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(Securities Code 8078)
June 7, 2011

To Those Shareholders with Voting Rights:

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

**NOTICE 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.

Dear Shareholders:

You are cordially invited to attend the 64th 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 (described hereinafter), and cast your vote by the day immediately before the date of the meeting during the business hours (by 5:00 p.m. on Tuesday, June 28, 2011 Japan time).

- (1) Indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.
- (2) Access the website designated by the Company shown on the Voting Form and enter your votes electronically (via the Internet). (Please refer to page 9).

1. Date and Time: Wednesday, June 29, 2011 at 10:00 a.m. Japan time

2. Place: Eighth Floor Conference Room
Hanwa Co., Ltd. Headquarters
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 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)

Proposals to be resolved:

- Proposal No. 1:** Dividends from Surplus
Proposal No. 2: Partial Amendments to the Articles of Incorporation
Proposal No. 3: Election of Twenty-One (21) Directors
Proposal No. 4: Election of One (1) Corporate Auditor

- If you plan to attend the meeting, please present the enclosed Voting Form to the receptionist when you arrive at the venue.
- Revisions to the Reference Materials for the General Shareholders Meeting, the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, if any, will be posted on the Hanwa website (<http://www.hanwa.co.jp>).

Reference Materials for the General Shareholders Meeting

Proposals and References

Proposal No. 1: Dividends from Surplus

Proposal for the dividends from surplus is as follows:

Matters concerning the year-end dividend for the 64th fiscal year

The Company regards the return of earnings to shareholders as one of management's most important responsibilities. The fundamental policy regarding distribution of profit to shareholders is to pay dividends backed by earnings, while building sufficient internal reserves for future business expansion, and to maintain a sound financial position.

(1) Type of dividend
Cash

(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend
The Company proposes to pay a year-end dividend of ¥6 per common share. The aggregate dividend will be ¥1,243,630,158.
Since the Company paid an interim dividend of ¥6 per common share in December 2010, this will result in an annual dividend of ¥12 per common share.

(3) Effective date of dividend payment
June 30, 2011

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

Term of office of Directors, which is currently two years, is 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.

2. Proposed amendments

The proposed amendment is as follows.

(Changes are underlined)

Current Articles of Incorporation	Proposed Amendments
(Term of Office of Directors) Article 21. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within <u>two (2)</u> years from his/her election to office. The term of office of a Director elected to fill a vacancy or to increase the number of Directors shall be the remaining term of office of the other Directors then in office.	(Term of Office of Directors) Article 21. The term of office of a Director shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within <u>one (1)</u> year from his/her election to office. The term of office of a Director elected to fill a vacancy or to increase the number of Directors shall be the remaining term of office of the other Directors then in office.

