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Securities Code: 4186
June 3, 2010

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 80th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 80th 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., Thursday, June 24, 2010.

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

1. **Date and Time:** Friday, June 25, 2010 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 80th fiscal year (from April 1, 2009 to March 31, 2010) 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 80th fiscal year (from April 1, 2009 to March 31, 2010)

Proposals to be resolved:

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

*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 conditions 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

¥15 per common share of the Company Total amount: ¥675,092,055

As a result of execution of “emergency profitability measures” and “business structural reforms,” the worst period is now behind. Nonetheless, we are still on a recovery and thus we regret to announce that the Company proposes to reduce the dividend by ¥2 per share, compared to the previous fiscal year.

Accordingly, including the interim dividend of ¥15 per share paid in November 2009, the annual dividend for the fiscal year is ¥30 per share, which is ¥5 less than in the previous fiscal year.

(3) Effective date of the distribution of surplus

June 28, 2010

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)	<p>April 1974 Joined the Company</p> <p>January 1993 Director of OHKA AMERICA INC. (present TOKYO OHKA KOGYO AMERICA, INC.)</p> <p>October 1997 General Manager, Quality Assurance Division</p> <p>June 2000 Deputy Department Manager, Manufacturing Department and Department Manager, Electronic Material Department</p> <p>June 2001 Director; Deputy Department Manager, Manufacturing Department and Department Manager, Electronic Material Department</p> <p>October 2001 Director (President and Director of OHKA AMERICA INC. (present TOKYO OHKA KOGYO AMERICA, INC.))</p> <p>March 2003 Director; Department Manager, Research and Development Department</p> <p>June 2003 Director; Officer; Department Manager, Research and Development Department</p> <p>June 2004 Representative Director, President and Chief Executive Officer (to the present)</p>	17,642 shares
2	Koichi Kaihatsu (August 21, 1947)	<p>September 1978 Joined the Company</p> <p>May 1984 General Manager, President Office</p> <p>June 1987 General Manager, General Affairs Division</p> <p>April 1994 Deputy Chief, Administrative Department and General Manager, General Affairs Division</p> <p>June 1998 Director; Deputy Department Manager, Administrative Department and General Manager, General Affairs Division</p> <p>June 2002 Director; Department Manager, General Affairs Department</p> <p>June 2003 Director; Officer; Department Manager, General Affairs Department</p> <p>June 2004 Director; Executive Officer; Department Manager, General Affairs Department</p> <p>June 2006 Representative Director; Senior Executive Officer; Department Manager, General Affairs Department</p> <p>June 2009 Representative Director; Senior Executive Officer; Department Manager, Administration Department (to the present)</p> <p>(Significant concurrent positions)</p> <p>Vice President and Representative Director of TOK ENGINEERING CO., LTD.</p>	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 (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	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

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 Outside Director of the Company (to the present)</p> <p>(Significant concurrent positions)</p> <p>President and Representative Director of MMM</p> <p>Vice Chairman of Japan Machine Tool Builders’ Association</p>	4,000 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 (to the present)</p> <p>(Significant concurrent positions)</p> <p>Director of YAMANASHI OHKA CO., LTD.</p> <p>Director of KUMAGAYA OHKA 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	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 (to the present)</p>	1,200 shares

- Notes: 1. Mr. Hiroshi Asaba concurrently serves as Chairman of CHANG CHUN TOK (CHANGSHU) CO., LTD. (“CCOK”), to which the Company sells products and lends funds, 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.
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 four (4) 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 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 & Co.)	
	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 of Mitsui-Soko (Mitsui Warehouse) Co., Ltd.	
	June 2009 Corporate Auditor of ShinGinko Tokyo, Limited (to the present)	
	(Significant concurrent positions) Managing Partner of Kenichi Fujiwara CPA Office 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. 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 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 by 5:30 p.m., Thursday, June 24, 2010, 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.