

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.

June 1, 2007

Notice of the 40th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 40th 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 meeting 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 21, 2007. As an alternative, you may exercise your voting right 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 22, 2007, 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 40th fiscal year (from April 1, 2006 to March 31, 2007), 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 40th fiscal year (from April 1, 2006 to March 31, 2007)
- Items to be resolved:**
- Bill No. 1:** Proposed Appropriation of Retained Earnings
- Bill No. 2:** Election of Nine Directors
- Bill No. 3:** Decision on Remuneration Granted to the Directors as Stock Acquisition Rights

***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 Proposed Appropriation of Retained Earnings

Issues related to the year-end dividend:

The Company's basic policy regarding dividends is to provide stable dividends to our shareholders in total consideration of our business performance, and we will target the consolidated dividend payout ratio of 20%.

In consideration of our consolidated performance and dividend payout ratio, we would like to offer a year-end dividend for the 40th fiscal year as follows.

(1) Type of dividend

Cash

(2) The appropriation of dividend and its total amount

We propose a year-end dividend of 20 yen per share (total dividend amount 1,011,267,580 yen). Together with the interim dividend (16 yen per share), the annual dividend will be 36 yen per share.

(3) Effective date for dividend

June 25, 2007

Bill No. 2 Election of Nine Directors

Since all the terms of ten (10) Directors will expire at the conclusion of the Meeting, we would like to ask you to elect nine Directors.

Candidates for Directors are as follows.

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other organizations) | Number of Company shares held |
|------------------|---|--|-------------------------------|
| 1 | Hisashi Ietsugu (September 17, 1949) | September 1986 Director March 1990 Managing Director February 1996 Representative Managing Director April 1996 Representative Senior Director June 1996 President (current) (Representation of other organizations) Chairman of the Japan Association of Clinical Reagents Industries | 68,700 |
| 2 | Kenichi Yukimoto (November 16, 1947) | February 1972 Joined the Company May 1988 Manager of Business Planning Dept. May 1990 Director and Manager of Business Planning Dept. April 1993 Director and Manager of International Headquarters June 1996 Managing Director April 1998 Senior Director April 2005 Director and Senior Managing Officer (current) (Duties) Assistant to the President, New Business Headquarters, Special Assignment to BIS Promotion Office | 32,400 |

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other corporations) | Number of Company shares held |
|------------------|--------------------------------------|--|-------------------------------|
| 3 | Mitsuo Waka (September 13, 1944) | <p>November 1970 Joined the Company March 1985 Manager of Sales Headquarters April 1993 Manager of Business Planning Dept. June 1994 Director and Manager of Business Planning Dept. April 1996 Director and Manager of Sales Headquarters April 1998 Managing Director April 2005 Director and Managing Officer (current) (Duties) Administrative Headquarter, CSR Promotion Office</p> | 16,000 |
| 4 | Tameo Iwasaki (June 19, 1942) | <p>April 1969 Joined Tanabe Seiyaku Co., Ltd. July 1999 Joined the Company October 1999 Manager of Laboratory April 2000 Manager of Central Laboratory June 2001 Director and Manager of Central Laboratory June 2003 Managing Director April 2005 Director and Managing Officer (current) (Duties) Life Science Business Strategy Office, Research and Development Planning Headquarters, Intellectual Property Headquarters, Central Laboratory, Diagnostic System Development Headquarters, Diagnostic Agent Development Headquarters</p> | 5,600 |
| 5 | Masayoshi Hayashi (June 11, 1948) | <p>February 1972 Joined the Company April 1993 Manager of System Business Promotion Office April 1996 Manager of Business Promotion Office April 1997 Manager of Business Promotion Headquarters June 1997 Director and Manager of Business Promotion Headquarters April 2005 Director and Corporate Officer April 2007 Director and Managing Officer (current) Business Promotion Office, Eastern Japan Sales Headquarters, Western Japan Sales Headquarters, Academic Headquarters, Customer Support Headquarters</p> | 28,100 |
| 6 | Tadashi Nakatani (April 28, 1951) | <p>April 1985 Corporate Auditor June 1995 Director April 2005 Director and Corporate Officer (current) (Duties) New Business Headquarters</p> | 2,987,100 |

| Candidate number | Name (date of birth) | Brief personal history, position at the Company, duties (representation of other corporations) | Number of Company shares held |
|------------------|---|--|-------------------------------|
| 7 | Shigenori Ohigashi (February 16, 1949) | February 1972 Joined the Company April 1992 Manager of Product Development Headquarters April 1997 Manager of Development Headquarters June 1997 Director and Manager of Development Headquarters April 2005 Director and Corporate Officer (current) (Duties) Quality Assurance Headquarters, SCM Headquarters, Production Headquarters, Manager of Quality Assurance Headquarters | 19,300 |
| 8 | Yukio Nakajima (July 30, 1950) | April 1973 Joined the Company April 1996 Manager of Business Planning Dept. April 1997 Manager of Business Planning Headquarters June 1999 Director and Manager of Business Planning Headquarters April 2005 Director and Corporate Officer, Manager of Business Planning Headquarters April 2007 Director and Corporate Officer (current) (Duties) Business Planning Headquarters, President's Office | 23,600 |
| 9 | Koji Tamura (October 9, 1951) | September 1990 Joined the Company June 1996 Manager of International Headquarters June 2001 Director and Manager of International Headquarters April 2005 Director and Corporate Officer (current) (Duties) IVD Business Strategy Office, International Business Headquarters | 9,700 |

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

Reference Material for the Shareholders' Meeting

Bill No. 3 Decision on Remuneration Granted to the Directors as Stock Acquisition Rights

1. Reason for proposal

The purpose of the proposed allotment of stock acquisition rights to the directors of the Company is to heighten the motivation and morale of the directors, and thereby improve business performance and increase the corporate value of the Company.

