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(Securities Code 8078)  
June 5, 2013

**To Those Shareholders with Voting Rights:**

Hironari Furukawa  
President and Representative Director  
Hanwa Co., Ltd.  
3-6-1 Kitakyuhouji-machi,  
Chuo-ku, Osaka, Japan  
(Headquarter: 4-3-9 Fushimi-machi,  
Chuo-ku, Osaka, Japan)

**NOTICE OF  
THE 66TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially invited to attend the 66th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Materials for the General Shareholders Meeting (described hereinafter), and cast your vote by the day immediately before the date of the meeting during the business hours (by 5:00 p.m. on Wednesday, June 26, 2013 Japan time).

- (1) Indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.
- (2) Access the website designated by the Company shown on the Voting Form and enter your votes electronically (via the Internet). (Please refer to page 9).

**1. Date and Time:** Thursday, June 27, 2013 at 10:00 a.m. Japan time

**2. Place:** Fourth Floor Conference Room  
Hanwa Co., Ltd.  
Honmachi-minami Garden City, 3-6-1 Kitakyuhouji-machi, Chuo-ku, Osaka

\* Please note that this year’s Shareholders Meeting will be held at a different location from last year’s.

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 66th Fiscal Year (April 1, 2012 - March 31, 2013) and results of audits by the Independent Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the Company’s 66th Fiscal Year (April 1, 2012 - March 31, 2013)

**Proposals to be resolved:**

- Proposal No. 1:** Dividends from Surplus  
**Proposal No. 2:** Election of Seventeen (17) Directors  
**Proposal No. 3:** Election of One (1) Corporate Auditor

- If you plan to attend the meeting, please present the enclosed Voting Form to the receptionist when you arrive at the venue.
- Revisions to the Reference Materials for the General Shareholders Meeting, the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, if any, will be posted on the Hanwa website (<http://www.hanwa.co.jp>).

## Reference Materials for the General Shareholders Meeting

### Proposals and References

#### Proposal No. 1: Dividends from Surplus

Proposal for the dividends from surplus is as follows:

Matters concerning the year-end dividend for the 66th fiscal year

The Company regards the return of earnings to shareholders as one of management's most important responsibilities. The fundamental policy regarding distribution of profit to shareholders is to pay dividends backed by earnings, while building sufficient internal reserves for future business expansion, and to maintain a sound financial position.

(1) Type of dividend

Cash

(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend

The Company proposes to pay a year-end dividend of ¥8 per common share. The aggregate dividend will be ¥1,657,930,304.

Since the Company paid an interim dividend of ¥4 per common share in December 2012, this will result in an annual dividend of ¥12 per common share.

(3) Effective date of dividend payment

June 28, 2013

## Proposal No. 2: Election of Seventeen (17) Directors

The terms of office of all nineteen (19) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect seventeen (17) Directors.

The candidates for Directors are as follows:

