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Securities identification code: 7235

June 9, 2016

To our shareholders:

Takashi Hayashi

President & CEO

TOKYO RADIATOR MFG. Co., Ltd.

2002-1 Endo, Fujisawa City, Kanagawa Prefecture, Japan

NOTICE OF THE 112TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 112th Ordinary General Meeting of Shareholders of TOKYO RADIATOR MFG. Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail.

Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:00 p.m. on Tuesday, June 28, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Wednesday, June 29, 2016 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Company Headquarters, 1F Conference Room
2002-1 Endo, Fujisawa City, Kanagawa Prefecture, Japan
- 3. Purposes:**
 - Items to be reported:**
 1. Business Report and Consolidated Financial Statements for the 112th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-Consolidated Financial Statements for the 112th Term (from April 1, 2015 to March 31, 2016)
 - Items to be resolved:**
 - Proposal 1:** Appropriation of surplus
 - Proposal 2:** Election of five (5) Directors
 - Proposal 3:** Election of one (1) substitute Audit & Supervisory Board Member

4. Matters decided for the meeting

If approval or disapproval is not indicated on the voting form, it shall be deemed to indicate approval.

If attending in person, please bring your voting form with you and present it at the reception. Furthermore, in the event of amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements or Consolidated Financial Statements, the amended versions shall be uploaded to the Company's website (<http://www.tokyo-radiator.co.jp>).

[Matters concerning Internet disclosure]

Pursuant to the provisions of laws and regulations and to article 16 of the Articles of Incorporation of the Company, the following matters are available on the Company's website (<http://www.tokyo-radiator.co.jp/>) and are not therefore attached to this Notice of General Meeting of Shareholders. Consolidated Financial Statements and Non-Consolidated Financial Statements that have been audited by the Audit & Supervisory Board Members and the Accounting Auditor comprise the following matters available on the Company's website, in addition to those provided in this Notice of General Meeting of Shareholders.

- (1) Notes to Consolidated Financial Statements
- (2) Notes to Non-Consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company proposes the appropriation of surplus as follows.

Matters related to year-end dividends

The decision on returning profits to shareholders is based on a comprehensive consideration of results for the fiscal year under review, the business environment going forward, and on business expansion plans, and also takes into account the balance with internal reserves.

It is proposed that the year-end dividend be as follows.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

4 yen per common share of the Company

Total amount of dividends: 57,552,208 yen

After adding the interim dividend of 4 yen, the annual dividend per share comes to 8 yen.

(3) Effective date of distribution of dividends of surplus

June 30, 2016

Proposal 2: Election of five (5) Directors

The term of office of all five (5) Directors will expire at the conclusion of this meeting.

Accordingly, we request that a total of five (5) Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takashi Hayashi (April 22, 1956)	<p>March 1979 Joined Nihon Radiator Co., Ltd. (currently Calsonic Kansei Corporation)</p> <p>April 2002 General Manager of Business Management Group, Global Corporate Division of Calsonic Kansei Corporation</p> <p>April 2005 Operating Officer of Calsonic Kansei Corporation</p> <p>April 2007 Senior Vice President of Calsonic Kansei Corporation</p> <p>April 2008 Executive Vice President of Calsonic Kansei Corporation</p> <p>June 2008 Director, Executive Vice President of Calsonic Kansei Corporation</p> <p>June 2010 Director, Vice President, Operating Officer of the Company</p> <p>June 2011 Representative Director, President and Operating Officer of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Chairman of WUXI TRS HEAT EXCHANGER CO., LTD. Director of CHONGQING TOKYO RADIATOR CO., LTD. Commissioner of PT.TOKYO RADIATOR SELAMAT SEMPURNA Director of TR Asia Co., LTD.</p>	17,200
2	Hiroshi Uno (March 1, 1955)	<p>April 1975 Joined Isuzu Motors Limited</p> <p>May 2000 General Manager of First Engine Design Division, First Power Train Development Office of Isuzu Motors Limited</p> <p>April 2006 Executive in charge of Engine Device Design No.1 Division, Powertrain Electronic Control Development Department of Isuzu Motors Limited</p> <p>February 2009 Executive in charge of Engine Test No.1 Division and Engine Test No.2 Division of Isuzu Motors Limited</p> <p>June 2012 Senior Operating Officer of the Company</p> <p>June 2014 Director, Senior Operating Officer of the Company (present position)</p>	5,000

