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Notice Concerning Partial Amendments to the Articles of Incorporation

Hanwa Co., Ltd. (“Hanwa”) announces that at the Board of Directors meeting held today it resolved to submit a proposal, “Partial Amendments to the Articles of Incorporation” to Hanwa’s 70th Ordinary General Shareholders Meeting to be held on June 29, 2017 (the “Ordinary General Shareholders Meeting”), as described below.

1. Reasons for the proposal

- (1) In preparation for future business development, to revise Article 2. (Purpose) of the current Articles of Incorporation to enable a flexible response to new businesses.
- (2) From the perspective of strengthening governance, to delete Article 23. (Person authorized to convene the board of directors meeting and act as chairman) from the current Articles of Incorporation so as to delegate authority by, for instance, authorizing each director to convene the board of directors meeting and act as chairman in accordance with laws and regulations.
- (3) For the purpose of enhancing the supervising function of the Board of Directors and clarifying the executive officer system which has been introduced, to add a new provision of Article 27 concerning executive officers in the proposed amendment to the Articles of Incorporation and delete some positions of directors with special titles, which overlap the titles under the executive officer system, from Paragraph 2 of Article 22. in the current Articles of Incorporation.
- (4) To make changes to the numbering of articles due to the additions, changes, and deletions to the above-mentioned Articles, revisions to wording, and other necessary changes.

2. Details of the changes

The details of the changes are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
(Trade name) Article 1. The trade name of the Company shall be “Hanwa Kogyo Kabushiki Kaisha,” <u>and</u> “Hanwa Co., Ltd.” in English.	Article 1. (Trade name) The trade name of the Company shall be “Hanwa Kogyo Kabushiki Kaisha,” <u>and shall be</u> “Hanwa Co., Ltd.” in English.
(Purpose) Article 2. <u>The purpose of the Company shall be to engage in the following businesses</u> (1) <u>Sales business, wholesale business, and import-export business for the following goods:</u> 1) <u>All kinds of steel products made from ordinary steel, including steel bars, shaped steel, steel plates and</u>	Article 2. (Purpose) (Deleted) <u>The Company engages in diversified businesses such as the sale and purchase, mediation, agency, wholesaling, importing and exporting, development, production, manufacturing, processing and repair, maintenance,</u>