| No. | Name<br>(Date of birth)                 | Brief career summary, positions and job responsibilities at the Company<br>(Significant concurrent positions)  | Number of shares of the Company held |
|-----|---|--|--------------------------------------|
| 1   | Shuji Kita<br>(January 28, 1943)        | <p>April 1966      Joined Ministry of International Trade and Industry (MITI)</p> <p>April 1980      Appointed Consul, Consulate-General of Japan in Los Angeles</p> <p>April 1983      Appointed Director-General, Commerce and Industry Department. Osaka Bureau of International Trade and Industry</p> <p>May 1987        Appointed President, Jakarta Office, Japan External Trade Organization</p> <p>October 1989    Appointed Director General, General Coordination and Policy Planning Department, MITI, Kanto Bureau</p> <p>June 1991        Appointed Councilor to Economic Planning Agency</p> <p>June 1993        Retired from MITI, Joined the Company, Appointed Managing Director</p> <p>February 1994   Appointed Representative Director and President</p> <p>April 2011        Appointed Representative Director and Chairman (current position)</p> <p>June 2011        Appointed Outside Director of Keihan Electric Railway Co., Ltd. (current position)</p> <p>(Significant concurrent positions)</p> <p>Director of Hanwa Scholarship Foundation</p> <p>Outside Director of Keihan Electric Railway Co., Ltd.</p> | 461,522 shares                       |
| 2   | Hironari Furukawa<br>(October 30, 1946) | <p>March 1969      Joined the Company</p> <p>June 1997        Appointed Director</p> <p>April 2003        Appointed Managing Director</p> <p>April 2005        Appointed Senior Managing Director</p> <p>April 2009        Appointed Representative Director and Vice Executive President</p> <p>April 2011        Appointed President and Representative Director</p> <p>April 2012        Appointed President and Representative Director (Chief Executive Officer) (current position)</p>   | 94,707 shares                        |
| 3   | Tetsuro Akimoto<br>(November 8, 1948)   | <p>April 1971        Joined the Company</p> <p>June 2001        Appointed Director</p> <p>April 2005        Appointed Managing Director</p> <p>April 2008        Appointed Senior Managing Director</p> <p>April 2012        Appointed Director and Executive Vice President (current position)</p> <p>In charge of overall administrations (current position)</p>   | 71,290 shares                        |
| 4   | Hideo Kawanishi<br>(March 15, 1950)     | <p>April 1973        Joined the Company</p> <p>June 2005        Appointed Director</p> <p>April 2008        Appointed Managing Director</p> <p>April 2012        Appointed Director and Senior Managing Executive Officer (current position)</p> <p>Senior General Manager of Osaka Head Office</p> <p>In charge of Osaka HQ Steel and Machinery (current position)</p>  | 97,955 shares                        |

| No. | Name<br>(Date of birth)                   | Brief career summary, positions and job responsibilities at the Company<br>(Significant concurrent positions) |   | Number of shares of the Company held |
|-----|---|---|---|--------------------------------------|
| 5   | Yoshifumi Nishi<br>(July 9, 1949)         | April 1973<br>June 2001<br>April 2006<br>April 2012<br><br>October 2012                                       | Joined the Company<br>Appointed Director<br>Appointed Managing Director<br>Appointed Director and Senior Managing Executive Officer (current position)<br>In charge of Petroleum, Bunker Oil, Chemicals, Lumber & Plywood and Food (current position)   | 89,768 shares                        |
| 6   | Hiroshi Serizawa<br>(December 26, 1951)   | April 1975<br>June 2005<br>April 2010<br>April 2012   | Joined the Company<br>Appointed Director<br>Appointed Managing Director<br>Appointed Director and Senior Managing Executive Officer (current position)<br>In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets, Pipe & Tube Sales, Steel Sheets, Steel Bars & Construction Materials Dept. 2., Steel Structure Marketing, Project, Distributor Sales, Nagoya Branch Office, Hokkaido Branch Office, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, Atsugi Branch Office, Mito Branch Office and Shizuoka Branch Office (current position) | 40,550 shares                        |
| 7   | Hiroshi Ebihara<br>(November 1, 1954)     | April 1977<br>June 2005<br>April 2010<br>April 2012<br><br>April 2013   | Joined the Company<br>Appointed Director<br>Appointed Managing Director<br>Appointed Director and Senior Managing Executive Officer (current position)<br>In charge of International Trade Dept. 1., International Trade Dept. 2., Shapes & Structural Steel International, Trade Administration, Tokyo HQ Steel Bars & Construction Materials Dept. 1., Ferrous Raw Materials and Wire Products, Special Steel & Titanium of all offices (current position)  | 39,227 shares                        |
| 8   | Akihiko Ogasawara<br>(September 30, 1953) | April 1976<br>June 2006<br>April 2011<br>April 2012<br>April 2013   | Joined the Company<br>Appointed Director<br>Appointed Managing Director<br>Appointed Director and Managing Executive Officer<br>Appointed Director and Senior Managing Executive Officer (current position)<br>In charge of Non-ferrous Metals, Metals & Alloys and Special Metals & Alloys (current position)  | 35,539 shares                        |
| 9   | Atsuhiko Moriguchi<br>(December 12, 1951) | April 1975<br>April 2001<br>June 2008<br>April 2012<br><br>April 2013   | Joined the Company<br>General Manager of Accounting Dept.<br>Appointed Director<br>Appointed Director and Managing Executive Officer (current position)<br>In charge of Accounting, Affiliated Enterprises, Information System and Finance (current position)   | 24,518 shares                        |