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kunio Handa (December 27, 1956)	<p>April 1979 Joined the Company</p> <p>April 2004 General Manager of China Preparatory Office of the Company</p> <p>April 2005 General Manager of Overseas Planning Division of the Company</p> <p>June 2007 Operating Officer of the Company</p> <p>June 2011 Director, Operating Officer of the Company (present position)</p>	13,700
4	Katsumi Koda (July 16, 1953)	<p>April 1977 Joined the Company</p> <p>April 2007 Director, Chief Executive Officer of CHONGQING TOKYO RADIATOR CO., LTD.</p> <p>January 2010 General Manager of Purchasing Department of the Company</p> <p>June 2010 Operating Officer of the Company</p> <p>June 2011 Director, Operating Officer of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Vice Chairman of CHONGQING TOKYO RADIATOR CO., LTD.</p>	7,500
5	Yoichi Taguchi (August 13, 1947)	<p>April 1970 Joined Mitsubishi Metal Mining Company Ltd. (currently Mitsubishi Materials Corporation)</p> <p>January 1996 General Manager of Legal Affairs Office of Mitsubishi Materials Corporation</p> <p>June 2001 Executive Officer and General Manager of Corporate Planning Office of Mitsubishi Materials Corporation</p> <p>June 2003 Senior Executive Officer of Mitsubishi Materials Corporation</p> <p>June 2005 Managing Director of Mitsubishi Materials Corporation</p> <p>February 2009 Director, Executive Vice President of Mitsubishi Materials Corporation</p> <p>April 2009 Director, President of SUMCO CORPORATION</p> <p>April 2012 Advisor of Mitsubishi Materials Corporation (present position)</p> <p>June 2015 Director of the Company (present position)</p>	0

Notes:

1. There are no special interests between each candidate and the Company.
2. Candidate Yoichi Taguchi is a candidate for Outside Director.
3. The reasons for his nomination as Outside Director candidate are as follows.
We anticipate that Yoichi Taguchi will leverage his long years of experience and his deep discernment of management for the benefit of the Company's own management, while dispensing advice and opinions from an independent perspective to the Company's Board of Directors in order to ensure the reasonableness and legitimacy of its decision-making.
4. Yoichi Taguchi currently serves as Outside Director of the Company, and as of the conclusion of this General Meeting of Shareholders, he will have served as Outside Director for one year.
5. The Company has concluded an agreement with Yoichi Taguchi to limit liability as prescribed by Article 423, Paragraph 1 of the Companies Act, with the liability in said agreement limited to 5 million yen or the amount prescribed by laws and regulations, whichever is higher. If Yoichi Taguchi is reelected as Outside Director, the Company intends to continue said agreement with him.

6. The Company has registered Yoichi Taguchi as an Independent Officer as stipulated by the Tokyo Stock Exchange.

Proposal 3: Election of one (1) substitute Audit & Supervisory Board Member

We have received notice from Shizume Ohno, who was elected as a substitute Audit & Supervisory Board Member at the 110th Ordinary General Meeting of Shareholders, held on June 27, 2014, indicating his intention to resign as of the commencement of this General Meeting of Shareholders. Therefore, based on the resolution made at the 110th Ordinary General Meeting of Shareholders, his election will be cancelled as of the commencement of this General Meeting of Shareholders, by resolution of the Board of Directors, with the consent of the Audit & Supervisory Board.

Accordingly, we request that one new substitute Audit & Supervisory Board Member be elected in preparation for the eventuality that we have fewer than the number of Outside Audit & Supervisory Board Members required by laws and regulations.

Also, the effect of said election will conclude as of the commencement of the Ordinary General Meeting of Shareholders concerning the final fiscal year ending within 4 years of the election taking place (the 116th Ordinary General Meeting of Shareholders, to be held in June 2020), under article 31 of the Articles of Incorporation. However, said election may be cancelled by resolution of the Board of Directors, with the consent of the Audit & Supervisory Board, prior to said substitute Audit & Supervisory Board Member assuming a position as an Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Hideo Tabuchi (April 16, 1950)	April 1974	0
	June 2007	
	June 2008	
	June 2014	

Notes:

1. There are no special interests between the candidate and the Company.
2. Hideo Tabuchi is a candidate for substitute Outside Audit & Supervisory Board Member.
3. Hideo Tabuchi was nominated as substitute Outside Audit & Supervisory Member candidate because he has experience in the management of corporations and we anticipate that he will leverage his wide-ranging discernment in management affairs and his considerable knowledge of finance and accounting for the benefit of the Company.
4. If Hideo Tabuchi assumes the position as Outside Audit & Supervisory Board Member, the Company intends to conclude an agreement with him to limit liability as prescribed by Article 423, Paragraph 1 of the Companies Act, with the liability in said agreement limited to 5 million yen or the amount prescribed by laws and regulations, whichever is higher.