<p><u>sheets, wire rods, rails, and steel pipes and tubes, as well as secondary and tertiary steel products, special steel, and casting and forgings</u></p> <p><u>2) Pig iron, semi-finished products, bushed iron, raw materials for iron manufacture such as scrap iron, alloy iron, ore and coal, and indirect materials for iron manufacture</u></p> <p><u>3) Copper, lead, zinc, tin, aluminum, the base metals of nickel, chrome and rare metals, etc., alloys, and products composed of or generated from the foregoing</u></p> <p><u>4) Iron manufacture, workmanship, civil engineering and mining, agriculture and forestry, electricity, industrial chemistry, vessels, other machinery, weighing and measuring instruments, and tools</u></p> <p><u>5) Petroleum, high-pressure gas and by-products of high-pressure gas, industrial chemicals, poisonous substances, chemicals, various textile materials and products of textile materials, and other general sundries</u></p> <p><u>6) Cement, lumber and lumber products, household appliances, and other construction materials</u></p> <p><u>7) Agricultural products, marine products, forest products, livestock products, natural products, alcoholic beverages and other foods and drinks, and feed and feed products</u></p> <p><u>8) Computers and computer-related equipment, industrial robots, telecommunication tools and equipment, office machines, and system software for the foregoing</u></p> <p><u>9) Pearls, jewels, precious metals, and goods processed from the foregoing</u></p> <p><u>10) Papermaking stock, pulp, and papers and goods processed from the foregoing</u></p> <p><u>11) Parts and accessories for automobiles and other transportation machines</u></p> <p><u>12) Raw materials for solar cells and solar cell products</u></p> <p><u>(2) Manufacture and processing businesses for the goods listed in the preceding items</u></p>	<p><u>administration, testing, letting, leasing, rental, and installation contracting of goods, resources, etc. as well as the logistics business, provision of various services, etc. in wide-ranging fields including steel, non-ferrous metal materials, foods, petroleum and chemicals, machinery, and lumber.</u></p> <p><u>(2) The businesses in the preceding paragraph include the businesses of the following items, consulting work relating thereto, and any and all businesses incidental or relating to the items.</u></p> <p><u>1) Businesses relating to all kinds of steel products made from ordinary steel, including steel bars, shaped steel, steel plates and sheets, wire rods, rails, and steel pipes and tubes, as well as secondary and tertiary steel products, special steel, and casting and forgings</u></p> <p><u>2) Businesses relating to pig iron, semi-finished products, bushed iron, raw materials for iron manufacture such as scrap iron, alloy iron, ore and coal, and indirect materials for iron manufacture</u></p> <p><u>3) Businesses relating to copper, lead, zinc, tin, aluminum, the base metals of nickel, chrome and rare metals, etc., alloys, and products composed of or generated from the foregoing</u></p> <p><u>4) Businesses relating to iron manufacture, workmanship, civil engineering and mining, agriculture and forestry, electricity, industrial chemistry, vessels, other machinery, weighing and measuring instruments, and tools</u></p> <p><u>5) Businesses relating to petroleum, high-pressure gas</u></p>
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	<p>and by-products of high-pressure gas, industrial chemicals, poisonous substances, chemicals, various textile materials and products of textile materials, and other general sundries</p> <p>6) <u>Businesses relating to cement, lumber and lumber products, household appliances, and other construction materials</u></p> <p>7) <u>Businesses relating to agricultural products, marine products, forest products, livestock products, natural products, alcoholic beverages and other foods and drinks, and feed and feed products</u></p> <p>8) <u>Businesses relating to computers and computer-related equipment, industrial robots, telecommunication tools and equipment, office machines, and system software for the foregoing</u></p> <p>9) <u>Businesses relating to pearls, jewels, precious metals, and goods processed from the foregoing</u></p> <p>10) <u>Businesses relating to papermaking stock, pulp, and papers and goods processed from the foregoing</u></p> <p>11) <u>Businesses relating to parts and accessories for automobiles and other transportation machines</u></p> <p>12) <u>Businesses relating to raw materials for solar cells and solar cell products</u></p> <p>13) <u>Design, supervision, and contracting businesses for construction and civil engineering works</u></p> <p>14) <u>Businesses relating to design, manufacture, repair, installation, administration, and demolition of warships and other vessels, railroad cars, boilers, bridges, cableways, dams, and various other structures and machines, and contracting businesses for the same</u></p> <p>15) <u>Non-life insurance agency business, life insurance solicitation business, computation agency business, transport and warehousing business, and consigned freight forwarding business</u></p> <p>16) <u>Businesses relating to electricity generation, electricity, and the provision of heat</u></p> <p>17) <u>Worker dispatch business under the Worker Dispatching Act</u></p> <p>18) <u>Investment and management of securities, the purchase of various monetary claims, exchange transactions, and various other financial businesses</u></p> <p>19) <u>Letting, leasing, and rental of iron, industrial machinery, transportation equipment, office machines and information equipment, and brokerage for the same</u></p> <p>20) <u>Businesses relating to used goods</u></p> <p>21) <u>Collection, transportation, disposal, and recycling of industrial wastes and non-industrial wastes, and contracting business for the same</u></p> <p>22) <u>Businesses relating to real estate</u></p> <p>23) <u>Management of hotels, inns and other tourist facilities, restaurants, and sports and leisure facilities, and general travel business, travel agency, and advertising business</u></p>
<p>(3) <u>Design, supervision, and contracting businesses for construction and civil engineering works</u></p> <p>(4) <u>Design, manufacture, repair, installation, administration, and demolition of warships and other</u></p>	<p>(Deleted)</p> <p>(Deleted)</p>