Proposal No. 3: Election of Twenty-One (21) Directors

The terms of office of all twenty (20) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect twenty-one (21) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Shuji Kita (January 28, 1943)	<p>April 1966 Joined Ministry of International Trade and Industry (MITI)</p> <p>April 1980 Appointed Consul, Consulate-General of Japan in Los Angeles</p> <p>April 1983 Appointed Director-General, Commerce and Industry Department. Osaka Bureau of International Trade and Industry</p> <p>May 1987 Appointed President, Jakarta Office, Japan External Trade Organization</p> <p>October 1989 Appointed Director General, General Coordination and Policy Planning Department, MITI, Kanto Bureau</p> <p>June 1991 Appointed Councilor to Economic Planning Agency</p> <p>June 1993 Retired from MITI, Joined the Company, Appointed Managing Director</p> <p>February 1994 Appointed Representative Director and President</p> <p>April 2011 Appointed Representative Director and Chairman (current position)</p> <p>To present</p> <p>(Significant concurrent positions) Director of Hanwa Scholarship Foundation</p>	417,472 shares
2	Hironari Furukawa (October 30, 1946)	<p>March 1969 Joined the Company</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 Vice Executive President</p> <p>April 2011 Appointed President and Representative Director (current position)</p> <p>To present</p>	71,870 shares
3	Tetsuro Akimoto (November 8, 1948)	<p>April 1971 Joined the Company</p> <p>June 2001 Appointed Director</p> <p>April 2005 Appointed Managing Director</p> <p>April 2008 Appointed Senior Managing Director (current position)</p> <p>In charge of Accounting, Finance, Affiliated Enterprises, Information System, Overseas Administration Departments</p> <p>To present</p>	61,200 shares
4	Yoshifumi Nishi (July 9, 1949)	<p>April 1973 Joined the Company</p> <p>June 2001 Appointed Director</p> <p>April 2006 Appointed Managing Director (current position)</p> <p>April 2011 In charge of Petroleum, Petroleum Products Trading, Chemicals, Lumber & Plywood, International Wood Sales, Food, Ecology & Recycling Business Development Departments</p> <p>To present</p>	82,397 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	Takuji Kita (December 24, 1948)	<p>March 1975 June 2001 April 2007 April 2009 To present</p> <p>Joined the Company Appointed Director Appointed Managing Director (current position) In charge of Legal & Credit, General Affairs Departments, Global Environment and ISO Environmental Management</p>	180,221 shares
6	Hideo Kawanishi (March 15, 1950)	<p>April 1973 June 2005 April 2008 April 2011 To present</p> <p>Joined the Company Appointed Director Appointed Managing Director (current position) In charge of Osaka HQ Steel and Machinery</p>	90,434 shares
7	Hiroshi Serizawa (December 26, 1951)	<p>April 1975 June 2005 April 2010 April 2011 To present</p> <p>Joined the Company Appointed Director Appointed Managing Director (current position) In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Steel Sheets & Stainless Steel, Structural Steel Sheets Dept. 1. and 2., Steel Bars & Construction Materials Dept. 2., Steel Structure Marketing, Project, Distributor Sales, Nagoya Branch Office, Hokkaido Branch Office, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, Atsugi Branch Office and Mito Branch Office</p>	34,651 shares
8	Hiroshi Ebihara (November 1, 1954)	<p>April 1977 June 2005 April 2010 April 2011 To present</p> <p>Joined the Company Appointed Director Appointed Managing Director (current position) In charge of International Trade Div. 1. and 2., Steel Sheet International, Shapes & Structural Steel International, Trade Administration, Tokyo HQ Steel Bars & Construction Materials Dept. 1., Ferrous Raw Materials, Wire Products & Special Steel and Corporate Planning</p>	28,687 shares
9	Akihiko Ogasawara (September 30, 1953)	<p>April 1976 June 2006 April 2011 To present</p> <p>Joined the Company Appointed Director Appointed Managing Director (current position) In charge of Non-ferrous Metals, Solar Silicon and Metals & Alloys</p>	28,172 shares
10	Osamu Seki (August 23, 1939)	<p>April 1962 June 1987 June 1992 June 1995 June 1999 June 2002 June 2004 June 2007 To present</p> <p>Joined Ministry of International Trade and Industry (MITI) Appointed General Manager, Osaka Bureau of International Trade and Industry Appointed Director-General of Small and Medium Enterprise Agency Appointed Managing Director of Sumitomo Electric Industries, Ltd. (SEI) Appointed Vice President and Representative Director of SEI Appointed Outside Director of P.S. Mitsubishi Construction Co., Ltd. Appointed Chairman and Representative Director of Nuclear Fuel Industries, Ltd. Appointed Director (current position)</p>	11,853 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
