

This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities Code 8078)
June 11, 2014

To Those Shareholders with Voting Rights:

Hironari Furukawa
Representative Director and President
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 67TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially invited to attend the 67th 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 (page 5 through 10), and cast your vote by 5:00 p.m. on Thursday, June 26, 2014 Japan time.

■ Exercise of voting rights in writing

Indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it to the Company so that it may arrive before the above voting deadline.

■ Exercise of voting rights electronically (via the Internet)

Refer to the “Guide to Exercising Voting Rights Electronically (via the Internet)” described in the page 4 of this document, and access the website designated by the Company (<http://www.web54.net>) to enter your approval or disapproval of each proposal before the above voting deadline by following the instructions provided in the website.

1. Date and Time: Friday, June 27, 2014 at 10:00 a.m. Japan time

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

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 67th Fiscal Year (April 1, 2013 - March 31, 2014) 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 67th Fiscal Year (April 1, 2013 - March 31, 2014)

Proposals to be resolved:

- Proposal No. 1:** Dividends from Surplus
Proposal No. 2: Election of Thirteen (13) Directors
Proposal No. 3: Election of One (1) Corporate Auditor

- In accordance with laws and regulations as well as Article 18 of the Company’s Articles of Incorporation, the following items are posted on the Company’s website (<http://www.hanwa.co.jp>) and therefore not

included in the attached documents to this Notice.

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

The “Notes to Consolidated Financial Statements” and “Notes to Non-Consolidated Financial Statements” have been combined with the Consolidated Financial Statements and Non-Consolidated Financial Statements for the auditing process, in order for the preparation of the Audit Report and the Independent Auditor’s Report by the Corporate Auditors and the Independent Auditor.

- 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>).

Guide to Exercising Voting Rights

| Voting by attending the General Shareholders Meeting in person | |
|---|---|
| If you plan to attend the Meeting, please present the enclosed Voting Form to the receptionist when you arrive at the venue. | Date and time of the Meeting: Friday, June 27, 2014 at 10:00 a.m. Japan time |
| <ul style="list-style-type: none"> • Please bring with you this Notice to the venue on the day of the Meeting. • As the light clothing (Cool Biz) dress code will be followed at the Meeting, we would appreciate it if you could come to the Meeting wearing light clothing. | |

| Voting in writing | |
|---|---|
| Please indicate your approval or disapproval of each on the enclosed Voting Form and return it. | Deadline for voting: By 5:00 p.m. on Thursday, June 26, 2014 Japan time (Arrival of Voting Forms) |

| Voting via the Internet | |
|--|---|
| Please enter your approval or disapproval of each proposal in the website designated by the Company (http://www.web54.net). | Deadline for voting: By 5:00 p.m. on Thursday, June 26, 2014 Japan time (Acceptance of entries) |

< 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 ICJ, Inc., 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, the shareholders are required to apply in advance for the use of the Electronic Voting Platform.

Guide to Exercising Voting Rights Electronically (via 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 mobile 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 Thursday, June 26, 2014 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 as effective ones.
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.
7. 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 6.0 or a subsequent version. In addition, hardware that can use the above browser is required.
 - 3) When using a mobile 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. You may also exercise voting rights using the full browser function of mobile phones, including smartphones, but please note that such exercise may not be possible depending on the mobile phone model.)

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

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

| |
|--|
| <p>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 exercising voting rights, call 0120-782-031 (9:00-17:00 on weekdays; not available on weekends and holidays)</p> |
|--|

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 67th 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 ¥6 per common share. The aggregate dividend will be ¥1,243,334,952. Since the Company paid an interim dividend of ¥6 per common share in December 2013, this will result in an annual dividend of ¥12 per common share. |
| (3) Effective date of dividend payment | June 30, 2014 |

Proposal No. 2: Election of Thirteen (13) Directors

The terms of office of all seventeen (17) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect Thirteen (13) Directors.

