

To Shareholders:

Tadasu Tsutsumi
Representative Director and President
Toyo Suisan Kaisha, Ltd.
13-40, Konan 2-chome, Minato-ku, Tokyo

Convocation Notice of the 63rd Ordinary General Meeting of Shareholders

The management and employees of Toyo Suisan Kaisha, Ltd., upon notice of the 63rd ordinary general meeting of shareholders, express our most sincere condolences to people who passed away and extend our heartfelt sympathy to those affected by the Great East Japan Earthquake in March, 2011. We also offer our prayers for the affected area's rapid recovery and restoration.

You are cordially invited to attend the 63rd ordinary general meeting of shareholders of Toyo Suisan Kaisha, Ltd. ("the Company"). The meeting will be held as described below.

If you are unable to attend on the day of the meeting, you may exercise your voting rights in writing. In order to do so, please refer to the following reference documents for the meeting and indicate your approval or disapproval for the items on the agendas using the enclosed Voting Rights Exercise Form, and return it to the Company by 5:30 p.m. on Monday, June 27, 2011.

1. **Date and Time** 10:00 a.m., Tuesday, June 28, 2011
2. **Venue** Head Office of Toyo Suisan Kaisha, Ltd.
8th floor, Conference room
13-40, Konan 2-chome, Minato-ku, Tokyo
(Please refer to the map at the end of this notice.)
3. **Meeting Agenda**
Report:
 1. Business Report, Consolidated Financial Statements and Audit Report on Consolidated Financial Statements for the 63rd Fiscal Term (from April 1, 2010 to March 31, 2011) by the Accounting Auditors and the Board of Corporate Auditors
 2. Consolidated Financial Statements and Non-Consolidated Financial Statements for the 63rd Fiscal Term (from April 1, 2010 to March 31, 2011)

Agenda and reference materials

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| Agenda item 1 | Appropriation of Retained Earnings |
| Agenda item 2 | Election of Eighteen (18) Directors |
| Agenda item 3 | Election of Two (2) Corporate Auditors |
| Agenda item 4 | Election of One (1) Substitute Corporate Auditor |
| Agenda item 5 | Provision of compensation to Directors and Corporate Auditors |

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

Whenever amendments occur to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, they will be published on the Company's Web site (<http://www.maruchan.co.jp>).

## **Reference materials for General Meeting of Shareholders**

### **Agenda and reference materials**

#### **Agenda item 1** Appropriation of Retained Earnings

The Company proposes to appropriate retained earnings as follows.

##### Matters related to year-end dividend

The Company proposes to make provisions aimed at enhancing its corporate structure and for its future business development, while maintaining its basic policy of providing stable dividends. Accordingly, the Company proposes to set the year-end dividend for the 63rd business period as follows.

##### (1) Form dividends paid

Cash payment

##### (2) Matters related to the allocation of dividends to shareholders and total dividend

The Company proposes to disburse 20 yen per common share of the Company. In this case, the total dividend shall be 2,044,374,940 yen. Upon approval of this proposal, dividends for the fiscal year under review including the interim dividend (20 yen per share) would be 40 yen per share.

##### (3) Effective date on which dividends are disbursed from retained earnings

The Company proposes to disburse the dividend on June 29, 2011.

**Agenda item 2 Election of Eighteen (18) Directors**

The terms of office of all sixteen (16) Directors expire at the conclusion of this General Meeting of Shareholders, and the Company proposes to increase the number of Directors by two (2) to enhance the management structure, therefore, it requests the election of eighteen (18) Directors.

The Candidates for Directors are as follows:

| Candidate No. | Name<br>(Date of birth)               | Brief profile, position, and responsibility at the Company<br>(Status of representation at other companies and entities)                                                                                                        |                                                                                                                                                                                                                                           | Number of the Company's shares owned |
|---------------|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1             | Tadasu Tsutsumi<br>(January 25, 1945) | April 1968<br>June 1989<br>June 1993<br>April 1999<br>June 2003                                                                                                                                                                 | Joined the Company<br>Director<br>Managing Director<br>Representative Senior Managing Director<br>Representative Director and President (incumbent)                                                                                       | 34,015 shares                        |
| 2             | Mutsuhiko Oda<br>(June 6, 1946)       | April 1969<br>June 1997<br>June 2003<br>June 2005<br>June 2010<br><br>(Status of representation at other companies and entities)<br>Representative Director, Maruchan, Inc.<br>Representative Director, Maruchan Virginia, Inc. | Joined the Company<br>Director<br>Managing Director<br>Senior Managing Director<br>Representative Senior Managing Director (incumbent)                                                                                                    | 23,267 shares                        |
| 3             | Kazuo Obata<br>(October 6, 1948)      | April 1972<br>April 2007<br><br>June 2007<br>June 2009<br>June 2010                                                                                                                                                             | Joined the Company<br>Executive Manager of Instant Noodles Division (incumbent)<br>Director<br>Managing Director<br>Senior Managing Director (incumbent)                                                                                  | 11,021 shares                        |
| 4             | Senichi Teshima<br>(March 17, 1950)   | April 1972<br>April 2007<br><br>June 2007                                                                                                                                                                                       | Joined the Company<br>Executive Manager of Processed Foods Division (incumbent)<br>Director (incumbent)                                                                                                                                   | 7,700 shares                         |
| 5             | Hiroji Yoshino<br>(May 27, 1949)      | April 1972<br>February 2002<br><br>November 2007<br>June 2010<br>July 2010                                                                                                                                                      | Joined the Company<br>General Manager of Sales Department of Kansai Business Department<br>General Manager of Kansai Business Department (incumbent)<br>Director (incumbent)<br>General Manager of Kyushu Business Department (incumbent) | 7,474 shares                         |
| 6             | Eiji Kondo<br>(January 23, 1952)      | April 1973<br>March 2007<br><br>July 2009<br>June 2010<br>July 2010                                                                                                                                                             | Joined the Company<br>Manager of Nagoya Office of Chukyo Business Department<br>General Manager of Chukyo Business Department<br>Director (incumbent)<br>Executive Manager of Frozen and Refrigerated Foods Division (incumbent)          | 5,000 shares                         |