11	Shiro Yabushita (November 13, 1943)	<p>June 1972 Graduated from Graduate School of Arts & Sciences, Yale University (Ph. D. in Economics)</p> <p>August 1972 Full-time Instructor, School of Economics, Tokyo Metropolitan University</p> <p>January 1973 Associate Professor, School of Economics, Tokyo Metropolitan University</p> <p>April 1976 Associate Professor, School of Economics, Yokohama National University</p> <p>April 1985 Professor, School of Economics, Yokohama National University</p> <p>April 1991 Professor, School of Political Science and Economics, Waseda University (current position)</p> <p>September 2004 Dean, School of Political Science and Economics and School of Political Science and Economics, Waseda University</p> <p>September 2008 Dean, Waseda University Organization for Japan-US Studies</p> <p>April 2009 Director, Research Council, Waseda University (current position)</p> <p>To present</p> <p>(Significant concurrent positions) Professor, School of Political Science and Economics, Waseda University Director, Research Council, Waseda University</p>	10,000 shares
12	Kazuhisa Majime (January 22, 1950)	<p>April 1973 Joined the Company</p> <p>October 1996 General Manager of Lumber & Plywood</p> <p>June 2005 Appointed Director (current position)</p> <p>April 2011 In charge of Lumber & Plywood, International Wood Sales and Food Products</p> <p>To present</p>	89,266 shares
13	Masataka Toyoda (May 24, 1950)	<p>March 1974 Joined the Company</p> <p>July 1998 General Manager of President's Office</p> <p>April 2005 General Representative for China and President of Hanwa Trading (Shanghai) Co., Ltd.</p> <p>June 2005 Appointed Director (current position)</p> <p>To present</p> <p>(Significant concurrent positions) President of Hanwa Trading (Shanghai) Co., Ltd.</p>	29,556 shares
14	Hiroaki Tsujinaka (January 30, 1952)	<p>April 1975 Joined the Company</p> <p>April 1998 General Manager of Osaka HQ Steel Plate Dept.</p> <p>June 2005 Appointed Director (current position)</p> <p>April 2011 In charge of Osaka HQ Steel Bars & Construction Materials Dept. 1. and 2., Ferrous Raw Materials, Steel Structure Marketing, Distributor Sales, Project, Kyushu Branch Office and Okinawa Branch Office</p> <p>To present</p>	43,443 shares
15	Yoshiaki Matsuoka (May 25, 1952)	<p>April 1977 Joined the Company</p> <p>January 2001 General Manager of Non-ferrous Metals Dept.</p> <p>June 2006 Appointed Director (current position)</p> <p>April 2011 In charge of Petroleum, Petroleum Products Trading and Chemicals</p> <p>To present</p>	26,299 shares
16	Atsuhiro Moriguchi (December 12, 1951)	<p>April 1975 Joined the Company</p> <p>April 2001 General Manager of Accounting Dept.</p> <p>June 2008 Appointed Director (current position)</p> <p>April 2009 In charge of Accounting and Finance</p> <p>To present</p>	17,526 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
17	Tadahiko Kaida (July 26, 1953)	April 1977 April 1998 April 2002 June 2006 April 2010	Joined the Company General Manager of Osaka HQ Structural Steel Sheets Dept. Appointed President of Hanwa Steel Service Ltd. Appointed Director (current position) In charge of Osaka HQ Steel Sheets Div. 1. and 2., Automotive Steel Products, Stainless Steel & Aluminum Sheet, Wire Products & Special Steel, Steel Service Business and Assistant to Director in charge of Steel Sheet International To present	33,090 shares
18	Youichi Ejima (October 31, 1949)	April 1972 April 1997 June 2009	Joined the Company General Manager of Administration Dept. Appointed Director (current position) In charge of Legal & Credit and Personnel To present	19,132 shares
19	Naoyuki Togawa (February 18, 1952)	April 1974 April 1998 April 2009 June 2009	Joined the Company General Manager of Construction Materials Dept., Nagoya Branch Office General Manager of Nagoya Branch Office Appointed Director (current position) To present	22,444 shares
20	Yasumichi Kato (April 26, 1955)	April 1978 April 2005 June 2010 April 2011	Joined the Company General Manager of Tokyo HQ Structural Steel Sheets Dept. 1. Appointed Director (current position) In charge of Osaka HQ Steel Plate, Structural Steel Sheets Dept. 1. and 2., Steel Sheets Sales, Machinery and Chugoku Branch Office To present	24,297 shares
21	Takatoshi Kuchiishi (October 23, 1958)	April 1981 April 2002 June 2010 April 2011	Joined the Company General Manager of Steel Bars & Construction Materials Dept. 2., Nagoya Branch Office Appointed Director (current position) In charge of Tokyo HQ Steel Bars & Construction Materials Dept. 1. and 2., Ferrous Raw Materials, Steel Structure Marketing, Project, Distributor Sales, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, Atsugi Branch Office and Mito Branch Office To present (Significant concurrent positions) President of Hanwa Fellows Engineering (China) Co., Ltd.	13,824 shares