The candidates for Directors are as follows:

| No. | Name (Date of birth) | Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions) |
|-----|--|--|
| 1 | Shuji Kita (January 28, 1943) ■Number of shares of the Company held 461,980 shares | <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) Director of Hanwa Scholarship Foundation Outside Director of Keihan Electric Railway Co., Ltd.</p> |
| 2 | Hironari Furukawa (October 30, 1946) ■Number of shares of the Company held 103,091 shares | <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 Representative Director and President</p> <p>April 2012 Appointed Representative Director and President (Chief Executive Officer) (current position)</p> |
| 3 | Hideo Kawanishi (March 15, 1950) ■Number of shares of the Company held 100,855 shares | <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</p> <p>April 2014 Appointed Director and Executive Vice President (current position)</p> <p>Senior General Manager of Osaka Head Office In charge of Osaka HQ Steel and Machinery (current position)</p> |

| No. | Name (Date of birth) | Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions) | |
|-----|---|--|--|
| 4 | Hiroshi Serizawa (December 26, 1951) ■Number of shares of the Company held 42,686 shares | April 1975 June 2005 April 2010 April 2012 April 2014 | Joined the Company Appointed Director Appointed Managing Director Appointed Director and Senior Managing Executive Officer (current position) In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets, Pipe & Tube Sales, Steel Sheets, Steel Bars & Construction Materials Dept. 1., Steel Bars & Construction Materials Dept. 2., Shapes & Structural Steel International, Ferrous Raw Materials, Steel Structure Marketing, Project, Distributors Sales, Wire Products, Special Steel & Titanium, Steel Processing Project Promote Team, 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) |
| 5 | Akihiko Ogasawara (September 30, 1953) ■Number of shares of the Company held 38,218 shares | April 1976 June 2006 April 2011 April 2012 April 2013 April 2014 | Joined the Company Appointed Director Appointed Managing Director Appointed Director and Managing Executive Officer Appointed Director and Senior Managing Executive Officer (current position) In charge of Non-ferrous Metals, Metals & Alloys, Special Metals & Alloys and Hedging Administration Office (current position) |
| 6 | Atsuhiko Moriguchi (December 12, 1951) ■Number of shares of the Company held 27,206 shares | April 1975 April 2001 June 2008 April 2012 April 2014 | Joined the Company General Manager of Accounting Dept. Appointed Director Appointed Director and Managing Executive Officer Appointed Director and Senior Managing Executive Officer (current position) In charge of overall administrations (current position) |
| 7 | Osamu Seki (August 23, 1939) ■Number of shares of the Company held 21,900 shares | April 1962 June 1987 June 1992 June 1995 June 1999 June 2002 June 2004 June 2007 February 2012 | Joined Ministry of International Trade and Industry (MITI) Appointed General Manager, Osaka Bureau of International Trade and Industry Appointed Director-General of Small and Medium Enterprise Agency Appointed Managing Director of Sumitomo Electric Industries, Ltd. (SEI) Appointed Vice President and Representative Director of SEI Appointed Outside Director of P.S. Mitsubishi Construction Co., Ltd. Appointed Chairman and Representative Director of Nuclear Fuel Industries, Ltd. Appointed Director (current position) Registered as an Attorney-at-Law (Shoyu Law Office) (current position) (Significant concurrent positions) Attorney-at-Law (Shoyu Law Office) |

