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(Stock Exchange Code 4369)
April 6, 2018

To Shareholders with Voting Rights:

Kiyoshi Tazuke
President
Tri Chemical Laboratories Inc.
8154-217 Uenohara, Uenohara-shi,
Yamanashi

**NOTICE OF
THE 40th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 40th Annual General Meeting of Shareholders of Tri Chemical Laboratories Inc. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval for each proposal on the enclosed Voting Rights Exercise Form and return it by 4:30 p.m. on Wednesday, April 25, 2018, Japan time.

- 1. Date and Time:** Thursday, April 26, 2018 at 10:00 a.m. Japan time
- 2. Place:** 4F, Banquet Room “Utage” at the Keio Plaza Hotel Hachioji located at 14-1, Asahi-cho, Hachioji-shi, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported: The Business Report and Non-Consolidated Financial Statements for the Company’s 40th Fiscal Year (February 1, 2017 - January 31, 2018)

Proposals to be resolved:

- | | |
|--------------------|--|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Partial Amendment to the Articles of Incorporation |
| Proposal 3: | Election of 9 Directors |
| Proposal 4: | Election of 1 Auditor |
| Proposal 5: | Election of 2 Substitute Auditors |

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Should the Business Report, Non-Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<http://www.trichemical.com>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company acknowledges shareholder return as one of the important management priorities. Taking into consideration enhancement of internal reserves for future business development and strengthening of the financial structure, our policy is to, in the future, enable shareholder return by comprehensively considering performance trends and payout ratio, etc., while aiming for stable dividends for the time being.

Based on the above policy, we propose that the year-end dividend for the current fiscal year to be as follows.

1. Type of dividend property:

Cash

2. Matters regarding the assignment of the dividend property and total amount thereof:

Dividend per common share of the Company	¥21
Total amount	¥164,051,160

3. Effective date of dividends of surplus:

April 27, 2018

Proposal 2: Partial Amendment to the Articles of Incorporation

(1) Reasons for the Amendments

The Company proposes to amend the maximum number of Directors stipulated in the current Articles of Incorporation from eight to ten, in order to allow the number of Directors to be increased, so as to improve the effectiveness of the Board of Directors and strengthen the corporate governance structure.

(2) Content of the Amendments

The content of the amendments are as follows.

(Underlined part is amended.)

Current Articles of Incorporation	Proposed Amendment
(Number of Directors) Article 19 The Company shall have a maximum of <u>eight</u> Directors.	(Number of Directors) Article 19 The Company shall have a maximum of <u>ten</u> Directors.

Proposal 3: Election of 9 Directors

The terms of office of all 7 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, provided that Proposal 2 "Partial Amendment to the Articles of Incorporation" is approved in this year's Annual General Meeting of Shareholders, in order to further strengthen the Company's internal management system, the Company proposes to increase the number of Directors by 2 and the election of 9 Directors (including 2 External Directors).

