

To Shareholders:

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

Convocation Notice of the 64th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 64th 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 scheduled day, 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 Wednesday, June 27, 2012.

1. **Date and Time** 10:00 a.m., Thursday, June 28, 2012
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 64th Fiscal Term (from April 1, 2011 to March 31, 2012) by the Accounting Auditors and the Board of Corporate Auditors
 2. Non-Consolidated Financial Statements for the 64th Fiscal Term (from April 1, 2011 to March 31, 2012)

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 One (1) Corporate Auditor |
| 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 on 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 64th 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 2,044,200,080 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, 2012.

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

The terms of office of all eighteen (18) Directors expire at the conclusion of this General Meeting of Shareholders. 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      Joined the Company<br>June 1989      Director<br>June 1993      Managing Director<br>April 1999      Representative Senior Managing Director<br>June 2003      Representative Director and President<br>(incumbent)                                                                                                                        | 37,711 shares                        |
| 2             | Kazuo Obata<br>(October 6, 1948)      | April 1972      Joined the Company<br>April 2007      Executive Manager of Instant Noodles<br>Division (incumbent)<br>June 2007      Director<br>June 2009      Managing Director<br>June 2010      Senior Managing Director (incumbent)                                                                                                                   | 11,021 shares                        |
| 3             | Hiroji Yoshino<br>( May 27, 1949 )    | April 1972      Joined the Company<br>February 2002    General Manager of Sales Department of<br>Kansai Business Department<br>November 2007    General Manager of Kansai Business<br>Department<br>June 2010      Director<br>July 2010      General Manager of Kyushu Business<br>Department (incumbent)<br>June 2011      Managing Director (incumbent) | 8,567 shares                         |
| 4             | Senichi Teshima<br>(March 17, 1950)   | April 1972      Joined the Company<br>April 2007      Executive Manager of Processed Foods<br>Division (incumbent)<br>June 2007      Director<br>June 2011      Managing Director (incumbent)                                                                                                                                                              | 9,374 shares                         |
| 5             | Eiji Kondo<br>( January 23, 1952 )    | April 1973      Joined the Company<br>March 2007      Manager of Nagoya Office of Chukyo<br>Business Department<br>July 2009      General Manager of Chukyo Business<br>Department<br>June 2010      Director<br>July 2010      Executive Manager of Frozen and<br>Refrigerated Foods Division (incumbent)<br>June 2011      Managing Director (incumbent) | 9,195 shares                         |
| 6             | Masanari Imamura<br>( July 19, 1957 ) | April 1981      Joined the Company<br>April 2006      General Manager of Kobe Plant of Kansai<br>Business Department<br>June 2011      General Manager of Kansai Business<br>Department (incumbent)<br>June 2011      Director (incumbent)                                                                                                                 | 3,547 shares                         |
| 7             | Hiroyuki Minami<br>(July 17, 1950)    | April 1975      Joined the Company<br>April 2002      General Manager of Research and<br>Development Department No. 2<br>June 2003      Director (incumbent)<br>April 2006      Deputy Head of General Research Institute<br>July 2010      Head of General Research Institute<br>(incumbent)                                                              | 13,912 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 |
|---------------|-------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 8             | Kenji Sugawara<br>(December 1, 1952)      | April 1976 Joined the Company<br>April 2001 General Manager of Seafood Division<br>February 2004 Executive Manager of Seafood Division (incumbent)<br>June 2005 Director (incumbent)                             | 6,013 shares                         |
| 9             | Atsumi Shimoi<br>( August 20, 1947 )      | April 1971 Joined the Company<br>April 2005 General Manager of Quality Assurance Department<br>June 2010 Director (incumbent)                                                                                    | 9,890 shares                         |
| 10            | Masaharu Oikawa<br>( November 30, 1954 )  | April 1977 Joined the Company<br>February 2001 General Manager of Accounting Department<br>October 2009 General Manager of Internal Control Department (incumbent)<br>June 2010 Director (incumbent)             | 11,700 shares                        |
| 11            | Tadashi Fujiya<br>( September 21, 1953 )  | April 1976 Joined the Company<br>June 2010 General Manager of Production Department<br>June 2011 Director (incumbent)                                                                                            | 6,292 shares                         |
| 12            | Tsutomu Yoshimura<br>( January 6, 1955 )  | April 1979 Joined the Company<br>June 2009 General Manager of General Affairs Department (incumbent)<br>June 2011 Director (incumbent)                                                                           | 14,390 shares                        |
| 13            | Kazuo Yamamoto<br>( February 28, 1950 )   | April 1968 Joined the Company<br>April 2004 General Manager of Materials Department (incumbent)<br>June 2011 Director (incumbent)                                                                                | 3,487 shares                         |
| 14            | Hisao Ichishima<br>( June 19, 1951 )      | April 1970 Joined the Company<br>April 2010 Executive Manager of Cold-Storage Division<br>June 2011 Director (incumbent)                                                                                         | 4,341 shares                         |
| 15            | Osamu Iizuka<br>( October 9, 1951 )       | April 1974 Joined the Company<br>April 2007 Manager of Tokyo Office<br>April 2011 General Manager of Hokkaido Business Department (incumbent)<br>June 2011 Director (incumbent)                                  | 3,146 shares                         |
| 16            | Noritaka Sumimoto<br>( February 7, 1966 ) | April 1988 Joined the Company<br>July 2010 Director, Maruchan, Inc. (incumbent)<br>June 2011 Director, Maruchan Virginia, Inc. (incumbent)<br>June 2011 Director (incumbent)                                     | 9,441 shares                         |
| 17*           | Hitoshi Oki<br>(September 3, 1959)        | April 1983 Joined the Company<br>March 2009 Manager of Osaka Office of Kansai Business Department<br>February 2011 Manager of Tokyo Office (incumbent)                                                           | 2,000 shares                         |
| 18*           | Tsutomu Toyoda<br>(January 11, 1957)      | April 1979 Joined the Company<br>June 2007 Director, Kofu Toyo Co., Ltd.<br>June 2008 Managing Director, Kofu Toyo Co., Ltd.<br>June 2009 Representative Director and President, Kofu Toyo Co., Ltd. (incumbent) | 11,974 shares                        |