| No. | Name (Date of birth) | Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions) |
|-----|--|---|
| 8 | <p data-bbox="256 479 421 510"><u>New candidate</u></p> <p data-bbox="256 512 488 573">Ryuji Hori (September 3, 1943)</p> <p data-bbox="256 607 488 703">■Number of shares of the Company held 0 share</p> | <p data-bbox="512 315 1390 347">April 1966 Joined Iwai Sangyo Company Ltd. (currently Sojitz Corporation)</p> <p data-bbox="512 349 1390 409">June 1996 Appointed Director of Nissho Iwai Corporation (currently Sojitz Corporation)</p> <p data-bbox="512 412 1390 443">June 2000 Appointed Managing Director of Nissho Iwai Corporation</p> <p data-bbox="512 445 1390 506">June 2002 Appointed Senior Managing Executive Officer of Nissho Iwai Corporation</p> <p data-bbox="512 508 1390 539">April 2003 Professor, School of Law, Waseda University</p> <p data-bbox="512 542 1390 573">April 2004 Professor, Waseda Law School, Waseda University</p> <p data-bbox="512 575 1390 636">June 2005 Audit & Supervisory Board Member (External Auditor) of Tokuyama Corporation (current position)</p> <p data-bbox="512 638 1390 669">June 2011 Outside Director of Riskmonster.com (current position)</p> <p data-bbox="512 672 1390 703">June 2012 Outside Director of T&D Holdings, Inc. (current position)</p> <p data-bbox="512 705 1390 759">April 2014 Advisor of TMI Associates (current position)</p> <p data-bbox="512 761 1390 792">(Significant concurrent positions)</p> <p data-bbox="512 795 1390 855">Audit & Supervisory Board Member (External Auditor) of Tokuyama Corporation (current position)</p> <p data-bbox="512 857 1390 889">Outside Director of Riskmonster.com (current position)</p> <p data-bbox="512 891 1390 922">Outside Director of T&D Holdings, Inc. (current position)</p> |
| 9 | <p data-bbox="256 898 464 958">Yasumichi Kato (April 26, 1955)</p> <p data-bbox="256 992 488 1088">■Number of shares of the Company held 77,272 shares</p> | <p data-bbox="512 875 1390 907">April 1978 Joined the Company</p> <p data-bbox="512 909 1390 940">April 2005 General Manager of Tokyo HQ Structural Steel Sheets Dept. 1.</p> <p data-bbox="512 943 1390 974">June 2010 Appointed Director</p> <p data-bbox="512 976 1390 1037">April 2012 Appointed Director and Managing Executive Officer (current position)</p> <p data-bbox="512 1039 1390 1099">April 2014 In charge of International Trade Dept. 1., International Trade Dept. 2., Trade Administration and Lumber & Plywood (current position)</p> |
| 10 | <p data-bbox="256 1176 480 1236">Yoshiaki Matsuoka (May 25, 1952)</p> <p data-bbox="256 1270 488 1366">■Number of shares of the Company held 41,355 shares</p> | <p data-bbox="512 1122 1390 1153">April 1977 Joined the Company</p> <p data-bbox="512 1155 1390 1187">January 2001 General Manager of Non-ferrous Metals Dept.</p> <p data-bbox="512 1189 1390 1220">June 2006 Appointed Director</p> <p data-bbox="512 1223 1390 1254">April 2012 Appointed Director and Executive Officer</p> <p data-bbox="512 1256 1390 1317">April 2013 Appointed Director and Managing Executive Officer (current position)</p> <p data-bbox="512 1319 1390 1424">April 2014 In charge of Petroleum Dept. 1., Petroleum Dept. 2., Chemicals, Paper, Food Dept. 1, Food Dept. 2, Food Dept. 3, Food Quality Control Office, New Energy Dept. and Hedging Administration Office (current position)</p> |
| 11 | <p data-bbox="256 1489 480 1550">Naoyuki Togawa (February 18, 1952)</p> <p data-bbox="256 1583 488 1680">■Number of shares of the Company held 29,480 shares</p> | <p data-bbox="512 1435 1390 1467">March 1974 Joined the Company</p> <p data-bbox="512 1469 1390 1529">April 1998 General Manager of Construction Materials Dept., Nagoya Branch Office</p> <p data-bbox="512 1532 1390 1563">April 2009 General Manager of Nagoya Branch Office</p> <p data-bbox="512 1565 1390 1597">June 2009 Appointed Director</p> <p data-bbox="512 1599 1390 1659">April 2012 Appointed Director and Managing Executive Officer (current position)</p> <p data-bbox="512 1662 1390 1744">April 2014 General Manager of Nagoya Branch Office In charge of Shizuoka Branch Office and Ferrous Raw Materials of all offices (current position)</p> |
| 12 | <p data-bbox="256 1758 421 1789"><u>New candidate</u></p> <p data-bbox="256 1792 488 1852">Hiromasa Yamamoto (March 18, 1960)</p> <p data-bbox="256 1886 488 1982">■Number of shares of the Company held 45,686 shares</p> | <p data-bbox="512 1749 1390 1780">April 1983 Joined the Company</p> <p data-bbox="512 1783 1390 1814">March 2005 General Manager of Machinery Dept.</p> <p data-bbox="512 1816 1390 1848">April 2013 Appointed Executive Officer (current position)</p> <p data-bbox="512 1850 1390 1933">April 2014 In charge of Machinery, Osaka HQ Steel Plate, International Trade Dept. 1., International Trade Dept. 2., Trade Administration (current position)</p> |

