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Securities Code: 7729  
June 6, 2008

**Dear Shareholders**

Sadakatsu Suzuki  
Chairman and CEO  
Tokyo Seimitsu Co., Ltd.  
7-1, Shimorenjaku 9-chome, Mitaka-shi  
Tokyo, Japan

## **NOTICE OF THE 85<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 85<sup>th</sup> Ordinary General Meeting of Shareholders of Tokyo Seimitsu. The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot. Please review the Reference Documents for the General Meeting of Shareholders, and return the Voting Rights Exercise Form with your selections. All forms must be received by 5:00 p.m. on Thursday, June 26, 2008.

- 1. Date and Time:** Friday, June 27, 2008 at 10:00 a.m.
- 2. Place:** Kasuga Hall, Kichijoji Dai-ichi Hotel 7F  
4-14, Kichijoji-Honcho 2-chome, Musashino-shi, Tokyo  
(The place of the meeting is different from that of the previous meeting)
- 3. Agenda of the Meeting:**  
**Matters to be reported:**
  1. The Business Report, the Consolidated Financial Statements and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 85<sup>th</sup> fiscal term (from April 1, 2007 to March 31, 2008).
  2. The Non-Consolidated Financial Statements for the 85<sup>th</sup> fiscal term (from April 1, 2007 to March 31, 2008)

**Proposals to be resolved:**

- Proposal No. 1:** Distribution of Surplus
- Proposal No. 2:** Election of Seven Directors
- Proposal No. 3:** Election of One Substitute Corporate Auditor
- Proposal No. 4:** Delegation to the Company's Board of Directors of the Decision on Matters of Solicitation of the Stock Acquisition Rights to be issued as Stock Options on Specially Favorable Conditions for the Directors and Employees of the Company and the Directors and Employees of Subsidiaries.

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- Notes: 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the front desk when you arrive at the venue.
2. Subsequent amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements (if any) will be listed on the Company's website (<http://www.accretech.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and references

#### Proposal No. 1: Distribution of Surplus

Considering the Company's business performance during the 85<sup>th</sup> fiscal term and future business development, the Company has decided to pay the following as the year-end dividend for the term under review.

1. Type of dividend property  
Cash
2. Matters related to allocation of dividend and the total amount thereof  
Common share of the Company: 40 yen per share  
Total amount: 1,607,949,160 yen
3. Effective date of distribution of surplus  
June 30, 2008

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

Eight Directors of the Company will complete their term of office at the closing of this General Meeting of Shareholders. Consequently, the Company proposes the election of seven new Directors.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, position, assignment and representation of other companies	Number of shares of the Company held
1	Sadakatsu Suzuki (June 13, 1943)	April 1966      Joined Tokyo Seimitsu October 1989   Hachioji Plant Manager, Production Headquarters of the Company June 1990      Director, Deputy General Manager of Production Headquarters and Hachioji Plant Manager of the Company June 1996      Managing Director of the Company April 2000      Representative Director and Managing Director of the Company April 2001      Representative Director and COO, and Semiconductor Chief of the Company April 2002      Representative Director and COO in charge of the Semiconductor Company April 2003      President and COO of the Company June 2005      President and CEO / COO of the Company October 2007   President and CEO of the Company April 2008      Chairman and CEO of the Company (to present) (Representation of other companies) Chairman of Accretech (China) Co., Ltd.	37,110 shares

