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(Securities Code 8078)

June 5, 2018

To Those Shareholders with Voting Rights:

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

**NOTICE OF
THE 71ST ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially invited to attend the 71st 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 17), and cast your vote by 5:00 p.m. on Thursday, June 21, 2018 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 via the Internet

Refer to the “Guide to Exercising Voting Rights via the Internet, etc.” described in the page 4 of this document, and access the website designated by the Company (<https://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 22, 2018 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)

2. Place: Seventh Floor Conference Room
Hanwa Co., Ltd.
HK Yodoyabashi Garden Avenue Bldg., 4-3-9 Fushimi-machi, Chuo-ku, Osaka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 71st Fiscal Year (April 1, 2017 - March 31, 2018) 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 71st Fiscal Year (April 1, 2017 - March 31, 2018)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Fourteen (14) 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 StatementsThe "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, Consolidated Financial Statements and Non-Consolidated Financial Statements, if any, will be posted on the Company's 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 22, 2018 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 casual attire. 	

Voting in writing	
Please indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.	Deadline for voting: By 5:00 p.m. on Thursday, June 21, 2018 Japan time (Arrival of Voting Forms)

Voting via the Internet	
Please enter your approval or disapproval of each proposal on the website designated by the Company (https://www.web54.net).	Deadline for voting: By 5:00 p.m. on Thursday, June 21, 2018 Japan time (Acceptance of entries)

< Information concerning use of Electronic Voting Platform > (To institutional investors)

Institutional investors can also use the Electronic Voting Platform operated by ICJ, Inc. to submit votes electronically for the Ordinary General Shareholders Meeting.

Guide to Exercising Voting Rights via the Internet, etc.

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

1. Website for exercising voting rights
Votes can be submitted via the Internet only on the website designated by the Company for this purpose.
URL for votes: <https://www.web54.net>
2. How to exercise your voting rights
 - (1) If you wish to exercise your voting rights using the Internet, please 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.
 - (2) Internet votes must be received no later than 5:00 p.m. on Thursday, June 21, 2018 Japan time. Shareholders are asked to submit votes as soon as possible.
 - (3) If a shareholder submits two votes in writing and via the Internet etc., the Internet votes will be counted as effective ones. Additionally, 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.
 - (4) When voting via the Internet, shareholders are responsible for Internet Service Provider connection fees and communication carrier fees (connection fees, etc.).
3. Handling of your voting rights code and password
 - (1) The password is important information to verify that the voter is a genuine shareholder. We ask that you handle this information with the same care and attention as you would to your personal seal or passcode.
 - (2) If you input a wrong password more than a certain number of times, your password will be locked. If you wish to have your password re-issued, please follow the instructions on the screen.
 - (3) The password written on the Voting Form is only valid for this General Shareholders Meeting.
4. Contact information for inquiries on how to use your personal computer for voting
 - (1) If you have any questions regarding how to use your personal computer in order to exercise your voting rights via the Internet, please contact the following support desk:

<p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Web Support Dedicated Line: Toll-free: 0120-652-031 (9:00-21:00, Japan standard time)</p>
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- (2) For other inquiries, please contact the following center:
 - (a) Shareholders who have accounts at securities companies
Please contact the securities companies where you have your accounts.
 - (b) Shareholders who do not have accounts at securities companies (Shareholders who have special accounts at securities companies)

<p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Center Toll-free: 0120-782-031 (9:00 -17:00, Japan standard time, except for weekends and holidays)</p>

Reference Materials for the General Shareholders Meeting

Proposals and References

Proposal No. 1: Appropriation of Surplus

Proposal for the appropriation of surplus is as follows:

Matters concerning the year-end dividend for the 71st fiscal year

The Company regards the sustainable return of earnings to shareholders as one of the most important management responsibilities. While giving its top priority to continuous payment of stable dividends to shareholders, the Company will make constant efforts to improve profitability and pursue increases in the amount of dividend payments in accordance with the rise of the Company's basic revenue level and the collection status of profit generated through strategic investments.