<p><u>vessels, railroad cars, boilers, bridges, cableways, dams, and various other structures and machines, and contracting businesses for the same</u></p> <p>(5) <u>Non-life insurance agency business, life insurance solicitation business, computation agency business, transport and warehousing business, and consigned freight forwarding business</u></p> <p>(6) <u>Businesses relating to electricity generation, electricity, and the provision of heat</u></p> <p>(7) <u>Worker dispatch business under the Worker Dispatching Act</u></p> <p>(8) <u>Investment and management of securities, the purchase of various monetary claims, exchange transactions, and various other financial businesses</u></p> <p>(9) <u>Letting, leasing, and rental of iron, industrial machinery, transportation equipment, office machines and information equipment, and brokerage for the same</u></p> <p>(10) <u>Sale and purchase, and sale and purchase on consignment, of used goods</u></p> <p>(11) <u>Collection, transportation, disposal, and recycling of industrial wastes and non-industrial wastes, and contracting business for the same</u></p> <p>(12) <u>Sale and purchase, exchange, letting, leasing, and rental of real estate, and agency, brokerage, and administration businesses for the same</u></p> <p>(13) <u>Management of hotels, inns and other tourist facilities, restaurants, and sports and leisure facilities, and general travel business, travel agency, and advertising business</u></p> <p>(14) <u>Consulting business relating to the preceding items</u></p> <p>(15) <u>Any and all businesses incidental or relating to the preceding items</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
<p>CHAPTER III. GENERAL SHAREHOLDERS MEETING</p> <p>(Person authorized to convene the ordinary general shareholders meeting and act as chairman)</p> <p>Article 15. Except as otherwise provided by laws and regulations, a director and president of the Company shall convene the general shareholders meeting based on a resolution of the board of directors and shall act as the chairman thereof. If the director and president is <u>unable to so act, another director, determined in accordance with an order of priority determined in advance by resolution of the board of directors, shall convene the general shareholders meeting and act in his/her place.</u></p>	<p>CHAPTER III. GENERAL SHAREHOLDERS MEETING</p> <p>Article 15. (Person authorized to convene the ordinary general shareholders meeting and act as chairman)</p> <p>Except as otherwise provided by laws and regulations, a director and president of the Company shall convene the general shareholders meeting based on a resolution of the board of directors and shall act as the chairman thereof. If the director and president is <u>prevented from so doing or the position is vacant, a substitute shall convene such general meeting and shall act as chairman</u> in an order of priority determined by the board of directors.</p>
<p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Election of representative directors and directors with special titles, and entrustment of advisors and special advisors)</p> <p>Article 22. (Text omitted)</p> <p>2. The board of directors may, by resolution, appoint a director and chairman, director and president, <u>director and vice chairman, director and executive vice president, senior managing director, and managing director.</u></p> <p>3. (Text omitted)</p>	<p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 22. (Election of representative directors and directors with special titles, and entrustment of advisors and special advisors)</p> <p>(Unchanged)</p> <p>2. The board of directors may, by resolution, appoint a director and chairman, <u>director and vice chairman, and</u> director and president.</p> <p>3. (Unchanged)</p>

<p><u>(Person authorized to convene the board of directors meeting and act as chairman)</u></p> <p><u>Article 23. Except as otherwise provided by laws and regulations, a director and chairman of the Company shall convene the board of directors meeting and act as the chairman thereof. If the position of director and chairman is vacant or if the director and chairman is unable to so act, another director, determined in accordance with an order of priority determined in advance by resolution of the board of directors, shall convene the board of directors meeting and act in his/her place.</u></p> <p>(Method for adopting resolutions at the board of directors meetings)</p> <p>Article <u>24.</u> (Text omitted)</p> <p>(Convocation of the board of directors meeting)</p> <p>Article <u>25.</u> (Text omitted)</p> <p>(Board of directors regulations)</p> <p>Article <u>26.</u> (Text omitted)</p> <p>(Exemption from liability of directors)</p> <p>Article <u>27.</u> (Text omitted)</p> <p>(Newly added)</p>	<p>(Deleted)</p> <p>Article <u>23.</u> (Method for adopting resolutions at the board of directors meetings)</p> <p>(Unchanged)</p> <p>Article <u>24.</u> (Convocation of the board of directors meeting)</p> <p>(Unchanged)</p> <p>Article <u>25.</u> (Board of directors regulations)</p> <p>(Unchanged)</p> <p>Article <u>26.</u> (Exemption from liability of directors)</p> <p>(Unchanged)</p> <p><u>Article 27.(Election of executive officers)</u></p> <p><u>The board of directors may, by resolution, appoint executive officers and assign the execution of a portion of the Company's operations to them.</u></p> <p><u>2. Matters relating to executive officers, in addition to those prescribed in these Articles of Incorporation, shall be in accordance with the Executive Officers Regulations adopted or amended by the board of directors.</u></p>
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