Candidate No.	Name (Date of birth)	Career summary, position, assignment and representation of other companies	Number of shares of the Company held
2	Kazuo Fujimori (October 15, 1946)	<p>April 1970      Joined Toyota Motor Corporation</p> <p>January 1996    Chief, Production Technology Development Department of Toyota Motor Corporation</p> <p>October 1999    Joined Tokyo Seimitsu Group Leader of Metrology Group, Tsuchiura Plant, and General Manager of Measurement Sales Department, Sales Headquarters of the Company</p> <p>May 2000       Senior General Manager of the Company</p> <p>July 2001       Tsuchiura Plant Manager, Production Headquarters of the Company</p> <p>April 2002       President of the Metrology Company</p> <p>June 2002       Director of the Company</p> <p>April 2003       Representative Director and COO in charge of the Metrology Company</p> <p>June 2004       Representative Director and Executive Vice President of the Company</p> <p>October 2007    Representative Director and COO of the Company</p> <p>April 2008       President and COO of the Company (to present)</p>	4,910 shares
3	Kunimasa Ohta (February 16, 1949)	<p>April 1971      Joined The Fuji Bank, Ltd.</p> <p>April 1996      General Manager, Kobe Branch of The Fuji Bank, Ltd.</p> <p>June 1999      Director, General Manager, Accounting Headquarters of Toho Rayon Co., Ltd.</p> <p>April 2001      Joined Tokyo Seimitsu Group Leader, Planning Department of the Company</p> <p>April 2002      Managing Executive Officer of the Administration Company</p> <p>June 2002      Director of the Company</p> <p>April 2003      President of the Administration Company (to present)</p> <p>June 2004      Representative Director and Executive Vice President of the Company</p> <p>October 2004    Representative Director and Executive Vice President, CFO of the Company (to present)</p> <p>(Representation of other companies) President of Accretech Create Corp. President of Accretech Finance Co., Ltd.</p>	8,910 shares

Candidate No.	Name (Date of birth)	Career summary, position, assignment and representation of other companies	Number of shares of the Company held
4	Shigeru Umenaka (March 17, 1948)	<p>February 1970    Joined Tosei Engineering Service Co., Ltd. (presently Tosei Engineering Corp.)</p> <p>June 1992        Director, General Manager of Administration Department of Tosei Engineering Corp.</p> <p>June 1996        Managing Director of Tosei Engineering Corp.</p> <p>October 1997    Representative Senior Managing Director of Tosei Engineering Corp.</p> <p>January 2003    Representative Director, General Manager of Automatic Measurement Division, and General Manager, Nagoya Office of Tosei Engineering Corp.</p> <p>April 2004       President of Tosei Engineering Corp. (to present)</p> <p>June 2004       Director and Group CIO of the Company (to present)</p>	12,430 shares
5	Wolfgang Bonatz (December 21, 1964)	<p>October 1992    Joined TOKYO SEIMITSU EUROPE GmbH (presently ACCRETECH (EUROPE) GmbH)</p> <p>April 1996       General Manager, Engineering Department of TOKYO SEIMITSU EUROPE GmbH</p> <p>November 1999   Director of ACCRETECH (EUROPE) GmbH</p> <p>October 2001    President of ACCRETECH (EUROPE) GmbH (to present)</p> <p>June 2002       Director of the Company (to present)</p>	1,700 shares
6	Hitoshi Yoshida (November 26, 1959)	<p>April 1983        Joined Tokyo Seimitsu</p> <p>April 2000        Measuring Instrument Group Leader, Tsuchiura Plant, Production Headquarters of the Company</p> <p>April 2002        Executive Officer of the Metrology Company and Measuring Instrument Group Leader</p> <p>April 2005        Managing Executive Officer of the Metrology Company, and Measuring Instrument Group Leader</p> <p>June 2005        Director of the Company (to present)</p> <p>October 2007    President of the Metrology Company (to present)</p>	1,600 shares

Candidate No.	Name (Date of birth)	Career summary, position, assignment and representation of other companies	Number of shares of the Company held
7	Ryuichi Kimura (December 30, 1962)	<p>April 1986      Joined Tokyo Seimitsu</p> <p>April 2000      Manager of Sales Section 1, Semiconductor Sales Department 1, Sales Headquarters of the Company</p> <p>April 2005      Executive Officer of the Semiconductor Company, and General Manager of Tokyo and Osaka Sales Offices</p> <p>June 2005      Director of the Company (to present)</p> <p>April 2007      Managing Executive Officer of the Semiconductor Company, and General Manager of Tokyo and Osaka Sales Offices</p> <p>August 2007    President of the Semiconductor Company (to present)</p> <p>(Representation of other companies) Chairman of ACCRETECH (EUROPR) GmbH</p>	2,112 shares

