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June 2, 2008

Notice of the 41st Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 41st 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 19, 2008. 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 20, 2008, 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 41st fiscal year (from April 1, 2007 to March 31, 2008), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditors and by the Board of Company Auditors.
 2. Non-consolidated Financial Statements for the 41st fiscal year (from April 1, 2007 to March 31, 2008)
- Items to be resolved:**
- Bill No. 1:** Proposed Appropriation of Retained Earnings
- Bill No. 2:** Election of Three Auditors

*** 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 commemorative dividend for our 40th anniversary of 8 yen per share, in addition to 20 yen per share of common stock, amounting to a year-end dividend of 28 yen per share.

(1) Type of dividend

Cash

(2) The appropriation of dividend and its total amount

We propose a year-end dividend of 28 yen per share (total dividend amount 1,431,002,076 yen). Together with the interim dividend (20 yen per share), the annual dividend will be 48 yen per share.

(3) Effective date for dividend

June 23, 2008

Bill No. 2 Election of Three Company Auditors

Since the terms of Company Auditors Mitsuhiro Akeda, Toyotaro Iwata, and Yoshihiro Ishida will expire at the conclusion of the Meeting, we would like to ask you to elect three new Company Auditors.

We have obtained approval for this agenda item from the Board of Company Auditors.

Candidates for Company Auditors 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	Toshiyuki Miyauchi (April 18, 1950)	<p>April 1973 Joined the Company</p> <p>April 2004 Executive Vice President of Reagent Production Headquarters of International Reagents Corporation (presently Sysmex International Reagents Co., Ltd. ("SIRC"))</p> <p>June 2005 Director of SIRC</p> <p>April 2006 Managing Director of SIRC</p> <p>April 2008 Director in charge of Administration Headquarters of the Company (current)</p>	8,600
2	Haruyoshi Kobayashi (June 4, 1949)	<p>March 1974 Joined the Company</p> <p>October 1996 Executive Vice President of Technical Service Headquarters of the Company</p> <p>April 1999 Executive Vice President of Customer Support Headquarters of the Company</p> <p>April 2004 President and CEO of Toa Medical Co., Ltd. (presently Sysmex TMC Co., Ltd.)</p> <p>April 2008 Director in charge of Administration Headquarters of the Company (current)</p>	12,000

Candidate number	Name (date of birth)	Brief personal history, position at the Company, duties (representation of other organizations)	Number of Company shares held
3	Isamu Inamasu (April 16, 1942)	<p>April 1965 Joined TOA Electric Co., Ltd. (presently TOA Corporation (“TOA”))</p> <p>June 1992 Director and Metropolitan Area Sales Manager at Sales Headquarters of TOA</p> <p>April 1994 Director and Manager of Sales Headquarters of TOA</p> <p>June 1998 Managing Director and Manager of Sales Headquarters of TOA</p> <p>July 1999 Managing Director in charge of Noise Reduction Business Department of TOA</p> <p>June 2000 Managing Director and Manager of Sales Headquarters of TOA</p> <p>October 2001 Managing Director of TOA</p> <p>June 2004 Retired from TOA</p>	0

Note: 1. There is no special interest between the candidates and the Company.

2. Mr. Isamu Inamasu is a candidate for an external auditor.

3. We would like to ask you to elect Mr. Isamu Inamasu so that he can use his extensive experience in fields such as corporate management when auditing our Company.