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(Securities Code 8078)  
June 11, 2014

**To Those Shareholders with Voting Rights:**

Hironari Furukawa  
Representative Director and President  
Hanwa Co., Ltd.  
3-6-1 Kitakyuhouji-machi,  
Chuo-ku, Osaka, Japan  
(Headquarter: 4-3-9 Fushimi-machi,  
Chuo-ku, Osaka, Japan)

**NOTICE OF  
THE 67TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially invited to attend the 67th 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 10), and cast your vote by 5:00 p.m. on Thursday, June 26, 2014 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 electronically (via the Internet)

Refer to the “Guide to Exercising Voting Rights Electronically (via the Internet)” described in the page 4 of this document, and access the website designated by the Company (<http://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 27, 2014 at 10:00 a.m. Japan time

**2. Place:** Fourth Floor Conference Room  
Hanwa Co., Ltd.  
Hommachi-minami Garden City, 3-6-1 Kitakyuhouji-machi, Chuo-ku, Osaka

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 67th Fiscal Year (April 1, 2013 - March 31, 2014) 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 67th Fiscal Year (April 1, 2013 - March 31, 2014)

**Proposals to be resolved:**

- Proposal No. 1:** Dividends from Surplus  
**Proposal No. 2:** Election of Thirteen (13) 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 Statements

The “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, Non-Consolidated Financial Statements and Consolidated Financial Statements, if any, will be posted on the Hanwa 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 27, 2014 at 10:00 a.m. Japan time
<ul style="list-style-type: none"> <li>• Please bring with you this Notice to the venue on the day of the Meeting.</li> <li>• 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 light clothing.</li> </ul>	

Voting in writing	
Please indicate your approval or disapproval of each on the enclosed Voting Form and return it.	Deadline for voting: By 5:00 p.m. on Thursday, June 26, 2014 Japan time (Arrival of Voting Forms)

Voting via the Internet	
Please enter your approval or disapproval of each proposal in the website designated by the Company ( <a href="http://www.web54.net">http://www.web54.net</a> ).	Deadline for voting: By 5:00 p.m. on Thursday, June 26, 2014 Japan time (Acceptance of entries)

### < 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 ICJ, Inc., 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, the shareholders are required to apply in advance for the use of the Electronic Voting Platform.

## **Guide to Exercising Voting Rights Electronically (via 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 mobile phone, too.  
URL for votes: <http://www.web54.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 Thursday, June 26, 2014 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 as effective ones.
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.
7. 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 mobile 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. You may also exercise voting rights using the full browser function of mobile phones, including smartphones, but please note that such exercise may not be possible depending on the mobile phone model.)

(Microsoft is a registered trademark in the U.S. and other countries of Microsoft Corporation.)

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

<p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Web Support Dedicated Line: Toll-free: 0120-652-031 (9:00-21:00) For inquiries concerning matters other than exercising voting rights, call 0120-782-031 (9:00-17:00 on weekdays; not available on weekends and holidays)</p>
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## 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 67th 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 ¥1,243,334,952. Since the Company paid an interim dividend of ¥6 per common share in December 2013, this will result in an annual dividend of ¥12 per common share.
(3) Effective date of dividend payment	June 30, 2014