(1) Type of dividend	Cash
(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend	<p>The Company proposes to pay a year-end dividend of ¥75 per common share, consisting of an ordinary dividend of ¥65 per share and a commemorative dividend of ¥10 per share, based on earnings results that exceeded the initial forecast and in recognition of the 70th anniversary of the Company's foundation in the current fiscal year. The aggregate dividend will be ¥3,047,869,875.</p> <p>As the Company has already paid an interim dividend of ¥10 per share (which would amount to ¥50 per share after reflecting the impact of a reverse stock split at a ratio of 5 shares of common shares to 1 share, conducted on October 1, 2017), the annual dividend will be ¥125 per share for the current fiscal year.</p>
(3) Effective date of dividend payment	June 25, 2018

Proposal No. 2: Election of Fourteen (14) Directors

The terms of office of all fourteen (14) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect fourteen (14) Directors.

The candidates for Directors are as follows:

No.	Name	Current positions at the Company	
1	Hironari Furukawa	Representative Director and President	<u>Reelection</u>
2	Hiroshi Serizawa	Representative Director and Executive Vice President	<u>Reelection</u>
3	Yasumichi Kato	Director and Senior Managing Executive Officer	<u>Reelection</u>
4	Hidemi Nagashima	Director and Senior Managing Executive Officer	<u>Reelection</u>
5	Yoichi Nakagawa	Director and Senior Managing Executive Officer	<u>Reelection</u>
6	Yasuharu Kurata	Director and Senior Managing Executive Officer	<u>Reelection</u>
7	Osamu Seki	Director	<u>Reelection</u> <u>Outside Director</u> <u>Independent Director</u>
8	Ryuji Hori	Director	<u>Reelection</u> <u>Outside Director</u> <u>Independent Director</u>
9	Tatsuya Tejima	-	<u>New candidate</u> <u>Outside Director</u> <u>Independent Director</u>
10	Hikomasa Yamamoto	Director and Managing Executive Officer	<u>Reelection</u>
11	Yasushi Hatanaka	Director and Managing Executive Officer	<u>Reelection</u>
12	Yoichi Sasayama	Director and Managing Executive Officer	<u>Reelection</u>
13	Chiro Ideriha	Director and Managing Executive Officer	<u>Reelection</u>
14	Takatoshi Kuchiishi	Managing Executive Officer	<u>New candidate</u>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
1	<p><u>Reelection</u></p> <p>Hironari Furukawa (October 30, 1946)</p> <p>■ Number of shares of the Company held 26,295 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>March 1969 Joined the Company</p> <p>April 1996 Executive Vice President of Hanwa Co., (Hong Kong) Ltd. and Vice General Manager of Asian Region (China & Hong Kong)</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 Executive Vice President</p> <p>April 2011 Appointed Representative Director and President (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Hironari Furukawa has been mainly involved in the Steel business, both domestically and abroad, and has served as Representative Director and President since 2011. He has been nominated for the position of Director because the Company believes that through his strong leadership, he can contribute to expanding the Company's business and strengthen its management foundation by utilizing his extensive experience in the Steel, Metals & Alloys, Non-ferrous Metals businesses etc., along with his global expertise cultivated during his eight year assignment in Hong Kong.</p>		
2	<p><u>Reelection</u></p> <p>Hiroshi Serizawa (December 26, 1951)</p> <p>■ Number of shares of the Company held 9,897 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1975 Joined the Company</p> <p>April 2005 Appointed Corporate Officer In charge of Tokyo Steel Plates and General Manager of Tokyo HQ Steel Plates and Steel Sheets Dept.</p> <p>June 2005 Appointed Director</p> <p>April 2010 Appointed Managing Director</p> <p>April 2012 Appointed Director and Senior Managing Executive Officer</p> <p>April 2015 Appointed Director and Executive Vice President</p> <p>April 2017 Appointed Representative Director and Executive Vice President (current position)</p> <p>[Current responsibilities] In charge of overall Steel Division</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Hiroshi Serizawa has been mainly involved in the Steel business. He has served as Director and Executive Vice President from 2015, and has been serving as Representative Director and Executive Vice President since 2017, currently overseeing the Company's entire Steel business. He has been nominated for the position of Director because the Company believes that he can contribute to further strengthening the earnings base with the high level of expertise and extensive managerial experience cultivated through his career.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