| No. | Name<br>(Date of birth)               | Brief career summary, positions and job responsibilities at the Company<br>(Significant concurrent positions) |   | Number of shares of the Company held |
|-----|---------------------------------------|---|---|--------------------------------------|
| 10  | Tadahiko Kaida<br>(July 26, 1953)     | April 1977<br>April 1998<br><br>April 2002<br>June 2006<br>April 2012<br><br>April 2013                       | <p>Joined the Company<br/>General Manager of Osaka HQ Structural Steel Sheets Dept.<br/>Appointed President of Hanwa Steel Service Ltd.<br/>Appointed Director<br/>Appointed Director and Managing Executive Officer (current position)<br/>In charge of Osaka HQ Steel Sheets Div. 1., Steel Sheets Div. 2., Stainless Steel &amp; Aluminum Sheet and Steel Service Business, and Assistant to the Executive Officer in charge of Osaka HQ Wire Products, Special Steel &amp; Titanium (current position)</p> <p>(Significant concurrent positions)<br/>President of HANWA STEEL SERVICE MEXICANA ,S.A.DE C.V.</p> | 36,814 Shares                        |
| 11  | Naoyuki Togawa<br>(February 18, 1952) | March 1974<br>April 1998<br><br>April 2009<br>June 2009<br>April 2012<br><br>April 2013                       | <p>Joined the Company<br/>General Manager of Construction Materials Dept., Nagoya Branch Office<br/>General Manager of Nagoya Branch Office<br/>Appointed Director<br/>Appointed Director and Managing Executive Officer (current position)<br/>General Manager of Nagoya Branch Office<br/>In charge of Shizuoka Branch Office and Ferrous Raw Material of all offices, and Assistant to the Executive Officer in charge of Nagoya Wire Products, Special Steel &amp; Titanium (current position)</p>  | 27,610 shares                        |
| 12  | Yasumichi Kato<br>(April 26, 1955)    | April 1978<br>April 2005<br><br>June 2010<br>April 2012<br><br>April 2013                                     | <p>Joined the Company<br/>General Manager of Tokyo HQ Structural Steel Sheets Dept. 1.<br/>Appointed Director<br/>Appointed Director and Managing Executive Officer (current position)<br/>In charge of Osaka HQ Steel Plate, Structural Steel Sheets Dept. 1., Structural Steel Sheets Dept. 2., Steel Sheets Sales, Machinery and Lumber &amp; Plywood (current position)</p>   | 62,499 shares                        |
| 13  | Yoshiaki Matsuoka<br>(May 25, 1952)   | April 1977<br>January 2001<br>June 2006<br>April 2012<br>April 2013   | <p>Joined the Company<br/>General Manager of Non-ferrous Metals Dept.<br/>Appointed Director<br/>Appointed Director and Executive Officer<br/>Appointed Director and Managing Executive Officer (current position)<br/>In charge of Petroleum, Bunker Oil, Chemicals and Food (current position)</p>  | 37,336 shares                        |