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Jumpei Takenaka (September 1, 1940) [Reappointment]	December 1978 Established the Company; President April 2001 Chairman June 2003 President April 2009 Director; Chairman April 2010 Director; Advisor April 2016 Chairman (current position) There are no special interests between the candidate and the Company.	1,040,860
	[Reason for nomination as candidate for Director] As the founder of the Company, Mr. Jumpei Takenaka has directed and supervised the management of the Company, based on his extensive experience accumulated over the years as a business manager, and has committed to the growth of the businesses and enhancement of the Company's corporate value. The Company nominated him as a candidate for Director again because we expect him to continue working on the enhancement of corporate value and to fulfill his role of supervising the deliberations and decisions of important matters as well as business execution as a Director.		
2	Kiyoshi Tazuke (October 21, 1964) [Reappointment]	April 1987 Joined the Company July 2002 General Manager, Sales Department May 2004 General Manager, Sales Headquarters April 2007 Director; General Manager, Sales Headquarters April 2012 Senior Executive Director April 2014 President (current position) March 2017 Representative Director, TRI CHEMICAL ELECTRONIC MATERIALS TAIWAN INC. (current position) [Significant concurrent positions] Representative Director, TRI CHEMICAL ELECTRONIC MATERIALS TAIWAN INC. There are no special interests between the candidate and the Company.	75,800
	[Reason for nomination as candidate for Director] Having extensive experience mainly in the sales department of the Company, Mr. Kiyoshi Tazuke assumed the position of President in April 2014, and since then has been working on formulating and implementing strategies for the enhancement of the Company's corporate value in the medium to long term. The Company nominated him as a candidate for Director again because we expect him to continue working on the enhancement of corporate value and to fulfill his role of supervising the deliberations and decisions of important matters as well as business execution as a Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Hisakatsu Sugawara (March 21, 1958) [Reappointment]	<p>May 2004 Joined the Company; Supervisor of Project I</p> <p>February 2005 General Manager, Technology Department</p> <p>April 2006 General Manager, Technology and Production Headquarters</p> <p>April 2007 Director; General Manager, Technology and Production Headquarters</p> <p>April 2012 Executive Director; General Manager, Technology and Production Headquarters</p> <p>April 2016 Senior Executive Director; General Manager, Technology and Production Headquarters</p> <p>February 2017 Senior Executive Director; In charge of finance, accounting and quality control (current position)</p> <p>There are no special interests between the candidate and the Company.</p>	80,000
	<p>[Reason for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Hisakatsu Sugawara has held important positions in the production and development departments and most recently became in charge of the finance and accounting departments, and made efforts including strengthening of the Company's financial structure.</p> <p>The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.</p>		
4	Masahito Shibata (May 30, 1967) [Reappointment]	<p>April 1991 Joined the Company</p> <p>May 2004 General Manager, Sales Department I</p> <p>April 2012 Director; General Manager, Sales Headquarters</p> <p>October 2016 President, HBR Co., Ltd. (current position)</p> <p>April 2017 Executive Director; In charge of sales and development, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>President, HBR Co., Ltd.</p> <p>There are no special interests between the candidate and the Company.</p>	41,900
	<p>[Reason for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Masahito Shibata has held important positions in the production, development and sales departments. He has in-depth knowledge on the business and industry of the Company, and has worked on the enhancement of the Company's corporate value.</p> <p>The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Hironobu Ohsugi (August 13, 1972) [Reappointment]	April 1995 Joined the Company April 2006 General Manager, Production Department February 2017 Executive Manager, Production and Manufacturing Technology Department April 2017 Director; In charge of production and manufacturing technology (current position) There are no special interests between the candidate and the Company.	28,500
	[Reason for nomination as candidate for Director] Since joining the Company, Mr. Hironobu Ohsugi has consistently held important positions in the production and manufacturing technology department. He has in-depth knowledge on the business and industry of the Company, and has worked on the enhancement of the Company's corporate value. The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.		
6	Tsuneo Kobayashi (December 29, 1953) [New appointment]	June 2013 Joined the Company July 2013 Manager, Taiwan Branch (current position) There are no special interests between the candidate and the Company.	-
	[Reason for nomination as candidate for Director] Since joining the Company, as the local person-in-charge of the Taiwan Branch, Mr. Tsuneo Kobayashi has supervised business in the region and has extensive experience of working overseas, as well as in-depth knowledge on the Company's industry. The Company nominated him as a candidate for Director because we believe, by considering his track record, experience, and capabilities, he will contribute to the Company's business expansion and general management.		
7	Yoshihide Suzuki (July 31, 1971) [New appointment]	April 1994 Joined the Company October 2007 General Manager, Corporate Planning Office April 2014 General Manager, Administration Department February 2017 Executive Manager, Administration and System Management Department (current position) There are no special interests between the candidate and the Company.	33,100
	[Reason for nomination as candidate for Director] Since joining the Company, Mr. Yoshihide Suzuki has consistently held important positions in the administration department and in particular has in-depth knowledge on the business of the Company. The Company nominated him as a candidate for Director because we believe, by considering his track record, experience, and capabilities, he will contribute to the Company's business expansion and general management.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Takeshi Jin (March 21, 1938) [Reappointment] [External] [Independent]	<p>April 1964 Registered at Daini Tokyo Bar Association April 1964 Joined Chugai Law Office (current position) August 2003 Auditor, the Company April 2005 Legal Advisor June 2015 Director, KANADEN CORPORATION (current position) April 2016 Director, the Company (current position)</p> <p>[Significant concurrent positions] Director, KANADEN CORPORATION</p> <p>There are no special interests between the candidate and the Company.</p>	15,800
<p>[Reason for nomination as candidate for External Director] Mr. Takeshi Jin has been fulfilling a function of decision-making at the Board of Directors meetings, etc. and to supervise the management of the Company by actively raising questions and offering advice in deliberations of proposals, etc. at the Board of Directors meeting from an independent perspective of External Director, particularly on the issue of corporate governance structure, based on his professional knowledge and experience as an attorney. The Company requests his election because we believe he will continue to contribute significantly to the improvement of governance in the Company and the Company Group as a Director. He will have served as an External Director of the Company for 2 years as of the conclusion of this Annual General Meeting of Shareholders.</p>			
9	Shuji Ota (December 16, 1951) [Reappointment] [External] [Independent]	<p>April 1975 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) July 2000 Senior Partner July 2013 Head, Shuji Ota CPA Office (current position) April 2014 Auditor, the Company May 2015 Auditor, Prime Delica (current position) April 2017 Director, the Company (current position) June 2017 Auditor, Japan International Broadcasting Inc. (current position)</p> <p>[Significant concurrent positions] Head, Shuji Ota CPA Office Auditor, Prime Delica Auditor, Japan International Broadcasting Inc.</p> <p>There are no special interests between the candidate and the Company.</p>	600
<p>[Reason for nomination as candidate for External Director] Mr. Shuji Ota has been fulfilling a function of decision-making at the Board of Directors meetings, etc. and to supervise the management of the Company by actively raising questions and offering advice in deliberations of proposals, etc. at the Board of Directors meeting from an independent perspective of External Director, on issues such as the status of establishment of the Company's internal control system as well as corporate governance structure, based on his professional knowledge and experience as a certified public accountant. The Company requests his election because we believe he will continue to contribute significantly to the improvement of governance in the Company and the Company Group as a Director. He will have served as an External Director of the Company for 1 year as of the conclusion of this Annual General Meeting of Shareholders.</p>			