3	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Yasumichi Kato (April 26, 1955)</p> <p>■ Number of shares of the Company held 23,431 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1978 Joined the Company</p> <p>April 2009 Appointed Corporate Officer In charge of Osaka HQ Steel Plates, Structural Steel Sheets and Steel Sheets Sales</p> <p>June 2010 Appointed Director</p> <p>April 2012 Appointed Director and Managing Executive Officer</p> <p>April 2016 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of International Trade Dept. 1, International Trade Dept. 2, Trade Administration Dept. and Lumber & Plywood Dept.</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yasumichi Kato has been mainly involved in the Steel Sheets business under the Steel Division. He served as Director from 2010, in charge of the Osaka HQ Steel Sheets Dept. and Machinery Dept. Since 2016, he has been serving as Director and Senior Managing Executive Officer responsible for supervising the International Trade, Trade Administration and Lumber & Plywood businesses. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance, with his high level of expertise and extensive business experience.</p>
4	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Hidemi Nagashima (February 15, 1960)</p> <p>■ Number of shares of the Company held 8,661 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983 Joined the Company</p> <p>April 2011 Appointed Corporate Officer In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets Dept. 1, Structural Steel Sheets Dept. 2, and Hokkaido Branch Office</p> <p>April 2012 Appointed Executive Officer</p> <p>June 2015 Appointed Director and Executive Officer</p> <p>April 2016 Appointed Director and Managing Executive Officer</p> <p>April 2017 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Tokyo HQ Steel Bars & Construction Materials Dept., Steel Plates & Sheets Dept., Wire Products, Special Steel & Titanium, Hokkaido Branch Office, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, and Assistant to the Executive Officer in charge of Tokyo HQ Machinery</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Hidemi Nagashima has been mainly involved in the Steel Sheet business under the Steel Division. He has served as Director and Executive Officer from 2015, responsible for Tokyo HQ Steel Plates & Sheets Dept. and has been serving as Director and Senior Managing Executive Officer since 2017. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive business experience, and contribute to further improvement in business performance as supervisor in charge of the Steel business and all branches within eastern Japan.</p>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
5	<p style="text-align: center;"><u>Reelection</u></p> <p>Yoichi Nakagawa (August 14, 1961)</p> <p>■ Number of shares of the Company held 4,002 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1986 Joined the Company</p> <p>April 2013 Appointed Corporate Officer In charge of Accounting and Affiliated Enterprises, and General Manager of Accounting Dept. and Affiliated Enterprises Dept.</p> <p>April 2014 Appointed Executive Officer</p> <p>June 2015 Appointed Director and Executive Officer</p> <p>April 2016 Appointed Director and Managing Executive Officer</p> <p>April 2017 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Non-ferrous Metals, Metals & Alloys and Special Metals & Alloys and in charge of overall administrations</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yoichi Nakagawa has been mainly involved in the Accounting Dept. and Finance Dept. He has served as Director and Executive Officer from 2015, responsible for Accounting and Finance, and has been serving as Director and Senior Managing Executive Officer in charge of overall administrations since 2017, while concurrently overseeing the Non-ferrous Metals, Metals & Alloys and Special Metals & Alloys businesses from April 2018 in order to monitor status of marketing and investments mainly for metal resources. He has been nominated for the position of Director because the Company believes he can contribute to further enhancement of corporate value of the Company by utilizing his high level of knowledge, and his global expertise and extensive business experience cultivated over the twelve years of his assignment in the U.S.</p>
6	<p style="text-align: center;"><u>Reelection</u></p> <p>Yasuharu Kurata (September 12, 1959)</p> <p>■ Number of shares of the Company held 1,600 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1982 Joined the Company</p> <p>April 2011 Appointed Corporate Officer General Manager of Asian Region (ASEAN, India, Middle East) In charge of Departments excluding Steel and Machinery and Chairman of HANWA SINGAPORE (PRIVATE) LTD.</p> <p>April 2012 Appointed Executive Officer</p> <p>April 2016 Appointed Managing Executive Officer</p> <p>June 2016 Appointed Director and Managing Executive Officer</p> <p>April 2017 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Energy Division, Food Dept. and in charge of Hedging Administration Office</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yasuharu Kurata has been mainly involved in the Non-ferrous Metals business. From 2010, he was General Representative of Asian Region during his assignment in Singapore of over five years. From 2016, he has served as Director and Managing Executive Officer in charge of the Petroleum & Chemicals and Food Products business, and has been serving as Director and Senior Managing Executive Officer since 2017. He has been nominated for the position of Director because the Company believes that he can utilize his extensive business experience cultivated domestically and abroad and contribute to further improvement in business performance.</p>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