| No. | Name<br>(Date of birth)                 | Brief career summary, positions and job responsibilities at the Company<br>(Significant concurrent positions)   | Number of shares of the Company held |
|-----|---|---|--------------------------------------|
| 14  | Osamu Seki<br>(August 23, 1939)         | <p>April 1962      Joined Ministry of International Trade and Industry (MITI)</p> <p>June 1987      Appointed General Manager, Osaka Bureau of International Trade and Industry</p> <p>June 1992      Appointed Director-General of Small and Medium Enterprise Agency</p> <p>June 1995      Appointed Managing Director of Sumitomo Electric Industries, Ltd. (SEI)</p> <p>June 1999      Appointed Vice President and Representative Director of SEI</p> <p>June 2002      Appointed Outside Director of P.S. Mitsubishi Construction Co., Ltd.</p> <p>June 2004      Appointed Chairman and Representative Director of Nuclear Fuel Industries, Ltd.</p> <p>June 2007      Appointed Director (current position)</p> <p>February 2012   Registered as an Attorney-at-Law (Shoyu Law Office) (current position)</p> <p>(Significant concurrent positions)<br/>Attorney-at-Law (Shoyu Law Office)</p>  | 19,213 shares                        |
| 15  | Shiro Yabushita<br>(November 13, 1943)  | <p>June 1972      Graduated from Graduate School of Arts &amp; Sciences, Yale University (Ph. D. in Economics)</p> <p>August 1972    Full-time Instructor, School of Economics, Tokyo Metropolitan University</p> <p>January 1973    Associate Professor, School of Economics, Tokyo Metropolitan University</p> <p>April 1976      Associate Professor, School of Economics, Yokohama National University</p> <p>April 1985      Professor, School of Economics, Yokohama National University</p> <p>April 1991      Professor, School of Political Science and Economics, Waseda University (currently Professor, Faculty of Political Science and Economics, Waseda University) (current position)</p> <p>September 2004   Dean, Faculty of Political Science and Economics and School of Political Science and Economics, Waseda University</p> <p>September 2008   Dean, Waseda University Organization for Japan-US Studies</p> <p>April 2009      Director, Research Council, Waseda University</p> <p>June 2011      Appointed Director (current position)</p> <p>(Significant concurrent positions)<br/>Professor, Faculty of Political Science and Economics, Waseda University</p> | 14,314 shares                        |
| 16  | Hiroaki Tsujinaka<br>(January 30, 1952) | <p>April 1975      Joined the Company</p> <p>April 1998      General Manager of Osaka HQ Steel Plate Dept.</p> <p>June 2005      Appointed Director</p> <p>April 2012      Appointed Director and Executive Officer (current position)</p> <p>In charge of Osaka HQ Steel Bars &amp; Construction Materials Dept. 1., Steel Bars &amp; Construction Materials Dept. 2., Distributor Sales, Project, Kyushu Branch Office, Okayama Branch Office and Okinawa Branch Office, and Assistant to the Executive Officer in charge of Osaka HQ Ferrous Raw Materials and Steel Structure Marketing (current position)</p>  | 50,796 shares                        |

| No. | Name<br>(Date of birth)                   | Brief career summary, positions and job responsibilities at the Company<br>(Significant concurrent positions)   | Number of shares of the Company held |
|-----|---|---|--------------------------------------|
| 17  | Takatoshi Kuchiishi<br>(October 23, 1958) | <p>April 1981      Joined the Company</p> <p>April 2002      General Manager of Steel Bars &amp; Construction Materials Dept. 2., Nagoya Branch Office</p> <p>June 2010      Appointed Director</p> <p>April 2012      Appointed Director and Executive Officer (current position)</p> <p>In charge of Tokyo HQ Steel Bars &amp; Construction Materials Dept. 1., Steel Bars &amp; Construction Materials Dept. 2., Shape &amp; Structural Steel International, Project and Tohoku Branch Office, and Assistant to the Executive Officer in charge of Tokyo HQ Ferrous Raw Materials, and in charge of Steel Structure Marketing of all offices (current position)</p> <p>(Significant concurrent positions)<br/>President of Hanwa Fellows Engineering (China) Co., Ltd.</p> | 21,460 shares                        |

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Mr. Osamu Seki and Mr. Shiro Yabushita are candidates for the positions of Outside Directors. Both Mr. Osamu Seki and Mr. Shiro Yabushita are Independent Director candidates as required by the provisions of the Tokyo Stock Exchange, Inc. and other financial institutions.
  3. Mr. Osamu Seki has been nominated for the position of Outside Director in view of his strong character and capabilities, in addition to his extensive experience in public affairs and corporate management. The Company believes that he will add a comprehensive and multidisciplinary perspective to management decision making.
  4. Mr. Osamu Seki is currently an Outside Director of the Company. At the close of this General Shareholders Meeting he will have served for six years.
  5. Mr. Osamu Seki has entered into an agreement with the Company limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of the Companies Act. The Company plans to continue the above agreement with Mr. Osamu Seki if he is reelected.
  6. Mr. Shiro Yabushita has been nominated for the position of Outside Director in view of his strong character and capabilities, in addition to the Company's expectation that he will provide the Company with valuable opinions and suggestions from professional standpoint on the basis of his extensive experience and insight regarding his study on economics and financing at a university.  
Although Mr. Shiro Yabushita has never been involved in corporate management other than being an Outside Director, the Company believes that he can appropriately carry out his duty as an Outside Director due to the above reasons.
  7. Mr. Shiro Yabushita is currently an Outside Director of the Company. At the close of this General Shareholders Meeting he will have served for two years.
  8. Mr. Shiro Yabushita has entered into an agreement with the Company limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of the Companies Act. The Company plans to continue the above agreement with Mr. Shiro Yabushita if he is reelected.
  9. Number of shares of the Company held by the candidates includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.