## Proposal No. 2: Election of Thirteen (13) Directors

The terms of office of all seventeen (17) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect Thirteen (13) 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)
1	Shuji Kita (January 28, 1943) ■Number of shares of the Company held 461,980 shares	<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>June 2011    Appointed Outside Director of Keihan Electric Railway Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Director of Hanwa Scholarship Foundation Outside Director of Keihan Electric Railway Co., Ltd.</p>
2	Hironari Furukawa (October 30, 1946) ■Number of shares of the Company held 103,091 shares	<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 Representative Director and President</p> <p>April 2012    Appointed Representative Director and President (Chief Executive Officer) (current position)</p>
3	Hideo Kawanishi (March 15, 1950) ■Number of shares of the Company held 100,855 shares	<p>April 1973    Joined the Company</p> <p>June 2005    Appointed Director</p> <p>April 2008    Appointed Managing Director</p> <p>April 2012    Appointed Director and Senior Managing Executive Officer</p> <p>April 2014    Appointed Director and Executive Vice President (current position)</p> <p>Senior General Manager of Osaka Head Office In charge of Osaka HQ Steel and Machinery (current position)</p>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
4	Hiroshi Serizawa (December 26, 1951) ■Number of shares of the Company held 42,686 shares	April 1975 June 2005 April 2010 April 2012  April 2014	Joined the Company Appointed Director Appointed Managing Director Appointed Director and Senior Managing Executive Officer (current position) In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets, Pipe & Tube Sales, Steel Sheets, Steel Bars & Construction Materials Dept. 1., Steel Bars & Construction Materials Dept. 2., Shapes & Structural Steel International, Ferrous Raw Materials, Steel Structure Marketing, Project, Distributors Sales, Wire Products, Special Steel & Titanium, Steel Processing Project Promote Team, Nagoya Branch Office, Hokkaido Branch Office, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, Atsugi Branch Office, Mito Branch Office and Shizuoka Branch Office (current position)
5	Akihiko Ogasawara (September 30, 1953) ■Number of shares of the Company held 38,218 shares	April 1976 June 2006 April 2011 April 2012 April 2013  April 2014	Joined the Company Appointed Director Appointed Managing Director Appointed Director and Managing Executive Officer Appointed Director and Senior Managing Executive Officer (current position) In charge of Non-ferrous Metals, Metals & Alloys, Special Metals & Alloys and Hedging Administration Office (current position)
6	Atsuhiko Moriguchi (December 12, 1951) ■Number of shares of the Company held 27,206 shares	April 1975 April 2001 June 2008 April 2012 April 2014	Joined the Company General Manager of Accounting Dept. Appointed Director Appointed Director and Managing Executive Officer Appointed Director and Senior Managing Executive Officer (current position) In charge of overall administrations (current position)
7	Osamu Seki (August 23, 1939) ■Number of shares of the Company held 21,900 shares	April 1962 June 1987  June 1992  June 1995  June 1999  June 2002  June 2004  June 2007 February 2012	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) Registered as an Attorney-at-Law (Shoyu Law Office) (current position) (Significant concurrent positions) Attorney-at-Law (Shoyu Law Office)

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
8	<p><u>New candidate</u> Ryuji Hori (September 3, 1943)</p> <p>■Number of shares of the Company held 0 share</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</p> <p>April 2003    Professor, School of Law, Waseda University</p> <p>April 2004    Professor, Waseda Law School, Waseda University</p> <p>June 2005    Audit &amp; Supervisory Board Member (External Auditor) of Tokuyama Corporation (current position)</p> <p>June 2011    Outside Director of Riskmonster.com (current position)</p> <p>June 2012    Outside Director of T&amp;D Holdings, Inc. (current position)</p> <p>April 2014    Advisor of TMI Associates (current position)</p> <p>(Significant concurrent positions)</p> <p>Audit &amp; Supervisory Board Member (External Auditor) of Tokuyama Corporation (current position)</p> <p>Outside Director of Riskmonster.com (current position)</p> <p>Outside Director of T&amp;D Holdings, Inc. (current position)</p>
9	<p>Yasumichi Kato (April 26, 1955)</p> <p>■Number of shares of the Company held 77,272 shares</p>	<p>April 1978    Joined the Company</p> <p>April 2005    General Manager of Tokyo HQ Structural Steel Sheets Dept. 1.</p> <p>June 2010    Appointed Director</p> <p>April 2012    Appointed Director and Managing Executive Officer (current position)</p> <p>April 2014    In charge of International Trade Dept. 1., International Trade Dept. 2., Trade Administration and Lumber &amp; Plywood (current position)</p>
10	<p>Yoshiaki Matsuoka (May 25, 1952)</p> <p>■Number of shares of the Company held 41,355 shares</p>	<p>April 1977    Joined the Company</p> <p>January 2001    General Manager of Non-ferrous Metals Dept.</p> <p>June 2006    Appointed Director</p> <p>April 2012    Appointed Director and Executive Officer</p> <p>April 2013    Appointed Director and Managing Executive Officer (current position)</p> <p>April 2014    In charge of Petroleum Dept. 1., Petroleum Dept. 2., Chemicals, Paper, Food Dept. 1, Food Dept. 2, Food Dept. 3, Food Quality Control Office, New Energy Dept. and Hedging Administration Office (current position)</p>
11	<p>Naoyuki Togawa (February 18, 1952)</p> <p>■Number of shares of the Company held 29,480 shares</p>	<p>March 1974    Joined the Company</p> <p>April 1998    General Manager of Construction Materials Dept., Nagoya Branch Office</p> <p>April 2009    General Manager of Nagoya Branch Office</p> <p>June 2009    Appointed Director</p> <p>April 2012    Appointed Director and Managing Executive Officer (current position)</p> <p>April 2014    General Manager of Nagoya Branch Office In charge of Shizuoka Branch Office and Ferrous Raw Materials of all offices (current position)</p>
12	<p><u>New candidate</u> Hiromasa Yamamoto (March 18, 1960)</p> <p>■Number of shares of the Company held 45,686 shares</p>	<p>April 1983    Joined the Company</p> <p>March 2005    General Manager of Machinery Dept.</p> <p>April 2013    Appointed Executive Officer (current position)</p> <p>April 2014    In charge of Machinery, Osaka HQ Steel Plate, International Trade Dept. 1., International Trade Dept. 2., Trade Administration (current position)</p>



