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(Securities Code 8078)  
June 26, 2015

## To Our Shareholders

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 RESOLUTIONS OF THE 68TH ORDINARY GENERAL SHAREHOLDERS MEETING

We are pleased to announce that the matters outlined below were reported and resolved at the 68th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (the “Company”) held on June 26, 2015.

- Matters reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 68th Fiscal Year (April 1, 2014 - March 31, 2015) 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 68th Fiscal Year (April 1, 2014 - March 31, 2015)
- The particulars of the above 1 and 2 were reported.

**Proposals resolved:**

- Proposal No. 1:** Appropriation of Surplus  
The proposal was approved and adopted as proposed. The year-end dividend was decided to be ¥7.50 per share. The annual dividend for the current fiscal year is ¥15 per share, together with an interim dividend of ¥7.50 per share.
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation  
The proposal was approved and adopted as proposed. Summary of amendments are as follows:
- (1) In order to prepare for its future business development, the Company added new business description.
  - (2) In conjunction with the enforcement of the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) on May 1, 2015, the Company made necessary amendments.
  - (3) In order to prepare for cases where the number of corporate auditors falls short of the number stipulated by laws and regulations, the Company established a new provision concerning substitute corporate auditors to set expiry date of the resolution of their election as well as to define a term when a substitute corporate auditor assumes the office of corporate auditor.
- Proposal No. 3:** Election of Fifteen (15) Directors  
The proposal was approved and adopted as proposed. Shuji Kita, Hironari Furukawa, Hideo Kawanishi, Hiroshi Serizawa, Akihiko Ogasawara, Atsuhiko Moriguchi, Naoyuki Togawa, Osamu Seki, Ryuji Hori, Yasumichi Kato, Yoshiaki Matsuoka, Hiromasa Yamamoto, Yasushi Hatanaka, Hidemi Nagashima and Yoichi

Nakagawa were elected as Directors and assumed their respective offices. Osamu Seki and Ryuji Hori are Outside Directors.

**Proposal No. 4:** Election of Two (2) Corporate Auditors

The proposal was approved and adopted as proposed. Kazuhiko Okada and Katsunori Okubo were elected as Corporate Auditors and assumed their respective offices. Katsunori Okubo is Outside Corporate Auditor.

**Proposal No. 5:** Partial Amendments and Continuation of Large-scale Purchase Countermeasures (Takeover Defense)

The proposal was approved and adopted as proposed.

## Notice

The new Directors and Corporate Auditors after the conclusion of the Ordinary General Shareholders Meeting are as follows:

Representative Director and Chairman		Shuji Kita
Representative Director and President		Hironari Furukawa
Director and Executive Vice President		Hideo Kawanishi
Director and Executive Vice President		Hiroshi Serizawa
Director and Senior Managing Executive Officer		Akihiko Ogasawara
Director and Senior Managing Executive Officer		Atsuhiko Moriguchi
Director and Senior Managing Executive Officer		Naoyuki Togawa
Director	(*1)	Osamu Seki
Director	(*1)	Ryuji Hori
Director and Managing Executive Officer		Yasumichi Kato
Director and Managing Executive Officer		Yoshiaki Matsuoka
Director and Executive Officer		Hiromasa Yamamoto
Director and Executive Officer		Yasushi Hatanaka
Director and Executive Officer		Hidemi Nagashima
Director and Executive Officer		Yoichi Nakagawa
Standing Corporate Auditor (Full-time)		Yoichi Ejima
Standing Corporate Auditor (Full-time)		Kazuhiko Okada
Corporate Auditor	(*2)	Yasuo Naide
Corporate Auditor	(*2)	Hiroshige Wagatsuma
Corporate Auditor	(*2)	Katsunori Okubo

(\*1) Outside Director

(\*2) Outside Corporate Auditor

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### Payment of Year-end Dividend

The year-end dividend for the Company's 68th Fiscal Year will be paid out during the payment period, at your nearby branch and local office of Japan Post Bank Co., Ltd. located throughout Japan and post office (bank agent), in accordance with the enclosed "Dividend Payment Certificate." If you have already designated a specific account to which we should transfer the dividend, please refer to the enclosed "Dividend Statement" and "Information concerning Accounts Used for the Direct Deposit of Dividends." With regard to the account to receive dividends, if you have selected the method of allocation in proportion to the number of shares held, please contact your account management institution (such as a securities company).