### Proposal No.3 Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Toshiaki Shirakawa will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect one (1) Corporate Auditor. The Board of Corporate Auditors has previously given its approval for this proposal.

The candidate for Corporate Auditor is as follows:

| Name<br>(Date of birth)             | Brief career summary and positions at the Company<br>(Significant concurrent positions)  | Number of<br>shares of the<br>Company held |
|-------------------------------------|--|--|
| Youichi Ejima<br>(October 31, 1949) | April 1972      Joined the Company<br>June 2009      Appointed Director<br>April 2012      Appointed Director and Managing Executive Officer<br>(current position) | 25,073<br>shares                           |

- Notes:
1. There are no special interests between the candidate and the Company.
  2. Mr. Youichi Ejima is a new candidate for the position of Corporate Auditor.
  3. Number of shares of the Company held by the candidate includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.



## **Procedure for submitting votes using the Internet**

If you plan to vote using the Internet, please read the following instructions and precautions first.

1. Votes can be submitted using the Internet only on the website designated by the Company for this purpose. This site can be accessed from a cell phone, too.  
URL for votes: <http://www.web54.net>
2. To vote using the Internet, use the voting rights code and password that are shown on the enclosed Voting Form and then enter your votes by following instructions provided by the website.
3. Internet votes must be received no later than the day immediately before the date of the General Shareholders Meeting during the business hours (by 5:00 p.m. on Wednesday, June 26, 2013 Japan time). However, shareholders are asked to submit votes as soon as possible in order to expedite the vote tabulation process.
4. If a shareholder submits votes in writing and using the Internet, only the Internet votes will be counted.
5. If a shareholder submits votes using the Internet more than once, or submits multiple votes using a personal computer and a cell phone, only the last votes received will be treated as valid.
6. When using the Internet to vote, shareholders are responsible for Internet Service Provider connection fees and communication carrier fees.

## **System Requirements for Voting via the Internet**

Submitting votes using the website listed above requires the following hardware and software.

- 1) Internet access
- 2) When using a personal computer to vote, the Internet browser must be Microsoft® Internet Explorer 5.01 SP2 or a subsequent version. In addition, hardware that can use the above browser is required.
- 3) When using a cell phone to vote, the handset must be capable of using 128-bit SSL encryption. (Since votes can be submitted using only handsets that can use 128-bit SSL encryption in order to ensure security, votes cannot be submitted using some handsets.)

(Microsoft is a registered trademark in the U.S. and other countries of Microsoft Corporation.)

### **Inquiries concerning submitting votes using the Internet**

Please use the phone number below for any questions concerning how to submit votes using the Internet.

Transfer agent: Sumitomo Mitsui Trust Bank, Limited

Stock Transfer Agency Web Support

Dedicated Line: Toll-free: 0120-652-031 (9:00-21:00)

For inquiries concerning matters other than submitting votes, call

0120-782-031 (9:00-17:00 on weekdays;  
not available on weekends and holidays)

### **Information concerning use of Electronic Voting Platform**

Instead of submitting votes via the Internet as explained above, nominee shareholders such as trust banks acting as administrators (including standing proxies) can use the Electronic Voting Platform operated by Investor Communications Japan, Inc. (ICJ), which is owned jointly by Tokyo Stock Exchange, Inc. and other companies, to submit votes electronically at the Ordinary General Shareholders Meeting. To use this method, a shareholder must apply in advance for the use of the Electronic Voting Platform.