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(Securities Code 8078)  
June 29, 2017

**To Our Shareholders:**

Hironari Furukawa  
Representative Director and President  
Hanwa Co., Ltd.  
4-3-9 Fushimi-machi,  
Chuo-ku, Osaka, Japan

## **NOTICE OF RESOLUTIONS OF THE 70TH ORDINARY GENERAL SHAREHOLDERS MEETING**

We are pleased to announce that the matters outlined below were reported and resolved at the 70th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (the “Company”) held on June 29, 2017.

- Matters reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 70th Fiscal Year (April 1, 2016 - March 31, 2017) 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 70th Fiscal Year (April 1, 2016 - March 31, 2017)
- 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 ¥10 per share. The annual dividend for the current fiscal year is ¥19 per share, together with an interim dividend of ¥9 per share.
- Proposal No. 2:** Reverse Stock Split  
The proposal was approved and adopted as proposed.  
With respect to common stock of the Company, the Company will consolidate the shares at a ratio of one for five on the effective date of October 1, 2017.  
Accordingly, the number of shares authorized to be issued will be 114,000,000 shares.

**Proposal No. 3:** Partial Amendments to the Articles of Incorporation

The proposal was approved and adopted as proposed.

The details of the changes are as follows.

- (1) The Company revised Article 2. (Purpose) to enable a flexible response to new businesses.
- (2) From the perspective of strengthening governance, the Company deleted Article 23. (Person authorized to convene the board of directors meeting and act as chairman) so as to delegate authority by, for instance, authorizing each director to convene the board of directors meeting and act as chairman.
- (3) For the purpose of enhancing the supervising function of the Board of Directors and clarifying the executive officer system which has been introduced, the Company added a new provision of Article 27 concerning executive officers and deleted some positions of directors with special titles, which overlap the titles under the executive officer system, from Paragraph 2 of Article 22.
- (4) The Company made changes to the numbering of articles due to the other additions, changes, and deletions to Articles, revisions to wording, and other necessary changes.

**Proposal No. 4:** Election of Fourteen (14) Directors

The proposal was approved and adopted as proposed.

Shuji Kita, Hironari Furukawa, Hiroshi Serizawa, Akihiko Ogasawara, Yasumichi Kato, Hidemi Nagashima, Yoichi Nakagawa, Yasuharu Kurata, Osamu Seki, Ryuji Hori, Hiromasa Yamamoto, Yasushi Hatanaka, Yoichi Sasayama and Chiro Ideriha were elected as Directors and assumed their respective offices.  
Osamu Seki and Ryuji Hori are Outside Directors.

**Proposal No. 5:** Election of Two (2) Corporate Auditors

The proposal was approved and adopted as proposed.

Hideo Kawanishi and Naoyuki Togawa were elected as Corporate Auditors and assumed their respective offices.

## Notice

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

Director and Chairman		Shuji Kita
Representative Director and President		Hironari Furukawa
Representative Director and Executive Vice President		Hiroshi Serizawa
Director and Senior Managing Executive Officer		Akihiko Ogasawara
Director and Senior Managing Executive Officer		Yasumichi Kato
Director and Senior Managing Executive Officer		Hidemi Nagashima
Director and Senior Managing Executive Officer		Yoichi Nakagawa
Director and Senior Managing Executive Officer		Yasuharu Kurata
Director	(*1)	Osamu Seki
Director	(*1)	Ryuji Hori
Director and Managing Executive Officer		Hiromasa Yamamoto
Director and Managing Executive Officer		Yasushi Hatanaka
Director and Managing Executive Officer		Yoichi Sasayama
Director and Executive Officer		Chiro Ideriha
Corporate Auditor (Full-time)		Hideo Kawanishi
Corporate Auditor (Full-time)		Naoyuki Togawa
Corporate Auditor	(*2)	Yasuo Naide
Corporate Auditor	(*2)	Katsunori Okubo
Corporate Auditor	(*2)	Mitsuo Hirakata

(\*1) Outside Director

(\*2) Outside Corporate Auditor

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### Payment of Year-end Dividend

The year-end dividend for the Company's 70th 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).