7	<p style="text-align: center;"> Rerelection Outside Director Independent Director </p> <p style="text-align: center;">Osamu Seki (August 23, 1939)</p> <p>■ Number of shares of the Company held 6,081 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<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 1989 Appointed Vice-Minister for Policy Planning and Coordination, Minister's Secretariat</p> <p>June 1990 Appointed Director General of Bureau of Equipment, Defense Agency</p> <p>June 1992 Appointed Director-General of Small and Medium Enterprise Agency</p> <p>June 1993 Retired from MITI</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 (Retired from the position in June 2004)</p> <p>June 2002 Appointed Outside Director of P.S. Mitsubishi Construction Co., Ltd. (Retired from the position in June 2009)</p> <p>June 2004 Appointed Chairman and Representative Director of Nuclear Fuel Industries, Ltd. (Retired from the position in June 2010)</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>December 2015 Outside Director of Mach Corporation co., ltd. (Retired from the position in September 2016)</p> <p>September 2016 Chairman of Japan Diversity Management Improvement Organization (current position)</p> <p>(Significant concurrent position) Attorney-at-Law (Shoyu Law Office)</p>
<p>[Reason for the election of a candidate for the position of Outside Director] Mr. Osamu Seki has extensive knowledge backed by many years of extensive experience in government administration and corporate management, and has worked as an Attorney-at-Law since 2012. He has been nominated for the position of Outside Director because the Company believes that with his noble character and deep insight, he can provide supervision towards the Company's management decisions and business execution from a fair and objective standpoint.</p> <p>[Matters concerning Independence] Mr. Osamu Seki satisfies the "Independence Standards for Outside Officers" (stated on page 17) stipulated by the Company, and the Company has registered him as an independent director pursuant to the provisions of the Tokyo Stock Exchange, Inc. There are no special interests between Mr. Osamu Seki and the Company and the Company judges that there is no factor affecting his independence as Outside Director.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
8	<p style="text-align: center;"> Reelection Outside Director Independent Director </p> <p style="text-align: center;">Ryuji Hori (September 3, 1943)</p> <p>■ Number of shares of the Company held 776 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1966 Joined Iwai Sangyo Company Ltd. (currently Sojitz Corporation)</p> <p>June 1996 Appointed Director of Nissho Iwai Corporation (currently Sojitz Corporation)</p> <p>June 2000 Appointed Managing Director of Nissho Iwai Corporation</p> <p>June 2002 Appointed Senior Managing Executive Officer of Nissho Iwai Corporation (Retired from the position in March 2003)</p> <p>April 2003 Professor, School of Law, Waseda University</p> <p>April 2004 Professor, Waseda Law School, Waseda University (Retired from the position in March 2014)</p> <p>June 2005 Audit & Supervisory Board Member (External Auditor) of Tokuyama Corporation (Retired from the position in June 2017)</p> <p>June 2011 Outside Director of Riskmonster.com (current position)</p> <p>June 2012 Outside Director of T&D Holdings, Inc. (current position)</p> <p>April 2013 Managing Director and Principal of Waseda Osaka Gakuen (current position)</p> <p>April 2014 Advisor of TMI Associates (current position)</p> <p> Professor Emeritus, Waseda University (current position)</p> <p>June 2014 Appointed Director (current position)</p> <p>May 2016 Outside Director of NISHIKI Co., LTD. (current position)</p> <p>(Significant concurrent positions)</p> <p style="padding-left: 20px;">Outside Director of Riskmonster.com</p> <p style="padding-left: 20px;">Outside Director of T&D Holdings, Inc.</p> <p style="padding-left: 20px;">Managing Director and Principal of Waseda Osaka Gakuen</p>
<p>[Reason for the election of a candidate for the position of Outside Director]</p> <p>Mr. Ryuji Hori has extensive knowledge in legal affairs, cultivated through his many years of experience mainly in risk management at a general trading company, along with his experience as a university professor. The Company believes that he can provide supervision towards the Company's management decisions and business execution from a general and multilateral perspective; therefore he has been nominated for the position of Outside Director.</p> <p>[Matters concerning Independence]</p> <p>Mr. Ryuji Hori satisfies the "Independence Standards for Outside Officers" (stated on page 17) stipulated by the Company, and the Company has registered him as an independent director pursuant to the provisions of the Tokyo Stock Exchange, Inc.</p> <p>There are no special interests between Mr. Ryuji Hori and the Company and the Company judges that there is no factor affecting his independence as Outside Director.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
