange and notify therein. If his election is approved, Mr. Yukio Muro will be an independent auditor.
4. Reasons for election of the candidate for Outside Corporate Auditor:  
Mr. Yukio Muro has served in important positions at MTBC (present Mitsubishi UFJ Trust and Banking Corporation) and as standing corporate auditor (outside corporate auditor) at Mitsubishi Cable Industries, Ltd. Mr. Yukio Muro also serves as president and representative director at another company. 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 and as a corporate auditor as well as considerable insight as a business executive.
5. 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 Outside Corporate Auditor, which shall limit the liability provided for in Article 423, Paragraph 1 of the Companies Act. In the case where Mr. Yukio Muro assumes his office as Outside Corporate Auditor, the Company will enter into a liability limitation agreement with him, which shall limit the maximum amount of liability to the minimum liability amount stipulated by laws and regulations.



**Proposal No. 4: Election of One Substitute Corporate Auditor**

The election of substitute Corporate Auditor, Mr. Kenichi Fujiwara will become invalid at the start of this meeting.

In order to prepare for the case when the number of Corporate Auditors stipulated by laws and regulations might be insufficient, election of one substitute Corporate Auditor in advance is proposed.

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

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
Kenichi Fujiwara (January 14, 1940)	April 1963      Joined Tokyo Stock Exchange, Inc.	0 shares
	July 1967      Joined Arthur Andersen & Co. (present KPMG AZSA LLC)	
	May 1970      Registered as Certified Public Accountant	
	June 1973      Joined newly established firm, Sanwa & Co. (present Deloitte Touche Tohmatsu LLC)	
	April 1976      Representative Partner of Sanwa & Co. (present Deloitte Touche Tohmatsu LLC)	
	June 1993      Representative Partner, Board Member of Tokyo Office of Tohmatsu & Co. (present Deloitte Touche Tohmatsu LLC)	
	June 1999      Representative Partner, Board Member of Headquarters of Tohmatsu & Co. (present Deloitte Touche Tohmatsu LLC)	
	June 2001      Representative Partner, Executive Management Member of Headquarters (Representative Partner of Tokyo Office) of Tohmatsu & Co. (present Deloitte Touche Tohmatsu LLC)	
	June 2004      Representative Partner of Deloitte Touche Tohmatsu (present Deloitte Touche Tohmatsu LLC)	
	July 2005      Managing Partner of Kenichi Fujiwara CPA Office (to the present) Corporate Auditor (Outside Corporate Auditor) of Mitsui-Soko (Mitsui Warehouse) Co., Ltd.	
	June 2009      Corporate Auditor (Outside Corporate Auditor) of ShinGinko Tokyo, Limited (to the present)	
	(Significant concurrent positions) Managing Partner of Kenichi Fujiwara CPA Office Corporate Auditor (Outside Corporate Auditor) of ShinGinko Tokyo, Limited	

- Notes: 1. No conflict of interest exists between the Company and the candidate.
2. Mr. Kenichi Fujiwara is a candidate for substitute Outside Corporate Auditor.
3. Reasons for election of the candidate for substitute Outside Corporate Auditor and for determining that the candidate can properly perform his duties as Outside Corporate Auditor:  
Although Mr. Kenichi Fujiwara has no direct experience in company management, we have determined that he can show his skills in monitoring the Company’s management from an objective and neutral point of view based on his sophisticated expertise in accounting and a proven track record in auditing as a certified public accountant as well as his experience as outside corporate auditor in other companies. Therefore, his election as a candidate for substitute Outside Corporate Auditor is proposed.
4. 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 Outside Corporate Auditor, which shall limit the liability provided for in Article 423, Paragraph 1 of the Companies Act. In the case where Mr. Kenichi Fujiwara assumes his office as Outside Corporate Auditor, the Company will enter into a liability limitation agreement with him, 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.evote.jp/>) via a personal computer 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 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 Monday, June 27, 2011, however, you are cordially requested to exercise your voting rights rather early, and make any inquiries or questions to the Help Desk below.

Notes: 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.evote.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.