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株式会社ダイナムジャパンホールディングス
DYNAM JAPAN HOLDINGS Co., Ltd.*

(incorporated in Japan with limited liability)

(Stock Code: 06889)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION

The board of directors (the “**Board**”) of 株式会社ダイナムジャパンホールディングス DYNAM JAPAN HOLDINGS Co., Ltd.* (the “**Company**”) hereby announces that at a meeting of the Board held on the date of this announcement, the Board has approved, among others, the proposed amendments to the articles of incorporation of the Company (the “**AOI**”).

The proposed amendments to the AOI are subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be considered and, if thought fit, passed at the annual general meeting of the Shareholders to be held on 21 June 2018 (the “**AGM**”).

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board is pleased to announce that at a meeting of the Board held on the date of this announcement, the Board has approved the proposed amendments to the AOI.

* for identification purpose only

1. PROPOSED AMENDMENTS TO THE AOI

Scope of amendments

The Board proposed to amend the AOI as follows:

(The underlined sections show parts to be amended.)

Existing AOI	Proposed Amendment
<p>Article 2. (Purpose)</p> <p>1. The purpose of the Company shall be to own controlling interests in companies engaged in the following lines of business, and thereby control and manage the businesses activities of such companies:</p> <p style="text-align: center;">§ (Description omitted)</p> <p>(Addition)</p>	<p>Article 2. (Purpose)</p> <p>1. The purpose of the Company shall be to own controlling interests in companies engaged in the following lines of business, and thereby control and manage the businesses activities of such companies:</p> <p style="text-align: center;">§ (No change)</p> <p><u>(53) Leasing, renting, sale and purchase, installment sale, and maintenance of aircrafts and ships, and various components and goods relating thereto; and</u> <u>(54) School management and other educational business</u></p>
<p>Article 19. (Convocation of Shareholders Meetings)</p> <p>2. <u>The Company shall announce the date on which an annual shareholders meeting is planned to be held no less than 10 weeks prior to such date on the Company's website and the website of the Stock Exchange.</u></p>	<p>Article 19. (Convocation of Shareholders Meetings)</p> <p style="text-align: center;">(Deleted)</p>

Existing AOI	Proposed Amendment
<p>Article 21. (Notice to Shareholders)</p> <p style="text-align: center;">(Addition)</p>	<p>Article 21. (Notice to Shareholders)</p> <p>6. <u>The requirement to send a shareholder any corporate communication (as defined under the Listing Rules), shall be satisfied where, in accordance with the Listing Rules, the Company publishes it on the Company's website or in any other permitted manner (including by any form of electronic communication), and that shareholder has agreed or is deemed to have agreed to treat the publication or receipt of such notice or document in such manner as discharging the Company's obligation to send him a copy of such notice or document, subject always to the right of any such shareholder to change his choice of communication under the Listing Rules.</u></p>
<p>Article 54. (Record Date for Dividends Payable out of Surplus)</p> <p>3. <u>Where the Company specifies the record date in the case of the paragraph 1, the Company shall disclose such record date and the date of a meeting of the board of directors on the website of the Stock Exchange no later than 10 business days prior to such record date and no later than 7 clear business days prior to the date of such meeting of the board of directors to which dividends paid out of surplus are recommended.</u></p> <p>4. <u>In the case of the preceding paragraph, a business day means a working day in Hong Kong.</u></p>	<p>Article 54. (Record Date for Dividends Payable out of Surplus)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p>

Effective date of the proposed amendments

The proposed amendments to the AOI are subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The amendments, if approved by the Shareholders, will take immediate effect at the close of the AGM.

Reasons for the proposed amendments to the AOI

The amendments to the AOI are proposed mainly (i) to expand the scope of business of the Company which needs to be expanded if a subsidiary of the Company has started to engage in such new business, and (ii) to allow the Company to send and supply corporate communications (as defined in the Listing Rules) to Shareholders by making them available on the Company's website and the Stock Exchange's website, subject to compliance with the Listing Rules and other applicable laws by the Company.

In addition, certain minor housekeeping amendments to the AOI will also be proposed at the AGM, subject to the applicable laws and regulations, to delete certain obsolete provisions therein.

Soga Law Office, the Japan legal advisers to the Company, has confirmed that the proposed amendments comply with the requirements under Japanese Laws.

2. CIRCULAR

A circular containing, among other things, further details of the proposed amendments to the AOI, together with the convocation notice of the AGM, will be despatched to the Shareholders on or around 30 May 2018.

By order of the Board
株式会社ダイナムジャパンホールディングス
DYNAM JAPAN HOLDINGS Co., Ltd.*
Kohei SATO
Chairman of the Board

Tokyo, Japan, 23 May 2018

As of the date of this announcement, the executive director of the Company is Mr. Kohei SATO, the non-executive directors of the Company are Mr. Yoji SATO, Mr. Tatsuji FUJIMOTO and Mr. Noriaki USHIJIMA and the independent non-executive directors of the Company are Mr. Ichiro TAKANO, Mr. Mitsutoshi KATO, Mr. Thomas Chun Kee YIP, Mr. Kei MURAYAMA and Mr. Kiyohito KANDA.

The AOI are drafted in Japanese. English and Chinese versions of the same contained in this announcement are translation only. In case of inconsistency, if any, the Japanese version shall prevail.

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