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June 28, 2011

To All Shareholders

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

NOTICE OF RESOLUTION OF THE 81st ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 81st Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. held today.

Matters reported: **1. The Business Report and the Consolidated Financial Statements for the 81st 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**

The contents of the above Business Report, the contents of the Consolidated Financial Statements and results of audits thereof were reported.

2. The Non-Consolidated Financial Statements for the 81st fiscal year (from April 1, 2010 to March 31, 2011)

The contents of the above Non-Consolidated Financial Statements were reported.

Matters resolved:

Proposal No.1: Appropriation of Surplus

This matter was approved and resolved as originally proposed, and the year-end dividend was decided to be ¥18 per share.

Proposal No.2: Election of Seven Directors

This matter was approved and resolved as originally proposed. Messrs. Yoichi Nakamura, Koichi Kaihatsu, Kobun Iwasaki, Ikuo Akutsu, Hidekatsu Kohara, Hiroshi Asaba and Jiro Makino were reelected and they all assumed the office of Director.

Proposal No.3: Election of One Corporate Auditor

This matter was approved and resolved as originally proposed. Mr. Yukio Muro was newly elected and assumed the office of Corporate Auditor.

Proposal No.4: Election of One Substitute Corporate Auditor

This matter was approved and resolved as originally proposed. In order to prepare for the case when the number of Corporate Auditors stipulated by laws might be insufficient, Mr. Kenichi Fujiwara was elected as Substitute Corporate Auditor.

The following is the organization of Directors, Corporate Auditors and Officers after the conclusion of this General Meeting of Shareholders:

[Directors and Corporate Auditors]

Chairman of the Board and Representative Director	Yoichi Nakamura
President and Representative Director	Ikuo Akutsu
Representative Director	Koichi Kaihatsu
Director	Kobun Iwasaki
Director	Hidekatsu Kohara
Director	Hiroshi Asaba
Director	Jiro Makino
Standing Corporate Auditor	Shigeru Otawa
Corporate Auditor	Haruhiko Gyoda
Corporate Auditor	Yukio Muro

Notes: 1. Mr. Jiro Makino is Outside Director.
2. Messrs. Haruhiko Gyoda and Yukio Muro are Outside Corporate Auditors.

[Officers]

*Chief Executive Officer	Ikuo Akutsu
*Chief Operating Officer	Koichi Kaihatsu
*Executive Officer	Kobun Iwasaki
*Officer	Hidekatsu Kohara
*Officer	Hiroshi Asaba
Officer	Kenji Tazawa
Officer	Hiroji Komano
Officer	Jun Iwasa
Officer	Atsuro Shibagaki
Officer	Hajime Fujishita
Officer	Kunio Mizuki
Officer	Harutoshi Sato
Officer	Yoichi Shibamura

Note: Officer with *mark also serves as Director.

Year-end Dividend Payment

As the dividend for the end of the 81st fiscal year was decided to be ¥18 per share, you can receive your dividend by taking the enclosed “Year-end Dividend Warrant” to a nearby central branch, branch or sub-branch of Japan Post Bank, or a post office of Japan Post Network (banking agency) during the payment period (from June 29, 2011 to July 29, 2011). After the payment period is over, it will be handled at Transfer Agent, that is, the head office or nationwide branch offices of Mitsubishi UFJ Trust and Banking Corporation, so you can receive your dividend by either bringing “Year-end Dividend Warrant” there, or mailing the Warrant to the following address.

Mailing Address: Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division
7-10-11, Higashisuna, Koto-ku, Tokyo 137-8081
Tel: 0120-232-711 (toll free)

To shareholders who requested to have the dividend credited to your bank or Japan Post Bank account, please find the enclosed “Statement of Year-end Dividend” and “Dividend Transfer Notice” (For shareholders who have chosen the system of dividend allotment to securities company accounts in proportion to the number of shares held in accounts, please contact your transfer account management institution (securities company etc.) for dividend transfer details.)

Also, please safekeep the enclosed “Statement of Year-end Dividend” as it can be used as supporting document when filing income tax return.