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DYNAM JAPAN HOLDINGS Co., Ltd.

(incorporated in Japan with limited liability)

(Stock Code: 06889)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF AN AIRCRAFT ENGINE

The Board is pleased to announce that DAIL, a wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with SMBC on 30 October 2025 (European time), pursuant to which SMBC agreed to sell to DAIL and DAIL agreed to purchase and take delivery of the Aircraft Engine currently leased by SMBC to Wizz under the Lease Agreement. Pursuant to the Sale and Purchase Agreement, the Lease Agreement between SMBC and Wizz will be novated by SMBC to DAIL on the Delivery Date.

As one or more of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules for the Acquisition exceed 5% but all applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As the Acquisition is subject to the satisfaction of the conditions precedent as provided in the Sale and Purchase Agreement which may or may not be fulfilled, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are as follows:-

Date:	30 October 2025
Parties:	(a) DAIL, as the purchaser (b) SMBC, as the seller
Asset to be acquired:	The Aircraft Engine, namely a used PW1133GA-JM engine (including the associated engine transportation stand and storage bag), subject to the Lease Agreement.
Purchase price and adjustment:	The Base Purchase Price as agreed between the parties shall be subject to adjustment on the Delivery Date by various items in accordance with the terms of the Sale and Purchase Agreement, including (i) an interest rate adjustment determined by way of an agreed formula with reference to a benchmark interest rate three days before the Delivery Date, (ii) a rent adjustment such that all rental income generated from the Aircraft Engine from 1 December 2024, being the economic delivery date agreed between the parties, shall be accounted to DAIL, and (iii) interest payable by DAIL for the period from 1 December 2024 up to the Delivery Date.
Payment terms:	A deposit of US\$250,000 has been paid by DAIL to SMBC prior to the signing of the Sale and Purchase Agreement, and the balance of the Adjusted Purchase Price shall be payable in immediately available funds on the Delivery Date.
Delivery Date:	A date falling on or prior to 31 August 2025 to be agreed between the parties in writing, subject to satisfaction of all conditions precedent.
Delivery:	On the Delivery Date, (i) SMBC shall transfer the full legal and beneficial title in the Aircraft Engine to DAIL and deliver a bill of sale to DAIL; (ii) DAIL shall execute a deliver to SMBC an acceptance certificate confirming its acceptance of delivery and that the Aircraft Engine and the relevant technical records are satisfactory to DAIL; and (iii) SMBC, DAIL and Wizz shall enter in to a novation agreement in respect of the Lease Agreement.
Conditions Precedent:	Completion of the Acquisition is conditional upon, among others: (1) written confirmation from the manufacturer of the Aircraft Engine as regards the transferability of the Aircraft Engine having been received by DAIL; (2) certificate of insurance maintained by the lessee having been received by SMBC; (3) non-incident/non-accident statement from the lessee having been received by DAIL;

- (4) the Aircraft Engine not having suffered a total loss or any material damage which would cost more than US\$6.0 million to rectify and cannot be rectified before the Delivery Date;
- (5) no default having occurred under the Lease Agreement and continuing; and
- (6) evidence of all necessary consents in respect of the transaction having been received by DAIL.

Termination: Should the SOFR SWAP 7Y rate three business days prior to the Delivery Date be lower than 3.75% or higher than 4.35%, then either party shall have the option to either terminate the transaction or renegotiate the provision regarding the purchase price of the Aircraft Engine in good faith.

Novation of Lease Agreement: On the Delivery Date, the Lease Agreement shall be novated by SMBC to DAIL. The principal terms of the Lease Agreement are as follows:

- Lessee: Wizz
- Sublessee: Wizz Abu Dhabi
- Lease commencement date: 31 May 2024
- Lease expiry date: 31 May 2033

CONSIDERATION

As advised by an independent valuer, the market appraised value of the Aircraft Engine is approximately US\$22.1 million, and the Base Purchase Price as agreed between DAIL and SMBC represents a discount against the valuation of the Aircraft Engine. Based on information currently available to the Directors, the Directors estimate that the Adjusted Purchase Price will not materially differ from the Base Purchase Price. The consideration will be settled from the Group's internal resources.

The independent valuer engaged by the Company is a recognized expert in aircraft/engine appraisals. The appraised market value of the Aircraft Engine represents their professional opinion of its fair market value under current market conditions as of 20 February 2025, based on an "arm's length, single sale" transaction between a willing buyer and willing seller.

Key assumptions for the valuation include (i) cash (or cash equivalent) consideration, (ii) no encumbrances, (iii) clear and marketable title, (iv) no damage history, (v) compliance with all airworthiness directives and service bulletins, and (vi) full maintenance records under an approved maintenance programme of international airworthiness standards. In conducting the valuation, the independent valuer reviewed recent market activity and known transaction data involving the subject engine type, considered the perceived market demand and supply for the relevant type of engine, and took into account the expressed views of informed industry sources.

The Board is of the view that the consideration payable for the Aircraft Engine was determined on an arm's length basis upon negotiation in accordance with the Group's customary business practices, taking into account the terms and conditions of the Acquisition as a whole (including

the level of rent and other terms of the Lease Agreement, and the credit worthiness of the lessee) and with reference to market conditions, as well as the future resale value of the Aircraft Engine based on the appraised market value obtained from the independent valuer.