Notes:

1. There are no special conflicts of interests between any of the candidates and the Company.
2. The number of shares of the Company each candidate holds includes the shares held under the name of officer stock ownership.
3. The candidates marked with asterisk are new candidates.

**Agenda item 3 Election of One (1) Corporate Auditor**

The term of office of Corporate Auditor Moriyuki Minami expires at the conclusion of this General Meeting of Shareholders, and the Company requests approval to elect one (1) Corporate Auditor.

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

The candidate for Corporate Auditor is 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             | Moriyuki Minami<br>(December 25, 1948) | April 1972      Joined the Company<br>July 1997      A Deputy Manager, Internal Audit Department<br>June 2004      Statutory Auditor (incumbent) | 3,385 shares                         |

Notes:

1. There is no special conflict of interest between any of the candidates for Corporate Auditor and the Company.
2. The number of shares of the Company each candidate for Corporate Auditor holds includes the shares held under the name of officer stock ownership.

#### **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>(Daichi Tokyo Bar Association )<br>May 2005 Ushijima, Teramae and Wada Law Firm<br>(incumbent)<br>June 2011 Outside Director, Sumitomo Metal Mining Co.,<br>Ltd. (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 a candidate for Substitute Outside Corporate Auditor.
3. There is no conflict of interest between Sumitomo Metal Mining Co., Ltd. where Mr. Tsutomu Ushijima serves as Outside Director and the Company.
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 85,770,000 yen to twenty-one (21) Directors who are at the office of Directors during 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.