9	<p data-bbox="256 353 489 450"> New candidate Outside Director Independent Director </p> <p data-bbox="256 483 489 544">Tatsuya Tejima (July 12, 1946)</p> <p data-bbox="256 577 489 667"> Number of shares of the Company held 0 shares </p>	<p data-bbox="512 266 1391 763"> April 1969 Joined Toho Zinc Co., Ltd. June 1999 Appointed Director of Toho Zinc Co., Ltd. June 2000 Appointed Executive Officer of Toho Zinc Co., Ltd. January 2002 Appointed Managing Executive Officer of Toho Zinc Co., Ltd. June 2002 Appointed Managing Director and Managing Executive Officer of Toho Zinc Co., Ltd. June 2003 Appointed Representative Director and Managing Director, and Managing Executive Officer of Toho Zinc Co., Ltd. June 2005 Appointed Representative Director and Senior Managing Director, and Senior Managing Executive Officer of Toho Zinc Co., Ltd. June 2006 Appointed Representative Director and President, and COO of Toho Zinc Co., Ltd. June 2008 Appointed Representative Director and President of Toho Zinc Co., Ltd. (Retired from the position in June 2017) June 2017 Appointed Advisor of Toho Zinc Co., Ltd. (current position) June 2017 Outside Director of Furukawa Co., Ltd. (current position) </p> <p data-bbox="512 763 1391 846"> (Significant concurrent positions) Outside Director of Furukawa Co., Ltd. Advisor of Toho Zinc Co., Ltd. </p>
<p data-bbox="245 860 1382 1037"> [Reason for the election of a candidate for the position of Outside Director] Mr. Tatsuya Tejima has extensive knowledge and extensive business experience cultivated through many years of his career as a manager of a listed company, specifically, Representative Director and President of Toho Zinc Co., Ltd. He is newly nominated for the position of Outside Director because the Company believes that with his noble character and deep insight, he can provide supervision towards the Company's management decisions and business execution from a practical and objective standpoint. </p> <p data-bbox="245 1037 1382 1305"> [Matters concerning Independence] Mr. Tatsuya Tejima satisfies the "Independence Standards for Outside Officers" (stated on page 17) stipulated by the Company, and the Company intends to register him as an independent director pursuant to the provisions of the Tokyo Stock Exchange, Inc. He had served as Representative Director and President of Toho Zinc Co., Ltd., who has a business relationship with the Company, until June 2017. However, transactions between the Company and Toho Zinc Co., Ltd. consist of less than 0.2% of the annual consolidated sales of the Company. Therefore, the Company judges that these transactions would not affect his independence as Outside Director in light of their scale and nature. </p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
10	<p style="text-align: center;">Reelection</p> <p>Hiromasa Yamamoto (March 18, 1960)</p> <p>■Number of shares of the Company held 10,906 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983 Joined the Company</p> <p>April 2012 Appointed Corporate Officer In charge of Machinery and Osaka HQ Steel Plates and General Manager of Machinery Dept.</p> <p>April 2013 Appointed Executive Officer</p> <p>June 2014 Appointed Director and Executive Officer</p> <p>April 2016 Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Osaka HQ Steel Bars & Construction Materials Dept. Machinery, Osaka HQ Steel Plates, Kyushu Branch Office, Chugoku Branch Office</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Hiromasa Yamamoto has been mainly involved in the Steel Trading and Machinery businesses. In 1989, he relocated to the U.S. for his assignment over four years. From 2014, he served as Director and Executive Officer, in charge of Machinery, International Trade and Trade Administration. Since 2016, he has been serving as Director and Managing Executive Officer, in charge of the Osaka HQ Steel Bars & Construction Materials, Steel Plates business and all branches in western Japan, along with the Machinery business. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement of the business performance by utilizing his high level of expertise and extensive business experience.</p>
11	<p style="text-align: center;">Reelection</p> <p>Yasushi Hatanaka (August 30, 1960)</p> <p>■Number of shares of the Company held 4,560 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983 Joined the Company</p> <p>August 2012 Appointed Corporate Officer In charge of Osaka HQ Steel Sheets Dept. 1, Steel Sheets Dept. 2, Steel Sheets Dept. 3 and Steel Processing Project Promote Team, Assistant to Director in charge of Tokyo HQ Steel Sheet International and General Manager of Osaka HQ Steel Sheets Dept. 3</p> <p>April 2013 Appointed Executive Officer</p> <p>June 2014 Appointed Director and Executive Officer</p> <p>April 2016 Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] 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</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yasushi Hatanaka has been mainly involved in the Steel Sheets business under the Steel Division. In 2002, he relocated to China for his assignment over five years. From 2014, he served as Director and Executive Officer in charge of Osaka HQ Steel Sheets Dept. and Steel Processing Project, and since 2016, he has been serving as Director and Managing Executive Officer. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive business experience, in further expanding the Steel and Steel Processing Project businesses in which the Steel Sheets Dept. plays a leading role.</p>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