| No. | Name (Date of birth) | Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions) | |
|-----|---|---|--|
| 13 | <div style="border: 1px solid black; padding: 2px; display: inline-block;">New candidate</div> Yasushi Hatanaka (August 30, 1960) ■Number of shares of the Company held 11,964 shares | April 1983 October 2007 April 2013 April 2014 | Joined the Company General Manager of Osaka HQ Steel Sheets International Dept. 1. Appointed Executive Officer (current position) In charge of Osaka HQ Structural Steel Sheets Dept. 1., Structural Steel Sheets Dept. 2., Steel Sheets Sales, Steel Sheets Dept. 1., Steel Sheets Dept. 2., Stainless Steel & Aluminum Sheet, Wire Products and Special Steel, and Steel Processing Project Promote Team (current position) |

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Osamu Seki and Mr. Ryuji Hori are candidates for the positions of Outside Directors. Both Mr. Osamu Seki and Mr. Ryuji Hori 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 seven 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. Ryuji Hori has been nominated for the position of Outside Director in view of his strong character and capabilities in addition to his extensive experience and knowledge as an expert in legal affairs and corporate management. The Company believes that he will add a comprehensive and multidisciplinary perspective to management decision making.
 7. If the election of Mr. Ryuji Hori is approved, the Company will enter into an agreement with him 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.
 8. 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

Corporate Auditor Toshiaki Taguchi will resign 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 (Date of birth) | Brief career summary and positions at the Company (Significant concurrent positions) | |
|---|---|--|
| New candidate Katsunori Okubo (August 5, 1954) ■Number of shares of the Company held 0 share | April 1978 | Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation (SMBC)) |
| | April 2006 | Appointed Executive Officer and General Manager of Osaka Corporate Banking Dept. III of SMBC |
| | April 2007 | Appointed Executive Officer and General Manager of Hong Kong Branch of SMBC |
| | April 2010 | Appointed Managing Executive Officer of SMBC, (Chairman of the Board of) Sumitomo Mitsui Banking Corporation (China) Limited |
| | June 2012 | Appointed Managing Executive Officer of SMBC |
| | May 2013 | Appointed Advisor of SMBC (current position) |

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Katsunori Okubo is a candidate for the position of Outside Corporate Auditor.
 3. Mr. Katsunori Okubo will be elected as a substitute for Corporate Auditor, Mr. Toshiaki Taguchi. Therefore, his term of office will be the period until the close of the 68th Ordinary General Shareholder Meeting to be held in June 2015 in accordance with the provisions of the Company's Articles of Incorporation.
 4. Mr. Katsunori Okubo has been nominated for the position of Outside Corporate Auditor because the Company believes that he will be able to audit the Company's management from the global perspective with his strong character and capabilities based on his extensive experience and knowledge in the international arena of financial institutions.
 5. If the election of Mr. Katsunori Okubo is approved, the Company will enter into an agreement with him 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.