- Notes: 1. Mr. Sadakatsu Suzuki as a candidate for Director also serves as Chairman of Accretech (China) Co., Ltd., to which the Company sells its products.
2. Mr. Kunimasa Ohta as a candidate for Director also serves as President of Accretech Create Corp., to which the Company outsources janitorial and packaging services. He also serves as President of Accretech Finance Co., Ltd., by which the Company is provided with financial services.
3. Mr. Shigeru Umenaka as a candidate for Director also serves as President of Tosei Engineering Corp., to which the Company sells its products, and from which the Company buys products and goods.
4. Mr. Wolfgang Bonatz as a candidate for Director also serves as President of ACCRETECH (EUROPE) GmbH, to which the Company sells its products.
5. Mr. Ryuichi Kimura as a candidate for Director also serves as Chairman of ACCRETECH (EUROPE) GmbH, to which the Company sells its products.
6. No conflict of interest exists between the Company and the above candidates for Directors.

### Proposal No. 3: Election of One Substitute Corporate Auditor

In preparation for the case where the number of Corporate Auditors falls short of the number stipulated by laws and regulations, the Company proposes that one Substitute Corporate Auditor should be elected in advanced based on Clause 2, Article 329 of Companies Act.

The Board of Corporate Auditors has already approved this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position, assignment and representation of other companies	Number of shares of the Company held
Shu Hamba (August 21, 1965)	<p>April 1993      Registered as a lawyer with Daiichi Tokyo Bar Association (to present)</p> <p>                    Joined Iwata Godo</p> <p>February 2004    Registered as an attorney in New York State in the U.S.A.</p>	0 share

- Notes: 1. No conflict of interest exists between the Company and the above candidate for Substitute Corporate Auditor.
2. Mr. Shu Hamba as the candidate for the Substitute Outside Corporate Auditor has a broad range of knowledge and experience as a lawyer. We believe that he will make good use of his expertise with regard to corporate management to conduct audits in an objective manner. Accordingly, the election of Mr. Hamba as the Substitute Outside Corporate Auditor is proposed.

**Proposal No. 4: Delegation to the Company’s Board of Directors of the Decision on Matters of Solicitation of the Stock Acquisition Rights to be issued as Stock Options on Specially Favorable Conditions for the Directors and Employees of the Company and the Directors and Employees of Subsidiaries**

Under the provisions of Articles 236, 238 and 239 of Companies Act, the Company proposes that the decision on the matters of solicitation for the Stock Acquisition Rights to be issued as Stock Options on specially favorable conditions for the directors and employees of the Company and the directors and employees of subsidiaries should be delegated to the Company’s board of directors.

1. The reason for the necessity of soliciting those who accept the Stock Acquisition Rights on specially favorable conditions:

With an aim to further raise motivation and enthusiasm to contribute to improvement of consolidated business performance and further promote the corporate management with emphasis on shareholders, the Company shall issue the Stock Acquisition Rights, without consideration, to the directors and employees of the Company and the directors and employees of subsidiaries.

2. The description of the Stock Acquisition rights, of which the matters of solicitation can be decided based on the matters to be decided at this General Meeting of Shareholders, and the upper limit on the number thereof.

- (1) The upper limit on the number of the Stock Acquisition Rights, of which the matters of solicitation can be decided based on the delegation.

The upper limit on the number of the Stock Acquisition Rights specified in (3) below shall be 800.

The upper limit on the total number of shares that can be granted upon exercise of the Stock Acquisition Rights shall be 80,000 shares of the Company’s common stock. In the case where the number of shares issued (defined below) is adjusted in accordance with (3) 1) below, the upper limit shall be the number calculated by multiplying the number of shares issued after adjustment by the upper limit on the number of the Stock Acquisition Rights mentioned above.

- (2) The Stock Acquisition Rights, of which the matters of solicitation can be decided based on the delegation, shall not be required any payment of money.
- (3) The description of the Stock Acquisition Rights, of which the matters of solicitation can be decided by the delegation.

- 1) The class and the number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights

The class of shares to be issued or transferred upon exercise of the Stock Acquisition Rights shall be common stock, and the number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights (hereinafter referred to as the “Number of Granted Shares”) shall be 100. However, in the event of a share split (including the allocation of shares of the Company’s common stock without consideration, and the same applies hereinafter) or a share consolidation of the Company’s common stock after the date of resolution at the Ordinary General Meeting of Shareholders (hereinafter referred to as the “Date of Resolution”), the Number of Granted Shares shall be adjusted according to the following formula, with the resulting fractions of less than one share occurring upon such adjustment discarded.

$$\text{Number of granted shares after adjustment} = \text{Number of granted shares before adjustment} \times \text{Ratio of share split or share consolidation}$$

In addition, if there is a justifiable reason caused to need to adjust the Number of Granted Shares after the Date of Resolution, the Number of Granted Shares shall be adjusted within a reasonable range.