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Osamu Seki and Mr. Shiro Yabushita are candidates for the positions of Outside Directors.
 3. Mr. Osamu Seki has been nominated for the position of Outside Director in view of his strong character and capabilities, in addition to his extensive experience in public affairs and corporate management. The Company believes that he will add a comprehensive and multidisciplinary perspective to management decision making.
 4. During Mr. Osamu Seki's tenure as an outside director of P.S. Mitsubishi Construction Co., Ltd., the Japan Fair Trade Commission in June 2007 issued a cease and desist order and levied a fine due to a violation by this company of the Antimonopoly Act. Mr. Osamu Seki has for many years made a variety of statements with regard to corporate compliance. Following this incident, Mr. Osamu Seki played a central role in taking actions to prevent this problem from occurring again. In particular, Mr. Osamu Seki urged the company's board of directors to approve resolutions to revise the P.S. Mitsubishi Construction Management Philosophy and Code of Conduct and the P.S. Mitsubishi Ethical Standards.

5. Mr. Osamu Seki is currently an Outside Director of the Company. At the close of this General Shareholders Meeting he will have served as a director for four years.
6. Mr. Osamu Seki has entered into an agreement with the Company limiting his 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 the Companies Act. The Company plans to continue the above agreement with Mr. Osamu Seki if he is reelected.
7. Mr. Shiro Yabushita has been nominated for the position of Outside Director in view of his strong character and capabilities, in addition to the Company's expectation that he will provide the Company with valuable opinions and suggestions from professional standpoint on the basis of his extensive experience and insight regarding his study on economics and financing at a university. Although Mr. Shiro Yabushita has never been directly involved in corporate management, the Company believes that he can appropriately carry out his duty as an Outside Director due to the above reasons.
8. Upon approval of the proposal for appointing Mr. Shiro Yabushita as the Outside Director, the Company will execute an agreement with Mr. Shiro Yabushita limiting his 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 the Companies Act.
9. Number of shares of the Company held by the candidate includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.

Proposal No. 4 Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Toshiaki Taguchi will expire 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)	Number of shares of the Company held
Toshiaki Taguchi (October 20, 1938)	April 1961 Joined Sumitomo Bank	25,088 shares
	October 1989 Manager, Head Office of Sumitomo Bank	
	February 1990 Resigned from Sumitomo Bank Appointed Managing Director, Sanyo Electric Trading Co., Ltd.	
	December 1992 Appointed Senior Managing Director, Sanyo Electric Trading Co., Ltd.	
	June 1996 Appointed President and Director, Sanyo Electric Trading Co., Ltd.	
	June 2001 Consultant, Sanyo Electric Trading Co., Ltd.	
	October 2001 Consultant, SANYO Sales & Marketing Co., Ltd. (corporate name changed due to merger)	
	June 2003 Appointed Corporate Auditor (current position) To present	

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Toshiaki Taguchi is a candidate for the position of Outside Corporate Auditor.
 3. Mr. Toshiaki Taguchi has been nominated for the position of Outside Corporate Auditor in view of his strong character and capabilities, in addition to the Company's expectation that he will carry out an audit on the Company's management from a neutral and objective viewpoint on the basis of his extensive experience at a financial institution and a manufacturer.
 4. Mr. Toshiaki Taguchi is currently an Outside Corporate Auditor of the Company. At the close of this General Shareholders Meeting he will have served as a corporate auditor for eight years.
 5. Mr. Toshiaki Taguchi has entered into an agreement with the Company limiting his 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 the Companies Act. The Company plans to continue the above agreement with Mr. Toshiaki Taguchi if he is reelected.
 6. Number of shares of the Company held by the candidate includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.

Procedure for submitting votes using the Internet

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

1. Votes can be submitted using the Internet only on the website designated by the Company for this purpose. This site can be accessed from a cell phone, too.
URL for votes: <http://www.webdk.net>
2. To vote using the Internet, 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.
3. Internet votes must be received no later than the day immediately before the date of the General Shareholders Meeting during the business hours (by 5:00 p.m. on Tuesday, June 28, 2011 Japan time). However, shareholders are asked to submit votes as soon as possible in order to expedite the vote tabulation process.
4. If a shareholder submits votes in writing and using the Internet, only the Internet votes will be counted.
5. 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.
6. When using the Internet to vote, shareholders are responsible for Internet Service Provider connection fees and communication carrier fees.

System Requirements for Voting via the Internet

Submitting votes using the website listed above requires the following hardware and software.

- 1) Internet access
- 2) When using a personal computer to vote, the Internet browser must be Microsoft® Internet Explorer 6.0 or a subsequent version. In addition, hardware that can use the above browser is required.
- 3) When using a cell phone to vote, the handset must be capable of using 128-bit SSL encryption. (Since votes can be submitted using only handsets that can use 128-bit SSL encryption in order to ensure security, votes cannot be submitted using some handsets.)
(Microsoft is a registered trademark in the U.S. and other countries of Microsoft Corporation.)

Inquiries concerning submitting votes using the Internet

Please use the phone number below for any questions concerning how to submit votes using the Internet.

Transfer agent: Sumitomo Trust & Banking Co., Ltd.

Stock Transfer Agency Department

Dedicated Line: Toll-free: 0120-186-417 (9:00-21:00)

For inquiries concerning matters other than submitting votes, call

0120-176-417 (9:00-17:00 on weekdays)

Information concerning use of Electronic Voting Platform

Instead of submitting votes via the Internet as explained above, nominee shareholders such as trust banks acting as administrators (including standing proxies) can use the Electronic Voting Platform operated by Investor Communications Japan, Inc. (ICJ), which is owned jointly by Tokyo Stock Exchange, Inc. and other companies, to submit votes electronically at the Ordinary General Shareholders Meeting. To use this method, a shareholder must apply in advance for the use of the Electronic Voting Platform.