Prior to enforcement of the Corporation Law, granting of stock acquisition rights was required to be approved at the Stockholders' General Meeting as an issuance at especially favorable terms and conditions to parties other than stockholders. Under the Corporation Law, such granting of stock acquisition rights to directors is defined as part of the directors' compensation. Therefore, the purpose of the proposal is to decide the compensation of the directors with respect to acquisition of the stock options.

2. Details of proposal

At the 28th Ordinary Stockholders' General Meeting held on June 28, 1995, it was resolved that the directors' annual emolument should not exceed 500 million yen (does not include payroll for employee portion of directors who has double responsibility as director as well as employee). The purpose of the current proposal is to seek approval of the stockholders for additional annual compensation of up to 250 million yen, in addition to the above-mentioned amount, in the form of stock acquisition rights, as detailed below. In addition, this compensation also does not include payroll for employee portion of directors who has double responsibility as director as well as employee.

The Company at present has ten directors. However, at the Board of Directors Meeting held on May 18, 2007, it was resolved that a proposal be submitted to the 40th Ordinary Stockholders' General Meeting, to be held on June 22, 2007, for retirement of a director. If this proposal is approved at the Stockholders' General Meeting, the number of the directors shall be nine.

(1) Class and number of shares to be issued or transferred upon exercise of stock acquisition rights

Up to 180,000 common shares of the Company to be issued or transferred upon exercise of the stock acquisition rights within one year of the Ordinary Stockholders' General Meeting for each fiscal year.

Provided that if the Company implements a stock split or stock consolidation, adjustment shall be made in accordance with the formula below.

Such adjustment shall be made only with respect to the number of shares to be issued or transferred upon exercise of those stock acquisition rights not yet exercised at the time of the adjustment, and any number of shares less than one share resulting from said adjustment shall be disregarded.

Number of shares after adjustment

= Number of shares before adjustment × split or consolidation ratio

If the Company acquires or is consolidated with another company, or acquires a 100% stake in another company through an exchange of shares, or if certain other events take place which require adjustment of the number of shares to be issued or transferred upon exercise of the stock acquisition rights, the number of shares to be issued or transferred upon exercise shall be adjusted as deemed necessary.

(2) Number of stock acquisition rights to be issued

Up to 1,800 stock acquisition rights to be issued within one year of the Ordinary Stockholders' General Meeting for each fiscal year.

One stock acquisition right shall entitle the holder to acquire 100 shares, provided that if any adjustment as set forth in (1) above is made, such number shall also be adjusted

accordingly.

- (3) Issue price of stock acquisition rights

No consideration shall be paid.

- (4) Amount to be paid in upon exercise of stock acquisition rights

The amount to be paid in upon exercise of each stock acquisition right shall be the amount of the acquisition price per share as determined below (hereinafter referred to as "Exercise Price") multiplied by the number of shares to be issued or transferred upon exercise of each stock acquisition right, as provided for in (2) above.

The Exercise Price shall be the average of the closing prices of the shares of the Common Stock of the Company in the regular trading thereof on the Tokyo Stock Exchange on each day (excluding any day on which there is no trading of the shares of the Company) during the month immediately preceding the month in which the stock acquisition rights are issued, multiplied by 1.05, and any fractions shall be rounded up to the nearest one (1) yen; provided, however, that in the event that such amount is less than the closing price of the shares of Common Stock of the Company on the Tokyo Stock Exchange on the business day immediately preceding the day of issuance of the stock acquisition rights (or, if there is no closing price on that day, on the nearest preceding day on which there is a closing price), the Exercise Price shall be that closing price.

Provided that if the Company implements a stock split or consolidation after issuance of the stock acquisition rights, the Exercise Price shall be adjusted in accordance with the formula below and rounded up to the nearest one (1) yen.

Exercise Price after adjustment

= Exercise Price before adjustment \times 1/Split or consolidation ratio

If the Company acquires or merges with another company, or acquires a 100% stake in another company through an exchange of shares, or if certain other events take place which require adjustment of the Exercise Price, the Exercise Price shall be adjusted as deemed necessary.

- (5) Exercise period for stock acquisition rights

The exercise period for stock acquisition rights will be resolved at the Board Directors Meeting, with condition that it will be within ten-year period from the day following the date on which the stock acquisition rights are issued.

- (6) Conditions for exercise of stock acquisition rights

(i) The person who is allocated stock acquisition rights (hereinafter referred to as "Rights Holder") must be a director, an auditor or an employee of the Company or its subsidiary at the time of exercise of the stock acquisition rights. If the Rights Holder retires from the position of director or auditor of the Company or its subsidiary due to expiration of the term of office, or leaves the Company or its subsidiary due to mandatory retirement, the Rights Holder still may exercise the stock acquisition rights within two (2) years of the effective date of such expiration of the term of office or mandatory retirement.

(ii) The heir(s) of the Rights Holder may not exercise the rights.

(iii) Stock acquisition rights may not be transferred, pledged, or disposed of in any other way.

(iv) Other particulars concerning the conditions for the exercise of stock acquisition rights shall be determined pursuant to an agreement between the Company and the Rights Holder, based on resolutions of the Board of Directors of the Company and/or the Stockholders' General Meeting.

- (7) Restriction on transfer of stock acquisition rights

Transfer of stock acquisition rights shall be subject to approval at a meeting of the Board of Directors of the Company.

- (8) Other particulars of stock acquisition rights

Other particulars of the stock acquisition rights shall be determined at a Board of Directors meeting to be held for the determination of terms and conditions of the offering memorandum for the stock acquisition rights.