

To our shareholders

June 26, 2009  
Hanwa Co., Ltd.  
Stock code: 8078

Shuji Kita  
President and Representative Director  
4-3-9 Fushimi-machi, Chuo-ku  
Osaka 541-8585, Japan

Notice of Resolutions Adopted at 62<sup>nd</sup> Ordinary General Shareholders Meeting

The following items were reported and resolutions adopted at the 62<sup>nd</sup> Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”) that was held on June 26, 2009.

Matters reported:

- (1) Business Report and the Consolidated Financial Statements for the 62<sup>nd</sup> Fiscal Year (from April 1, 2008 to March 31, 2009) as well as Audit Reports of the Independent Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements
- (2) Financial Statements for the 62<sup>nd</sup> Fiscal Year (from April 1, 2008 to March 31, 2009)

Matters resolved:

**Proposition 1      Appropriation of Surplus**

This proposition was approved with no revisions.

The Company paid a year-end dividend of ¥6 per common share. With the interim dividend of ¥6 per common share, this resulted in a dividend of ¥12 per common share applicable to the fiscal year.

**Proposition 2 Amendments to the Articles of Incorporation**

The proposition was approved with no revisions. The Articles of Incorporation were amended as follows.

- (1) Amendments were made in association with the enactment on January 5, 2009 of the Law for Partial Amendments to the Law Concerning Book-entry Transfer of Bonds and Other Securities to Streamline the Settlement of Transactions of Stocks and Other Securities (Law No. 88 of 2004).
- (2) To further strengthen auditing activities, the authorized number of corporate auditors was increased by one to a total of five.

**Proposition 3 Election of Twenty (20) Directors**

The proposition was approved with no revisions. The following candidates for director were elected: Shuji Kita, Hironari Furukawa, Tetsuro Akimoto, Yoshifumi Nishi, Takuji Kita, Hideo Kawanishi, Osamu Seki, Kazuhisa Majime, Masataka Toyoda, Hiroshi Serizawa, Hiroaki Tsujinaka, Hiroshi Ebihara, Yukio Saito, Akihiko Ogasawara, Yoshiaki Matsuoka, Teruo Asai, Atsuhiko Moriguchi, Tadahiko Kaida, Youichi Ejima, and Naoyuki Togawa. Osamu Seki is an external director.

**Proposition 4 Election of One (1) Corporate Auditor**

The proposition was approved with no revisions. Toshiaki Shirakawa was elected as a corporate auditor.

**Proposition 5 Revision of Compensation for Corporate Auditors**

The proposition was approved with no revisions. The limit for annual compensation for corporate auditors has been revised to ¥80 million.

**Proposition 6 Amendments to Large-scale Purchase Countermeasures (Takeover Defense) and Continuation**

The proposition was approved with no revisions.

## Notice

Upon the end of the annual meeting, the Company has the following directors and corporate auditors.

President	Shuji Kita
Executive Vice President	Hironari Furukawa
Senior Managing Director	Tetsuro Akimoto
Managing Directors	Yoshifumi Nishi
	Takuji Kita
	Hideo Kawanishi
Directors	*1 Osamu Seki
	Kazuhisa Majime
	Masataka Toyoda
	Hiroshi Serizawa
	Hiroaki Tsujinaka
	Hiroshi Ebihara
	Yukio Saito
	Akihiko Ogasawara
	Yoshiaki Matsuoka
	Teruo Asai
	Atsuhiko Moriguchi
	Tadahiko Kaida
	Youichi Ejima
	Naoyuki Togawa
Corporate Auditors	Noriyuki Hanafusa
	Toshiaki Shirakawa
	*2 Toshiaki Taguchi
	*2 Hajime Yosano
	*2 Masanori Kobayashi

\*1 Outside Director

\*2 Outside Corporate Auditor

## Dividend payment

A Dividend Payment Certificate is enclosed for the year-end dividend. To receive this dividend, please submit this certificate during the payment period at any office of Japan Post Bank or any post office that serves as an agent of Japan Post Bank. Shareholders who have registered for the direct deposit of dividends receive a Dividend Statement and information concerning accounts used for the direct deposit of dividends.