

THE FOLLOWING IS AN ENGLISH TRANSLATION PREPARED FOR THE CONVENIENCE OF THE SHAREHOLDERS AND INVESTORS. THE OFFICIAL TEXT IN JAPANESE OF THE NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS HAS BEEN PREPARED IN ACCORDANCE WITH STATUTORY PROVISIONS AND MAILED TO THE RESPECTIVE SHAREHOLDERS SEPARATELY. SHOULD THERE BE ANY INCONSISTENCY BETWEEN THE TRANSLATION AND THE OFFICIAL TEXT IN TERMS OF THE CONTENTS OF THE NOTICE, THE LATTER SHALL PREVAIL. THE COMPANY ACCEPTS NO LIABILITY FOR ANY MISUNDERSTANDING CAUSED BY THE TRANSLATION FOR ANY REASON WHATSOEVER.

Securities Code: 6869

June 3, 2010

Notice of the 43rd Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 43rd Ordinary General Meeting of Shareholders (the "Meeting") will be held as follows, and we would be grateful if you could attend the Meeting.

If you are unable to attend the Meeting, you are entitled to vote in writing, or via our online voting website. Please refer to the reference materials contained herein, indicate your approval or disapproval of the items to be resolved in this Meeting on the enclosed ballot form, sign or put your personal seal on the form, and return it to us by 5:35 p.m. on Thursday, June 24, 2010. As an alternative, you may exercise your voting rights on our designated voting website (<http://www.evotep.jp/>).

Yours faithfully,

Hisashi Ietsugu, President & CEO
SYSMEX CORPORATION
1-5-1, Wakinohama-Kaigandori,
Chuo-ku, Kobe, Hyogo Prefecture
651-0073, Japan

- 1. Date and Time:** Friday, June 25, 2010, at 10 a.m.
- 2. Venue:** "SHOUN" Room, 4th Floor, Kobe Seishin Oriental Hotel,
5-6-3, Kojidai, Nishi-ku, Kobe, Hyogo Prefecture, Japan
- 3. Agenda:**
- Items to be reported:**
1. Business Report, Consolidated Financial Statements for the 43rd fiscal year (from April 1, 2009 to March 31, 2010), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditors and by the Board of Corporate Auditors.
 2. Non-consolidated Financial Statements for the 43rd fiscal year (from April 1, 2009 to March 31, 2010)
- Items to be resolved:**
- Bill No. 1:** Appropriation of Surplus
- Bill No. 2:** Partial Amendment to the Articles of Incorporation
- Bill No. 3:** Election of One (1) Corporate Auditor

*** Note: If you are attending the meeting, please submit the enclosed ballot form to the reception desk at the meeting venue.**

Reference Materials for the Shareholders' Meeting

Bill No. 1 Appropriation of Surplus

Issues related to the year-end dividend:

The Company's basic policy when determining dividends is to pay continuous and stable dividends to our shareholders in consideration of our consolidated performance and dividend payout ratio. Based on this policy, the Company would like to pay a year-end dividend as follows.

(1) Type of dividend
Cash

(2) The appropriation of dividends and its total amount
We propose a year-end dividend of 31 yen per share (total dividend amount 1,588,873,442 yen). Together with the interim dividend (25 yen per share), the annual dividend would be 56 yen per share, an increase of 6 yen per share from the previous fiscal year.

(3) Effective date for dividend
June 28, 2010

Bill No. 2 Partial Amendment to the Articles of Incorporation

1. Reasons for the Amendment

The Company is to amend its Articles of Incorporation by adding new businesses, including customer service relating to communication network and medical-related information service, to the current Article 2 (Purpose) with purposes of adjusting to its diversified business operations as well as future business deployment.