12	<p style="text-align: center;">Reelection</p> <p>Yoichi Sasayama (November 8, 1961)</p> <p>■Number of shares of the Company held 1,047 shares</p> <p>■Attended 12 out of 12 meetings of Board of Directors (100%)</p>	<p>April 1984 Joined the Company</p> <p>April 2012 Appointed Corporate Officer In charge of Tokyo HQ Steel Sheets, and General Manager of Steel Sheets Dept.</p> <p>April 2014 Appointed Executive Officer</p> <p>April 2017 Appointed Managing Executive Officer</p> <p>June 2017 Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] General Manager of Nagoya Branch Office and in charge of Shizuoka Sales Office</p>
<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yoichi Sasayama has been mainly involved in the Steel Sheets Dept. within the Steel Division. In 2014, he was assigned as the General Representative of the Asian Region in charge of Steel and Machinery Dept. working in Thailand and Indonesia for over three years. After his overseas assignment, he has been serving as Director and Managing Executive Officer and General Manager of Nagoya Branch Office since 2017. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance by utilizing his high level of expertise and extensive business experience cultivated domestically and abroad.</p>		
13	<p style="text-align: center;">Reelection</p> <p>Chiro Ideriha (October 3, 1961)</p> <p>■Number of shares of the Company held 7,789 shares</p> <p>■Attended 12 out of 12 meetings of Board of Directors (100%)</p>	<p>April 1984 Joined the Company</p> <p>April 2010 Appointed Corporate Officer In charge of Non-ferrous Metals and Special Metals & Alloys</p> <p>April 2012 Appointed Executive Officer</p> <p>June 2017 Appointed Director and Executive Officer</p> <p>April 2018 Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Non-ferrous Metals, Metals & Alloys and Special Metals & Alloys and in charge of Hedging Administration Office</p>
<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Chiro Ideriha has been mainly involved in Non-ferrous Metals. In 1995, he relocated to Malaysia for an assignment of over four years. From 2017, he served as Director and Executive Officer, and since April 2018, he has been serving as Director and Managing Executive Officer in charge of the Non-ferrous Metals, Metals & Alloys and Special Metals & Alloys businesses and in charge of Hedging Administration Office. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance by utilizing his high level of expertise and extensive business experience cultivated domestically and abroad.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
14	<p style="text-align: center;">New candidate</p> <p>Takatoshi Kuchiishi (October 23, 1958)</p> <p>■ Number of shares of the Company held 8,215 shares</p>	<p>April 1981 Joined the Company</p> <p>April 2010 Appointed Corporate Officer In charge of Tokyo HQ Steel Bars & Construction Materials Dept.1, Dept.2, Ferrous Raw Materials, Steel Structure Marketing, Distributor Sales, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, and in charge of Promotion and Coordination for Steel Structure business of all offices</p> <p>June 2010 Appointed Director</p> <p>September 2010 President of Hanwa Fellows Engineering (China) Co., Ltd. (current position)</p> <p>April 2012 Appointed Director and Executive Officer</p> <p>June 2014 Appointed Executive Officer</p> <p>April 2017 Appointed Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Steel Structure Marketing Division of all offices, Ferrous Raw Materials Division of all offices, Tokyo HQ Steel Bars & Construction Materials Dept., Hokkaido Branch Office, Tohoku Branch Office, Kitakanto Branch Office (Significant concurrent positions) President of Hanwa Fellows Engineering (China) Co., Ltd.</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Takatoshi Kuchiishi has been mainly involved in the Steel Bars business under the Steel Division. He served as Director from 2010, and since 2012, he served as Director and Executive Officer following the introduction of an executive officer system. In 2014, he resigned from the position of Director due to a reduction in the number of directors and since then, served as Executive Officer. Since 2017, he has been serving as Managing Executive Officer in charge of overall business of the Steel Structure Marketing and Ferrous Raw Materials, while also being in charge of Tokyo HQ Steel Bars & Construction Materials Dept. and all branch offices in eastern Japan. He has been nominated for the position of Director again because the Company believes that he can adequately carry out his assignment as Director by utilizing his high level of expertise and extensive business experience.</p>