- 2) The price of assets to be invested upon exercise of the Stock Acquisition Rights

The price of assets to be invested upon exercise of each Stock Acquisition Right shall be the amount calculated by multiplying the paid-in amount (hereinafter referred to as the “Exercise Price”) per share that can be granted upon exercise of the Stock Acquisition Rights by the Number of Granted Shares.

The Exercise Prices shall be the amount calculated at 1.025 times the average closing price of the Company’s common stock on the Tokyo Stock Exchange in regular trading during the entire month prior to the month in which the date of allocation of the Stock Acquisition Rights (hereinafter referred to as the “Allocation Date”) falls (excluding days on which no trading takes place), with fractions of less than one yen being rounded up to the nearest yen, or the closing price on the day before the Allocation Date (or the closing price on the latest trading day, if there is no closing price on the day), whichever is higher.

In the event of a share split or a share consolidation of the Company’s common stock, the Exercise Price shall be adjusted according to the following formula, with any fraction of less than one yen occurring upon such adjustment rounded up to the nearest yen.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{1}{\text{Ratio of share split or share consolidation}}$$

In the event that the Company issues new shares or disposes of its treasury stock at a paid-in amount lower than the market price (except for the sale of treasury stock based on Article 194 of Companies Act (request for sale of shares less than one unit), and the exercise of the Stock Acquisition Rights (including those added to the bonds with Stock Acquisition Rights) that can request for conversion of the securities that will be converted to or can be converted to the Company's common stock or granting of shares of the Company's common stock), the Exercise Price shall be adjusted according to the following formula, with any fraction of less than one yen occurring upon such adjustment rounded up to the nearest yen.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\frac{\text{Number of outstanding shares} + \frac{\text{Number of newly issued shares} \times \text{Paid-in amount per share}}{\text{Market price}}}{\text{Number of outstanding shares} + \text{Number of newly issued shares}}}$$

In the above formula, "Number of outstanding shares" shall mean the number calculated by deducting the number of shares of treasury stock from the total number of shares issued by the Company. In the event of disposition of treasury stock, "Number of newly issued shares" shall read as "Number of shares of treasury stock disposed of."

In addition, if there are unavoidable reasons caused to make it necessary to adjust the Exercise Price such as allocation of other types of shares to ordinary shareholders without consideration, payment of dividends to shares of other companies' common stock and others after the Allocation Date, the Exercise Price shall be adjusted within a reasonable range, taking into account the conditions and others of such allocation and dividends.

- 3) The exercisable period of the Stock Acquisition Rights  
From the day two years after the day following the Allocation Date to June 30, 2015
- 4) The matters concerning the capital stock and capital reserve to be increased when shares are issued upon exercise of the Stock Acquisition Rights
  - (i) The amount of capital stock to be increased when shares are issued upon exercise of the Stock Acquisition Rights shall be a half of the maximum amount of increase in capital stock and others, which is calculated according to Article 40.1 of Ordinance for Corporate Accounting, with the resulting fractions of less than one yen occurring upon such calculation being rounded up to the nearest yen.
  - (ii) The amount of capital reserve to be increased when shares are issued upon exercise of the Stock Acquisition Rights shall be the amount calculated by deducting the amount of capital stock to be increase as prescribed in (i) above from the maximum amount of increase in capital stock and others as mentioned in (i) above.
- 5) The restrictions on acquisition of the Stock Acquisition Rights by means of transfer  
The acquisition of the Stock Acquisition Rights by means of transfer must be approved by a resolution of the Board of Directors of the Company.
- 6) The terms on acquisition of the Stock Acquisition Rights  
In the case where the following proposals (i), (ii), (iii), (iv) and (v) are approved at the Company's General Meeting of Shareholders (or in the case where the proposal are decided by the Board of Directors or Representative Directors of the Company, if any resolution of the General Meeting of Shareholders is not necessary), the Company can acquire the Stock Acquisition Rights, without consideration, on the day separately decided by the Board of Directors.
  - (i) Proposal for approval of a merger agreement under which the Company shall be merged
  - (ii) Proposal for approval of a company split agreement or a company split plan under which the Company shall be demerged
  - (iii) Proposal for approval of a share for share exchange agreement or a share transfer plan under which the Company shall become a wholly-owned subsidiary
  - (iv) Proposal for approval of an amendment to the Articles of Incorporation to stipulate that the acquisition of any share issued by the Company by means of transfer must be approved by the Company
  - (v) Proposal for approval of an amendment to the Articles of Incorporation to stipulate that the acquisition of any share to be issued or transferred upon exercise of the Stock Acquisition Rights by means of transfer must be approved by the Company or that all of the shares of such kind shall be acquired by the Company by means of resolution by the General Meeting of Shareholders

