



**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)**

**PROXY FORM FOR THE 7TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

(Note 1) I/We (full name of individual or entity) \_\_\_\_\_ of (Note 1) (home or main office address) \_\_\_\_\_ hold (Note 2) \_\_\_\_\_ shares in 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"). I/We hereby appoint the chairman of the 7th Annual General Meeting of Shareholders (the "AGM") or (Note 3) (name of proxy) \_\_\_\_\_ of (Note 3) (home or main office address) \_\_\_\_\_ to serve as my/our proxy and perform the following on my/our behalf.

The proxy shall attend the 7th AGM to be held at 2-27-5 Nishi-Nippori, Arakawa-ku, Tokyo, Japan at 10:00 a.m. (Japan Time) on Thursday, 21 June 2018 and exercise voting rights for the resolution as set out below.

Matters to be Resolved (Note 4)		For (Note 5)	Against (Note 5)	Vote Withheld (Note 5)
First Resolution	Proposed Partial Amendments to the Articles of Incorporation			
Second Resolution	General Mandate to Allot, Issue and Deal in Shares			
Third Resolution	General Mandate to Repurchase Shares			
Fourth Resolution	Proposed Election of Nine (9) Directors			
	Candidate for Director Mr. Kohei Sato			
	Candidate for Director Mr. Yoji Sato			
	Candidate for Director Mr. Tatsuji Fujimoto			
	Candidate for Director Mr. Ichiro Takano			
	Candidate for Director Mr. Noriaki Ushijima			
	Candidate for Director Mr. Mitsutoshi Kato			
	Candidate for Director Mr. Thomas Chun Kee Yip			
	Candidate for Director Mr. Kei Murayama			
	Candidate for Director Mr. Kiyohito Kanda			
Fifth Resolution	Proposed Election of Auditor pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited			

Date: \_\_\_\_\_ 2018

Signature (Note 6): \_\_\_\_\_

- Note 1 Home or main office address and full name of individual or entity of the shareholder is to be written in block letters.
- Note 2 Please state the number of shares the proxy is authorized to act upon. If the number is less than your full voting entitlement on the share register, the voting entitlement in respect of the remaining shares is deemed to be an abstention. If this space is left blank, the proxy will be deemed as authorized to exercise your full voting entitlement. As stated in Note (3) under Item 5 headed "Other Precautions" of convocation notice for the AGM dated 30 May 2018 (the "Convocation Notice of AGM"), shareholders who intend to cast their votes in different ways (i.e. partly for and partly against a resolution) are requested to notify the Company in writing of their intention to do so and the reason therefor no later than 3 days before the AGM. Accordingly, please note that shareholders who have not submitted such notice of the intention to cast their votes in different ways to the Company may not be permitted to exercise such voting rights except for those who hold shares of the Company for and on behalf of others.
- Note 3 Home or main office address and full name of the proxy is to be written in block letters. If the spaces are left blank, the proxy shall become the chairman of the AGM.
- Note 4 The matters to be resolved shown here are summaries. The full text is available in the Convocation Notice of AGM.
- Note 5 If you approve the relevant resolution, please put a check mark in the "For" box. If you disapprove the relevant resolution, please put a check mark in the "Against" box. If you abstain from voting any resolution, please put a check mark in the "Vote Withheld" box. If you put check marks in none of the boxes or more than one box for a resolution, your proxy will be authorized to exercise his/her discretion as to whether and if so how he/she votes. The same decision will apply to the resolutions proposed in accordance with the laws and regulations to the AGM other than those stated in the Convocation Notice of AGM. Abstained votes will be counted towards the total number of votes cast in the relevant resolutions but excluded from the number of votes for or against the relevant resolutions.
- Note 6 Please sign with the pre-registered signature of the shareholder (or the representative person in case of a corporate shareholder).
- Note 7 If your shares are held jointly with others, signature of the person exercising the voting rights of whom the Company has been notified in advance will be enough, but filling in the names of individual or entity and home or main office address of all the joint shareholders is required.
- Note 8 Proxies are advised to submit the proxy form (signed and completed by the shareholder in accordance with the above Notes 1 to 7) to the reception desk of the AGM on the day thereof. If the shareholder completed the proxy form but left the proxy's name and address blank, please send the proxy form by mail to the location of the AGM no later than the day thereof OR deposit at the Company's share registrar, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM.
- Note 9 Proxies do not need to be a shareholder of the Company.
- Note 10 Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM thereof if you so wish, and in such case, this proxy form will be deemed to be revoked.

\* For identification purpose only