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Osamu Seki, Mr. Ryuji Hori and Mr. Tatsuya Tejima are candidates for the positions of Outside Directors.
 3. Mr. Osamu Seki is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for eleven years.
 4. Mr. Ryuji Hori is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for four years.
 5. At Toho Zinc Co., Ltd., in which Mr. Tatsuya Tejima served as Representative Director and President, it was discovered that there was inappropriate accounting processing in the Soft Calm Business Division during his tenure in the 116th fiscal term (from April 2014 to March 2015).
Mr. Tatsuya Tejima was not aware of such fact until the above-mentioned fact was discovered; however, he had continued to provide opinions on the importance of ensuring legal compliance and internal governance, and focused on establishment of systems.
In addition, after the above-mentioned fact was discovered, at the Board of Directors meetings, etc., he instructed on establishment of the Third Party Committee, for serious investigations of the above-mentioned fact and recurrence prevention measures from the viewpoint of the significance of compliance-related issues and recurrence prevention.
 6. Both Mr. Osamu Seki and Mr. Ryuji Hori have entered into an agreement with the Company limiting their 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 laws and regulations. The Company plans to continue the above agreement with both Mr. Osamu Seki and Mr. Ryuji Hori if they are reelected. The Company plans to conclude a similar agreement as the above with Mr. Tatsuya Tejima if he is elected and the maximum amount of liability under the agreement follows the provisions of laws and regulation.
 7. The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.