- 7) The policy regarding decision on granting of the Stock Acquisition Rights of the companies to be restructured under organizational restructuring
- In the case where the Company carries out a merger (limited to the case where the Company shall cease to exist as a result of a merger), an absorption-type company split or an incorporation-type company split (limited to the case where the Company shall be demerged), or a share for share exchange or a share transfer (limited to the case where the Company becomes a wholly-owned subsidiary) (hereinafter collectively referred to as the “Organizational Restructuring Act”), the Company shall grant the Stock Acquisition Rights of the stock companies mentioned in Items 8a-8e, Clause 1, Article 236 of Companies Act (hereinafter referred to as the “Companies to be Restructured”) to those who hold the Stock Acquisition Rights immediately before the effective date of the Organizational Restructuring Act (the effective date of absorption-type merger, the effective date of absorption-type company split, the date of establishment of a stock company under incorporation-type company split, the effective date of share for share exchange, and the date of establishment of a wholly-owning parent company under share transfer) in respective cases, provided that the Company shall stipulate in the absorption-type merger contract, incorporation-type merger contract, absorption-type company split contract, incorporation-type company split plan, share for share exchange contract or share transfer plan that the Stock Acquisition Rights of the Companies to be Restructured are granted in compliance with the following conditions:
- (i) The number of Stock Acquisition Rights to be granted for the Companies to be Restructured  
The same number of Stock Acquisition Rights as the number of Stock Acquisition Rights held by the holders of Stock Acquisition Rights shall be granted.
  - (ii) Class of shares to be issued or transferred upon exercise of the Stock Acquisition Rights for the Companies to be Restructured  
The common stock of the Companies to be Restructured.
  - (iii) The number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights for the Companies to be Restructured  
The number shall be decided according to 1) above in consideration of the conditions and others of the Organizational Restructuring Act.
  - (iv) The price of assets to be invested upon exercise of the Stock Acquisition Rights  
The price of assets to be invested upon exercise of each of the Stock Acquisition Rights to be granted shall be the price calculated by multiplying the amount to be paid in after restructuring, which is calculated by adjusting the Exercise Price stipulated in 2) above in consideration of the conditions of the Organizational Restructuring Act and others, by the number of shares to be issued or transferred upon exercise of the Stock Acquisition Rights for the Companies to be Restructured, which is decided according to (iii) above.
  - (v) The exercisable period of the Stock Acquisition Rights  
From the start date of the period during which the Stock Acquisition Rights stipulated in 3) above can be exercised or the effective date of the Organizational Restructuring Act, whichever is later, to the expiration date of the period during which the Stock Acquisition Rights stipulated in 3) above can be exercised.
  - (vi) The matters concerning the capital stock and capital reserve to be increased when shares are issued upon exercise of the Stock Acquisition Rights  
The matters shall be decided according to 4) above.
  - (vii) The restrictions on acquisition of the Stock Acquisition Rights by means of transfer  
The acquisition of the Stock Acquisition Rights by means of transfer must be approved by a resolution of the Board of Directors of the Companies to be Restructured.
  - (viii) The terms on acquisition of the Stock Acquisition Rights  
The terms shall be decided according to 6) above.
- 8) Any fraction of less than one share in the shares to be granted to the holders of the Stock Acquisition Rights, who have exercised their Stock Acquisition Rights, shall be discarded