| Candidate No. | Name<br>(Date of birth)                 | Brief profile, position, and responsibility at the Company<br>(Status of representation at other companies and entities) |                                                                                                                                                                                                              | Number of the Company's shares owned |
|---------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 7             | Hiroshi Yamauchi<br>(June 14, 1947)     | April 1972<br>June 2003<br>March 2005<br>April 2007                                                                      | Joined the Company<br>General Manager of Research and Development Department No. 3<br>Director (Incumbent)<br>Executive Manager of Processed Foods Division<br>General Manager of Kyushu Business Department | 16,100 shares                        |
| 8             | Hiroyuki Minami<br>(July 17, 1950)      | April 1975<br>April 2002<br>June 2003<br>April 2006<br>July 2010                                                         | Joined the Company<br>General Manager of Research and Development Department No. 2<br>Director (incumbent)<br>Deputy Head of General Research Institute<br>Head of General Research Institute (incumbent)    | 11,000 shares                        |
| 9             | Kenji Sugawara<br>(December 1, 1952)    | April 1976<br>April 2001<br>February 2004<br>June 2005                                                                   | Joined the Company<br>General Manager of Seafood Division<br>Executive Manager of Seafood Division (incumbent)<br>Director (incumbent)                                                                       | 5,000 shares                         |
| 10            | Atsumi Shimoi<br>(August 20, 1947)      | April 1971<br>April 2005<br>June 2010                                                                                    | Joined the Company<br>General Manager of Quality Assurance Department<br>Director (incumbent)                                                                                                                | 7,400 shares                         |
| 11            | Masaharu Oikawa<br>(November 30, 1954)  | April 1977<br>February 2001<br>October 2009<br>June 2010                                                                 | Joined the Company<br>General Manager of Accounting Department (incumbent)<br>General Manager of Internal Control Department (incumbent)<br>Director (incumbent)                                             | 11,700 shares                        |
| 12            | Tadashi Fujiya<br>(September 21, 1953)  | April 1976<br>June 2010                                                                                                  | Joined the Company<br>General Manager of Production Department (incumbent)                                                                                                                                   | 6,000 shares                         |
| 13            | Tsutomu Yoshimura<br>(January 6, 1955)  | April 1979<br>June 2009                                                                                                  | Joined the Company<br>General Manager of General Affairs Department (incumbent)                                                                                                                              | 14,000 shares                        |
| 14            | Masanari Imamura<br>(July 19, 1957)     | April 1981<br>April 2006<br>July 2010                                                                                    | Joined the Company<br>General Manager of Kobe Plant of Kansai Business Department (incumbent)<br>Deputy General Manager of Kansai Business Department (incumbent)                                            | 1,304 shares                         |
| 15            | Kazuo Yamamoto<br>(February 28, 1950)   | April 1968<br>April 2004                                                                                                 | Joined the Company<br>General Manager of Materials Department (incumbent)                                                                                                                                    | 3,000 shares                         |
| 16            | Hisao Ichishima<br>(June 19, 1951)      | April 1970<br>April 2010                                                                                                 | Joined the Company<br>Executive Manager of Cold-Storage Division (incumbent)                                                                                                                                 | 2,000 shares                         |
| 17            | Osamu Iizuka<br>(October 9, 1951)       | April 1974<br>April 2007<br>April 2011                                                                                   | Joined the Company<br>Manager of Tokyo Office<br>General Manager of Hokkaido Business Department (incumbent)                                                                                                 | 2,000 shares                         |
| 18            | Noritaka Sumimoto<br>(February 7, 1966) | April 1988<br>July 2010                                                                                                  | Joined the Company<br>Director, Maruchan, Inc. (incumbent)                                                                                                                                                   | 9,100 shares                         |

Notes: There are no special conflicts of interests between any of the candidates and the Company.