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

Corporate Auditor Naoyuki Togawa 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)	
<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">New candidate</div> Akihiko Ogasawara (September 30, 1953) ■ Number of shares of the Company held 9,346 shares	April 1976 April 2006 June 2006 April 2011 April 2012 April 2013	Joined the Company Appointed Corporate Officer In charge of Non-ferrous Metals, Metals & Alloys and Special Metals & Alloys and General Manager of Metals and Alloys Dept. Appointed Director Appointed Managing Director Appointed Director and Managing Executive Officer Appointed Director and Senior Managing Executive Officer (current position)
[Reason for the election of a candidate for the position of Corporate Auditor] Since joining the Company, Mr. Akihiko Ogasawara has been mainly involved in the Non-ferrous Metals and Metals & Alloys businesses. He served as Director from 2006, leading the expansion by supervising these businesses, and has served as Director and Senior Managing Executive Officer since 2013. He has been nominated for the position of Corporate Auditor because the Company believes that he can contribute to ensuring sound management of the Company as Corporate Auditor, by utilizing his many years of experience and high level of expertise mainly in overseas investments for metal resources and deep insight in management overall.		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Akihiko Ogasawara will be elected as a substitute for Corporate Auditor, Mr. Naoyuki Togawa. Therefore, his term of office will be the period until the conclusion of the 73rd Ordinary General Shareholders Meeting to be held in June 2020 in accordance with the provisions of the Company's Articles of Incorporation.
 3. If the election of Mr. Akihiko Ogasawara is approved, the Company plans to 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 shall follow the provisions of laws and regulations.
 4. The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.

In accordance with Principle 4.9 of the Corporate Governance Code, stating that the Company should establish independence standards aimed at securing effective independence of outside officers (outside directors and outside corporate auditors), at a meeting of the Board of Directors held on September 26, 2017, the Company passed a resolution regarding “Independence Standards for Outside Officers” as follows.

Independence Standards for Outside Officers

When an outside officer (outside director and outside corporate auditor) of the Company does not fall under any of the following cases, he or she is judged independent from the Company.

1. A major shareholder of the Company (meaning a shareholder who holds either directly or indirectly 10% or more of the total voting rights of the Company at the end of the most recent fiscal year), or an executing person thereof.
2. A person belonging to or an executing person of a company of which the Company is a major shareholder (holding 10% or more of the total voting rights of the company at the end of the most recent fiscal year.)
3. A major business partner of the Company (whose annual transaction with the Company exceeds 2% of the consolidated net sales of the Company during the most recent fiscal year), or an executing person thereof.
4. A major lender to the Company (whose outstanding loans to the Company at the end of most recent fiscal year exceeds 2% of the consolidated total net assets of the Company), or an executing person thereof.
5. A representative or an employee who belongs to the audit corporation that is the accounting auditor of the Company.
6. A consultant, legal professional, certified public accountant, tax accountant, or other person providing a specialist service who received 10 million yen or more of monetary consideration or other properties per year from the Company other than officer remuneration in the most recent fiscal year (referring to a person belonging to the organization if the one who received the relevant property is an organization such as corporation and association.)
7. A person who received the annual total of 10 million yen or more of donations or aid funds from the Company in the most recent fiscal year (referring to an executing person who belongs to the organization if the one who received the relevant donations or aid funds is an organization such as corporation and association.)
8. A person who falls under any of 1 to 7 above in the past three years
9. A person whose close relative falls under any of 1 to 8 above.

(Note 1.) An executing person refers to an executive director, executive officer, corporate officer, or staff executing business of an entity

(Note 2.) A close relative means a relative within the second degree of kinship

Even if a person falls under any of the above criteria, such person may be elected as a candidate for independent outside officer if the person satisfies the requirements of an outside director or an outside corporate auditor under the Companies Act, has specialization and experience necessary in view of the Company’s current situations and his/her knowledge and viewpoint are judged to be beneficial to the Company’s management, on the condition that the Company provides explanations to shareholders of the reasons of its judgement and the fact that the person satisfies the requirements of an independent outside officer.