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(Securities Code 8078)
June 29, 2011

To Our Shareholders

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

NOTICE OF RESOLUTIONS OF THE 64TH ORDINARY GENERAL SHAREHOLDERS MEETING

We would like to offer our heartfelt condolences to all those affected by the Great East Japan Earthquake occurred in March and our sincere hope for the swift recovery of the stricken regions.

We are pleased to announce that the matters outlined below were reported and resolved at the 64th Ordinary General Shareholders Meeting of the Company held on June 29, 2011.

- Matters reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 64th Fiscal Year (April 1, 2010 - March 31, 2011) 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 64th Fiscal Year (April 1, 2010 - March 31, 2011)
- The particulars of the above 1 and 2 were reported.

Proposals resolved:

- Proposal No. 1:** Dividends from Surplus
The proposal was approved and adopted as proposed. The year-end dividend was decided to be ¥6 per share. The annual dividend for the current fiscal year is ¥12 per share, together with an interim dividend of ¥6 per share.
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
The proposal was approved and adopted as proposed. The proposed amendment is as follows.
Term of office of Directors, which is currently two years, was reduced to one year for the purpose of more clarifying management responsibility of the Directors and building a management structure which quickly corresponds to drastically changing management environment.
- Proposal No. 3:** Election of Twenty-One (21) Directors
The proposal was approved and adopted as proposed. Shuji Kita, Hironari Furukawa, Tetsuro Akimoto, Yoshifumi Nishi, Takuji Kita, Hideo Kawanishi, Hiroshi Serizawa, Hiroshi Ebihara, Akihiko Ogasawara, Osamu Seki, Shiro Yabushita, Kazuhisa Majime, Masataka Toyoda, Hiroaki Tsujinaka, Yoshiaki Matsuoka, Atsuhiko Moriguchi, Tadahiko Kaida, Youichi Ejima, Naoyuki Togawa, Yasumichi Kato, Takatoshi Kuchiishi were elected as Directors and assumed office. Osamu Seki and Shiro Yabushita are Outside Directors.
- Proposal No. 4:** Election of One (1) Corporate Auditor
The proposal was approved and adopted as proposed. Toshiaki Taguchi was elected as Corporate Auditor and assumed office. Toshiaki Taguchi is Outside Corporate Auditor.

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
President and Representative Director		Hironari Furukawa
Senior Managing Director		Tetsuro Akimoto
Managing Director		Yoshifumi Nishi
Managing Director		Takuji Kita
Managing Director		Hideo Kawanishi
Managing Director		Hiroshi Serizawa
Managing Director		Hiroshi Ebihara
Managing Director		Akihiko Ogasawara
Director	(*1)	Osamu Seki
Director	(*1)	Shiro Yabushita
Director		Kazuhisa Majime
Director		Masataka Toyoda
Director		Hiroaki Tsujinaka
Director		Yoshiaki Matsuoka
Director		Atsuhiko Moriguchi
Director		Tadahiko Kaida
Director		Youichi Ejima
Director		Naoyuki Togawa
Director		Yasumichi Kato
Director		Takatoshi Kuchiishi
Standing Corporate Auditor (Full-time)		Toshiaki Shirakawa
Standing Corporate Auditor (Full-time)		Teruo Asai
Corporate Auditor	(*2)	Toshiaki Taguchi
Corporate Auditor	(*2)	Hajime Yosano
Corporate Auditor	(*2)	Masanori Kobayashi

(*1) Outside Director

(*2) Outside Corporate Auditor

Payment of Year-end Dividend

The year-end dividend for the Company's 64th 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).