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(Securities Code 8078)
June 28, 2012

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 65TH ORDINARY GENERAL SHAREHOLDERS MEETING

We are pleased to announce that the matters outlined below were reported and resolved at the 65th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (the “Company”) held on June 28, 2012.

- Matters reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 65th Fiscal Year (April 1, 2011 - March 31, 2012) 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 65th Fiscal Year (April 1, 2011 - March 31, 2012)
- 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:** Election of Nineteen (19) Directors
The proposal was approved and adopted as proposed. Shuji Kita, Hironari Furukawa, Tetsuro Akimoto, Hideo Kawanishi, Yoshifumi Nishi, Hiroshi Serizawa, Hiroshi Ebihara, Akihiko Ogasawara, Osamu Seki, Shiro Yabushita, Atsuhiko Moriguchi, Tadahiko Kaida, Youichi Ejima, Naoyuki Togawa, Yasumichi Kato, Masataka Toyoda, Yoshiaki Matsuoka, Hiroaki Tsujinaka and Takatoshi Kuchiishi were elected as Directors and assumed their respective offices. Osamu Seki and Shiro Yabushita are Outside Directors.
- Proposal No. 3:** Election of Three (3) Corporate Auditors
The proposal was approved and adopted as proposed. Teruo Asai, Yasuo Naide and Hiroshige Wagatsuma were elected as Corporate Auditors and assumed their respective offices. Yasuo Naide and Hiroshige Wagatsuma are Outside Corporate Auditors.
- Proposal No. 4:** Partial Amendment 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 (Chief Executive Officer)	Hironari Furukawa
Director and Executive Vice President	Tetsuro Akimoto
Director and Senior Managing Executive Officer	Hideo Kawanishi
Director and Senior Managing Executive Officer	Yoshifumi Nishi
Director and Senior Managing Executive Officer	Hiroshi Serizawa
Director and Senior Managing Executive Officer	Hiroshi Ebihara
Director and Managing Executive Officer	Akihiko Ogasawara
Director (*1)	Osamu Seki
Director (*1)	Shiro Yabushita
Director and Managing Executive Officer	Atsuhiko Moriguchi
Director and Managing Executive Officer	Tadahiko Kaida
Director and Managing Executive Officer	Youichi Ejima
Director and Managing Executive Officer	Naoyuki Togawa
Director and Managing Executive Officer	Yasumichi Kato
Director and Executive Officer	Masataka Toyoda
Director and Executive Officer	Yoshiaki Matsuoka
Director and Executive Officer	Hiroaki Tsujinaka
Director and Executive Officer	Takatoshi Kuchiishi
Standing Corporate Auditor (Full-time)	Toshiaki Shirakawa
Standing Corporate Auditor (Full-time)	Teruo Asai
Corporate Auditor (*2)	Toshiaki Taguchi
Corporate Auditor (*2)	Yasuo Naide
Corporate Auditor (*2)	Hiroshige Wagatsuma

(*1) Outside Director

(*2) Outside Corporate Auditor

Payment of Year-end Dividend

The year-end dividend for the Company's 65th 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).