No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
13	<div style="border: 1px solid black; display: inline-block; padding: 2px;">New candidate</div> Yasushi Hatanaka (August 30, 1960)  ■Number of shares of the Company held 11,964 shares	April 1983 October 2007 April 2013 April 2014	Joined the Company General Manager of Osaka HQ Steel Sheets International Dept. 1. Appointed Executive Officer (current position) 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 (current position)

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Mr. Osamu Seki and Mr. Ryuji Hori are candidates for the positions of Outside Directors. Both Mr. Osamu Seki and Mr. Ryuji Hori are Independent Director candidates as required by the provisions of the Tokyo Stock Exchange, Inc. and other financial institutions.
  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. Mr. Osamu Seki is currently an Outside Director of the Company. At the close of this General Shareholders Meeting he will have served for seven years.
  5. 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.
  6. Mr. Ryuji Hori has been nominated for the position of Outside Director in view of his strong character and capabilities in addition to his extensive experience and knowledge as an expert in legal affairs and corporate management. The Company believes that he will add a comprehensive and multidisciplinary perspective to management decision making.
  7. If the election of Mr. Ryuji Hori is approved, the Company will 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 follows the provisions of the Companies Act.
  8. Number of shares of the Company held by the candidates includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.

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

Corporate Auditor Toshiaki Taguchi 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)	
New candidate Katsunori Okubo (August 5, 1954)  ■Number of shares of the Company held  0 share	April 1978	Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation (SMBC))
	April 2006	Appointed Executive Officer and General Manager of Osaka Corporate Banking Dept. III of SMBC
	April 2007	Appointed Executive Officer and General Manager of Hong Kong Branch of SMBC
	April 2010	Appointed Managing Executive Officer of SMBC, (Chairman of the Board of) Sumitomo Mitsui Banking Corporation (China) Limited
	June 2012	Appointed Managing Executive Officer of SMBC
	May 2013	Appointed Advisor of SMBC (current position)

- Notes:
1. There are no special interests between the candidate and the Company.
  2. Mr. Katsunori Okubo is a candidate for the position of Outside Corporate Auditor.
  3. Mr. Katsunori Okubo will be elected as a substitute for Corporate Auditor, Mr. Toshiaki Taguchi. Therefore, his term of office will be the period until the close of the 68th Ordinary General Shareholder Meeting to be held in June 2015 in accordance with the provisions of the Company's Articles of Incorporation.
  4. Mr. Katsunori Okubo has been nominated for the position of Outside Corporate Auditor because the Company believes that he will be able to audit the Company's management from the global perspective with his strong character and capabilities based on his extensive experience and knowledge in the international arena of financial institutions.
  5. If the election of Mr. Katsunori Okubo is approved, the Company will 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 follows the provisions of the Companies Act.