(Notes)

1. Messrs. Takeshi Jin and Shuji Ota are candidates for External Directors. The Company has appointed Messrs. Takeshi Jin and Shuji Ota as independent directors as stipulated by Tokyo Stock Exchange, Inc. and notified the exchange to that effect.
2. The Company has entered into an agreement with Messrs. Takeshi Jin and Shuji Ota to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If the two candidates are reappointed, the Company plans to continue the above liability limitation agreement with them.

Proposal 4: Election of 1 Auditor

The term of office of Auditor Koichi Kiso will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of 1 Auditor.

The Board of Auditors has given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Motoharu Takamatsu (May 2, 1961) [New appointment]	September 2004 Joined the Company; General Manager, Quality Control Department February 2017 General Manager, Development Department (current position) There are no special interests between the candidate and the Company.	23,600
[Reason for nomination as candidate for Auditor] Since joining the Company, Mr. Motoharu Takamatsu has held important positions in the quality control and development departments. In particular, he has extensive knowledge and experience on technologies and quality management of the Company. The Company requests his election because we expect he will utilize such knowledge and experience to conduct audit duties highly effectively.		

Proposal 5: Election of 2 Substitute Auditors

To prevent a situation where the Company lacks the number of Auditors required by laws and regulations, pursuant to Article 329, Paragraph 3 of the Companies Act, the Company proposes the election of 2 Substitute Auditors.

The candidates are as follows. Mr. Masakazu Nakagawa is a candidate for Auditor as the substitute for Mr. Motoharu Takamatsu, who will assume office as Auditor provided that Proposal 4 is approved as originally proposed, and Mr. Koji Sakakura is a candidate for External Auditor as the substitute for External Auditor Mr. Nobuyoshi Umezawa and External Auditor Mr. Michiaki Hagiwara. This proposal will be effective until the beginning of the next Annual General Meeting of Shareholders.

The Board of Auditors has given its prior approval to this proposal.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Masakazu Nakagawa (June 20, 1963)	April 1986 Joined the Company February 2001 General Manager, Quality Control Department February 2011 Manager, Cost Accounting Section (current position) There are no special interests between the candidate and the Company.	13,000
		[Reason for nomination as candidate for Substitute Auditor] Since joining the Company, Mr. Masakazu Nakagawa has held important positions over the years in the production, quality control and administration departments and is deeply familiar with the Company's operations. The Company requests his election because we believe he will adequately execute duties as an Auditor.	
2	Koji Sakakura (March 13, 1965)	October 1992 Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) April 1997 Registered as a certified public accountant August 2004 Head, Sakakura CPA Office (current position) January 2005 Registered as a certified public tax accountant There are no special interests between the candidate and the Company.	-
		[Reason for nomination as candidate for Substitute External Auditor] Although Mr. Koji Sakakura has never been directly involved in corporate management, he is both a certified public accountant and a certified public tax accountant, and has deep insight regarding finance and accounting. The Company requests his election because we believe he will adequately execute duties as an External Auditor.	

(Notes)

1. Mr. Koji Sakakura is a candidate for Substitute External Auditor. If he is elected as an External Auditor, the Company plans to appoint him as an independent director as stipulated in the provisions of Tokyo Stock Exchange, Inc. and notify the exchange to that effect.
2. If Mr. Koji Sakakura is elected as an External Auditor, the Company plans to enter into an agreement with him to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.