2. Details of Amendment

The details of amendment are as follows:

(Underlined text represents changes)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1. (Omitted)</p> <p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Research, manufacture and sale of medical equipment; 2. Research, manufacture and sale of measuring instruments and physical and chemical appliances; 3. Research, manufacture and sale of communications/information processing equipment; 4. Research, manufacture and sale of medicines, quasi-medicines, reagents, chemicals, industrial chemicals, poisonous substances, hazardous substances and agricultural chemicals; 5. Research, manufacture and sale of nursing care instrument and appliances and nursing care goods; 6. Scientific testing relating to medical care; 7. Publication and sale of medical -related books; 8. Research, guidance and management of health care exercising facility and its utilization; <p style="text-align: center;">(Newly established)</p> <p><u>9.</u> Sale of software, technology and information related to the preceding items;</p> <p style="text-align: center;">(Newly established)</p> <p><u>10.</u> Exports and imports of products described in items 1, 2, 3, 4, 5, 7 and <u>9</u> above;</p> <p><u>11.</u> Lease of products described in items 1, 2, 3, 5 and <u>9</u> above;</p> <p><u>12.</u> Contract for inspection and maintenance of products described in items 1, 2, 3, 5 and <u>9</u> above;</p>	<p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 1. (Same as the current provision)</p> <p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Research, manufacture and sale of medical equipment; 2. Research, manufacture and sale of measuring instruments and physical and chemical appliances; 3. Research, manufacture and sale of communications/information processing equipment; 4. Research, manufacture and sale of medicines, quasi-medicines, reagents, chemicals, industrial chemicals, poisonous substances, hazardous substances and agricultural chemicals; 5. Research, manufacture and sale of nursing care instrument and appliances and nursing care goods; 6. Scientific testing relating to medical care; 7. Publication and sale of medical -related books; 8. Research, guidance and management of health care exercising facility and its utilization; <u>9. Telecommunications business, information service, advertising and system operation service based on communication network;</u> <u>10.</u> Sale of software, technology and information related to the preceding items; <u>11. Medical-related information and consulting services;</u> <u>12.</u> Exports and imports of products described in items 1, 2, 3, 4, 5, 7 and <u>10</u> above; <u>13.</u> Lease of products described in items 1, 2, 3, 5 and <u>10</u> above; <u>14.</u> Contract for inspection and maintenance of products described in items 1, 2, 3, 5 and <u>10</u> above;

Current Articles of Incorporation	Proposed Amendments
<p><u>13.</u> Planning, supervision and contract for installation work related to items 1, 2, 3 and 5 above;</p> <p><u>14.</u> General leasing;</p> <p><u>15.</u> Sale, purchase, lease and management of real estate;</p> <p><u>16.</u> Investment in the businesses related to each of the preceding items; and</p> <p><u>17.</u> Any business incidental to each of the preceding items</p> <p>Article 3. ~ Article 44. (Omitted)</p>	<p><u>15.</u> Planning, supervision and contract for installation work related to items 1, 2, 3 and 5 above;</p> <p><u>16.</u> General leasing;</p> <p><u>17.</u> Sale, purchase, lease and management of real estate;</p> <p><u>18.</u> Investment in the businesses related to each of the preceding items; and</p> <p><u>19.</u> Any business incidental to each of the preceding items</p> <p>Article 3. ~ Article 44. (Same as the current provision)</p>

Bill No. 3 Election of One (1) Corporate Auditor

Since the term of Hiromu Fujioka, a Corporate Auditor, will expire at the conclusion of the Meeting, we would like to ask you to elect one (1) Corporate Auditor.

In addition, the approval of the Board of Corporate Auditors has already been obtained for this bill.

The candidate for a Corporate Auditor is as follows.

Name (date of birth)	Brief personal history, positions and important concurrent positions	Number of Company shares held
Hiromu Fujioka (March 8, 1942)	July 1968 Joined TOA Electric Co., Ltd. ("TOA"; present TOA Corporation) June 1990 Director of TOA October 2000 Managing Director of TOA June 2004 Retired from TOA June 2006 Corporate Auditor of the Company (current)	N/A

- Notes: 1. There is no special interest between the candidate and the Company.
2. Hiromu Fujioka is a candidate for Outside Corporate Auditor. The Company has submitted a report on independent directors/auditors to Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd, notifying that Hiromu Fujioka is designated as the independent director/auditor, based on the regulations of the both Exchanges.
3. Hiromu Fujioka is appointed as a candidate for Outside Corporate Auditor in the hope that he would execute his duties as a corporate auditor adequately utilizing his abundant experiences and deep insight in corporate management. At the end of the 43rd Ordinary General Meeting of Shareholders, Hiromu Fujioka will have served the position for four (4) years.