### Agenda item 3 Election of Two (2) Corporate Auditors

The terms of office of Corporate Auditors Katsuhisa Kitamura and Akira Takara expire at the conclusion of this General Meeting of Shareholders, and the Company requests approval to elect two (2) Corporate Auditors.

This proposal has already been approved by the Board of Corporate Auditors.

The candidates for Corporate Auditors are as follows.

| Candidate No. | Name<br>(Date of birth)             | Brief profile, position, and responsibility at the Company<br>(Status of representation at other companies and entities) |                                                                                                                                                                                                                     | Number of the Company's shares owned |
|---------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1             | Toru Yamashita<br>(June 26, 1949)   | April 1973<br>March 1995<br>June 2003<br>June 2006<br>April 2007                                                         | Joined the Company<br>General Manager of Accounting Department<br>Director (incumbent)<br>General Manager of Kyushu Business Department<br>General Manager of General Affairs Department                            | 16,815 shares                        |
| 2             | Akira Takara<br>(February 16, 1948) | March 1975<br>January 1976<br>June 1994<br>July 2009                                                                     | Registered as Certified Public Accountant<br>Representative of Takara CPA Office (incumbent)<br>Corporate Auditor of the Company (incumbent)<br>Partner of Soushin Certified Tax Accountant Corporation (incumbent) | — shares                             |

Notes:

1. There are no special conflicts of interests between any of the candidates for Corporate Auditors and the Company.
2. Akira Takara is a candidate for Outside Corporate Auditor.  
The Company has registered Akira Takara as an Independent Auditor who is not likely to have a conflict of interest with general shareholders, which the Tokyo Stock Exchange obliges each listed company to designate.
3. The Company proposes Akira Takara as a candidate for Outside Corporate Auditor for the following reasons.
  - (1) Reasons for appointing Akira Takara as a candidate for Outside Corporate Auditor  
Akira Takara has served as Outside Corporate Auditor of the Company for 17 years and is conversant with the business activities of the Company. The Company requests the election of Akira Takara as Outside Corporate Auditor in the expectation that he will be able to apply the professional expertise he has accumulated over the years as a certified public accountant and tax accountant to the auditing system of the Company.
  - (2) Reasons for judging that the candidate is capable of executing his duties as Outside Corporate Auditor  
Akira Takara is conversant with corporate finance and legal affairs as a certified public accountant and tax accountant and has adequate insights for controlling corporate management; hence, the Company considers he is capable of executing his duties appropriately as Outside Corporate Auditor.
  - (3) The term of office of Akira Takara as Outside Corporate Auditor will be 17 years at the conclusion of this General Meeting of Shareholders.

**Agenda item 4 Election of One (1) Substitute Corporate Auditor**

To prepare for the event in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company requests the election of one (1) Substitute Corporate Auditor pursuant to the stipulation in Article 329, Paragraph 2 of the Companies Act.

This proposal has already been approved by the Board of Corporate Auditors.

The candidate for Substitute Corporate Auditor is as follows.

| Name<br>(Date of birth)             | Brief profile, position, and responsibility at the Company<br>(Status of representation at other companies and entities)          | Number of the<br>Company's<br>shares owned |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| Tsutomu Ushijima<br>(July 16, 1950) | April 1976 Registered as lawyer<br>(Daiichi Tokyo Bar Association)<br>May 2005 Ushijima, Teramae and Wada Law Firm<br>(incumbent) | — shares                                   |

Notes:

1. There are no special conflicts of interests between the candidate for Substitute Corporate Auditor and the Company.
2. Tsutomu Ushijima is proposed for election as Substitute Outside Corporate Auditor.
3. Tsutomu Ushijima is a candidate for Substitute Outside Corporate Auditor.
4. The Company proposes Tsutomu Ushijima as a candidate for Substitute Outside Corporate Auditor for the following reasons.
  - (1) Reasons for appointing Tsutomu Ushijima as a candidate for Substitute Outside Corporate Auditor  
Tsutomu Ushijima has accumulated legal expertise over many years as a lawyer. The Company requests election of Tsutomu Ushijima as Substitute Outside Corporate Auditor in the expectation that he will be able to apply his professional knowledge to the auditing system of the Company in the event he assumes the position of Corporate Auditor.
  - (2) Reasons for judging the candidate to be capable of executing his duties as Outside Corporate Auditor  
Tsutomu Ushijima is conversant with corporate legal affairs as lawyer and has adequate insights for controlling corporate management; hence, the Company judges he is capable of executing his duties as Outside Corporate Auditor.

**Agenda item 5 Provision of compensation to Directors and Corporate Auditors**

To reward the services rendered by Directors and Corporate Auditors during the current consolidated fiscal year, the Company proposes a bonus to officers totaling 53,890,000 yen to sixteen (16) Directors as of the end of the current consolidated fiscal year in consideration of the Company's profit for the current period, the amount of bonus paid to Directors and Corporate Auditors previously and various other factors.

The amount of compensation payable to each Director shall be left to the discretion of the Board of Directors.