

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, 2011

Notice of the 44th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 44th 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 23, 2011. 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 24, 2011, 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 44th fiscal year (from April 1, 2010 to March 31, 2011), 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 44th fiscal year (from April 1, 2010 to March 31, 2011)
- Items to be resolved:**
- Bill No. 1:** Appropriation of Surplus
Bill No. 2: Election of Eight (8) Directors
Bill No. 3: Revision to the Amount of Directors' Remuneration, etc.

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- * **Note: If you are attending the meeting, please submit the enclosed ballot form to the reception desk at the meeting venue.**
- * **The following matters, however, are posted on our website (<http://www.sysmex.co.jp>) in accordance with applicable laws and regulations and the provision of Article 15 of the articles of corporation, and are not included in this Notice of Convocation:**
- 1) **Notes to the Consolidated Financial Statements**
 - 2) **Notes to the Non-Consolidated Financial Statements**
- * **Amendments to the Reference Materials, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, if any, will be posted on our website (<http://www.sysmex.co.jp>).**

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 32 yen per share (total dividend amount 1,643,312,000 yen). Together with the interim dividend (28 yen per share), the annual dividend would be 60 yen per share, an increase of 4 yen per share from the previous fiscal year.

(3) Effective date for dividend
June 27, 2011

Bill No. 2 Election of Eight (8) Directors

Since the terms of all Directors (8) will expire at the conclusion of the Meeting, we would like to ask you to elect eight (8) Directors.

The candidates for Directors are as follows:

Candidate number	Name (date of birth)	Brief personal history, position at the Company, duties (important concurrent positions)	Number of Company shares held
1	Hisashi Ietsugu (September 17, 1949)	September 1986 Director of the Company March 1990 Managing Director of the Company February 1996 Representative Managing Director of the Company April 1996 Representative Senior Managing Director of the Company June 1996 Representative Director, President and CEO of the Company (current) (Important Concurrent Positions) Chairman of the Japan Association of Clinical Reagents Industries	108,800

Candidate number	Name (date of birth)	Brief personal history, position at the Company, duties (important concurrent positions)	Number of Company shares held
2	Kenichi Yukimoto (November 16, 1947)	<p>February 1972 Joined the Company</p> <p>May 1988 Manager of Business Planning Division of the Company</p> <p>May 1990 Director, Manager of Business Planning Division of the Company</p> <p>April 1993 Director, Senior Manager of International Division of the Company</p> <p>June 1996 Managing Director of the Company</p> <p>April 1998 Senior Managing Director of the Company</p> <p>April 2005 Director, Senior Managing Officer of the Company (current)</p> <p>(Duties) Assistant to the President, CSR</p>	36,900
3	Masayoshi Hayashi (June 11, 1948)	<p>February 1972 Joined the Company</p> <p>April 1993 Manager of System Business Management Division of the Company</p> <p>April 1996 Manager of Business Management Division of the Company</p> <p>April 1997 Senior Manager of Business Management Division of the Company</p> <p>June 1997 Director, Senior Manager of Business Management Division of the Company</p> <p>April 2005 Director, Executive Officer of the Company</p> <p>April 2007 Director, Managing Officer of the Company</p> <p>April 2011 Director, Senior Managing Officer of the Company (current)</p> <p>(Duties) Domestic Business Management, Eastern Japan Business Management, Western Japan Business Management, Academic Affairs, Customer Support</p>	35,100

Candidate number	Name (date of birth)	Brief personal history, position at the Company, duties (important concurrent positions)	Number of Company shares held
4	Shigenori Ohigashi (February 16, 1949)	<p>February 1972 Joined the Company</p> <p>April 1992 Senior Manager of Product Development Division of the Company</p> <p>April 1997 Senior Manager of Development Division of the Company</p> <p>June 1997 Director, Senior Manager of Development Division of the Company</p> <p>April 2005 Director, Executive Officer of the Company</p> <p>April 2009 Director, Managing Officer of the Company (current)</p> <p>(Duties) Quality Assurance, SCM, Production Control, Device Production</p>	22,900
5	Yukio Nakajima (July 30, 1950)	<p>April 1973 Joined the Company</p> <p>April 1996 Manager of Business Planning Division of the Company</p> <p>April 1997 Senior Manager of Business Planning Division of the Company</p> <p>June 1999 Director, Senior Manager of Business Planning Division of the Company</p> <p>April 2005 Director, Executive Officer, Senior Manager of Business Planning Division of the Company</p> <p>April 2007 Director, Executive Officer of the Company</p> <p>April 2009 Director, Managing Officer of the Company (current)</p> <p>(Duties) Business Planning, Business Administration, HR/General Affairs, Secretary's Office</p>	21,200
6	Koji Tamura (October 9, 1951)	<p>September 1990 Joined the Company</p> <p>June 1996 Senior Manager of International Division of the Company</p> <p>June 2001 Director, Senior Manager of International Division of the Company</p> <p>April 2005 Director, Executive Officer of the Company</p> <p>April 2009 Director, Managing Officer of the Company (current)</p> <p>(Duties) IVD Business Strategy, Life Science Business, New Business</p>	13,100

Candidate number	Name (date of birth)	Brief personal history, position at the Company, duties (important concurrent positions)	Number of Company shares held
7	Kazuya Obe (August 25, 1955)	<p>April 1991 Joined the Company</p> <p>April 1996 President of Toa Medical Electronics (Europe) GmbH (present Sysmex Europe GmbH)</p> <p>April 2001 Assistant Manager of International Division</p> <p>October 2001 Assistant Manager of New Business Development and International Division</p> <p>October 2002 Chairman of Sysmex Corporation of America (present Sysmex America, Inc.)</p> <p>April 2005 Executive Officer, Vice Chairman and CEO of Sysmex America, Inc.</p> <p>April 2009 Executive Officer of the Company</p> <p>June 2009 Director, Executive Officer of the Company (current)</p> <p>(Duties) International Business</p>	6,600
8	Mitsuru Watanabe (June 24, 1956)	<p>April 1980 Joined the Company</p> <p>April 2003 Senior Manager of New Business Division of the Company</p> <p>April 2005 Executive Officer, Senior Manager of R&D Planning Division of the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>June 2009 Director, Executive Officer of the Company (current)</p> <p>(Duties) R&D Planning, Central Research Institute, Technology Development, Product Development Div. 1 & 2</p>	16,000

Note: There is no special interest between the candidates and the Company.

Bill No. 3 Revision to the Amount of Directors' Remuneration, etc.

The amount of remuneration for Directors of Sysmex Corporation has been set to within an annual amount of 0.5 billion yen, based on the resolution at the 28th Ordinary General Meeting of Shareholders held on June 28, 1995.

Since then, 16 years have passed, and in consideration of subsequent changes in the economic situation and an increase in the duties of Directors associated with the Company's business expansion, as well as various other circumstances, we would like to revise the amount of remuneration for Directors, including performance-related bonuses, up to an annual amount of 1.0 billion yen.

This amount, as in the past, does not include salaries for other positions that the Directors concurrently hold as employees of the Company.

There are currently eight Directors, and there will be no change in the number of Directors if Bill No. 2 is approved as it is.