However, the Sale and Purchase Agreement contains confidentiality provisions restricting, among other things, disclosure of the actual consideration of the Acquisition. This is in line with the customary practice of the industry not to disclose the actual consideration for the purchase of aircraft engines to the public. As DAIL is subject to a strict confidentiality obligation towards SMBC, any disclosure of the actual consideration of the Aircraft Engine will result in a breach of DAIL's confidentiality obligations towards SMBC and will expose the Group to material litigation risk, and will also prevent the Group from entering into any other transactions with SMBC and even other aircraft engine vendors in the future. Such potential consequences constitute a significant negative impact on the Group, which is not in the interest of the Company and its Shareholders as a whole. As such, the Company has applied for and obtained from the Stock Exchange a waiver from strict compliance with Rule 14.58(4) of the Listing Rules in respect of the disclosure of the actual consideration for the Aircraft Engine.

INFORMATION ABOUT THE AIRCRAFT ENGINE

The Aircraft Engine is a used PW1133GA-JM engine (including the associated engine transportation stand and storage bag) installed in an Airbus A320 neo aircraft. The Aircraft Engine is currently leased to Wizz under the Lease Agreement until 31 May 2033.

Due to confidentiality reasons, SMBC has not provided to the Group financial information (including book value and net profits) relating to the Aircraft Engine. The Company has applied for and obtained from the Stock Exchange a waiver from strict compliance with Rules 14.58(6) and 14.58(7) of the Listing Rules in respect of the disclosure of the book value of the Aircraft Engine and the net profits (both before and after taxation and extraordinary items) attributable to the Aircraft Engine for the two financial years immediately preceding the transaction.

Based on the expected rental income under the Lease Agreement and information currently available to the Directors, the balance of the amount of rental income to be generated by the Group from the Aircraft Engine less the amount of the estimated operating cost attributable to the Aircraft Engine will be approximately US\$0.95 million (before taxation) in each of the financial years ending 31 March 2026 and 2027.

INFORMATION ABOUT THE PARTIES

The Group is principally engaged in the business of pachinko hall operation and global aircraft leasing business.

DAIL is a company formed under the laws of the Republic of Ireland and a wholly-owned subsidiary of the Company. It is principally engaged in aircraft leasing business.

SMBC is a company formed under the laws of the Netherlands, the shares of which are ultimately held as to (1) 50% by Sumitomo Mitsui Financial Group, Inc., whose shares are listed on the Prime Market of the Tokyo Stock Exchange and the Premier Market of the Nagoya Stock Exchange, and (2) 50% by Sumitomo Corporation, whose shares are listed on the Prime Market of the Tokyo Stock Exchange. It is principally engaged in the business of aircraft engine leasing.

Wizz is a company formed under the laws of Hungary and a wholly-owned subsidiary of Wizz Holdings, whose shares are listed on the London Stock Exchange. It is principally engaged in the business of civil aviation services.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, SMBC, Wizz and their ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Directors consider that the Acquisition is beneficial to the Group and the Shareholders as a whole for the following reasons:

Aircraft and aircraft engine trading is in the ordinary course of business of the Group. The Directors consider that the acquisition of the Aircraft Engine would strengthen the Group's asset portfolio. As the Aircraft Engine is currently leased to Wizz, the lease arrangement will generate stable returns for the Group. In addition, as Wizz is an existing airline client of the Group, the management of the Group believes that the Acquisition will expand its collaborative opportunities with the airline and reinforce the long-term partnership, while further enhancing the Group's integrated asset management capabilities across the aviation value chain.

The Directors (including the independent non-executive Directors) are of the view that the Sale and Purchase Agreement is entered into by the Company in its ordinary and usual course of business and on normal commercial terms, and the terms of the Sale and Purchase Agreement (including the terms of the existing Lease Agreement to be novated to DAIL) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATION OF THE LISTING RULES

As one or more of the applicable percentage ratios calculated under Chapter 14 of the Listing Rules for the Acquisition exceed 5% but all applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

For the avoidance of doubt, the leasing of the Aircraft Engine to Wizz under the Lease Agreement after completion of the Acquisition will not constitute operating leases which will have a

significant impact on the operations of the Company for the purpose of Chapter 14 of the Listing Rules.

As the Acquisition is subject to the satisfaction of the conditions precedent as provided in the Sale and Purchase Agreement which may or may not be fulfilled, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, the following expressions shall (unless the context otherwise requires) have the following meanings:

“Acquisition”	the acquisition of the Aircraft Engine by DAIL from SMBC as contemplated under the Sale and Purchase Agreement
“Adjusted Purchase Price”	the purchase price payable by DAIL to SMBC for the Aircraft Engine, which shall be determined after adjustment of the Base Purchase Price on the Delivery Date in accordance with the terms of the Sale and Purchase Agreement
“Aircraft Engine”	a used PW1133GA-JM engine (including the associated engine transportation stand and storage bag)
“Base Purchase Price”	the base purchase price agreed between DAIL and SMBC for the acquisition of the Aircraft Engine as stated in the Sale and Purchase Agreement
“Board”	the board of Directors
“Company”	DYNAM JAPAN HOLDINGS Co., Ltd., a company incorporated under the laws of Japan with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected persons”	has the meaning ascribed to it under the Listing Rules
“DAIL”	Dynam Aviation Ireland Limited, a company incorporated in the Republic of Ireland with limited liability
“Delivery Date”	the day on which the Aircraft Engine shall be delivered by SMBC to DAIL and the transaction under the Sale and Purchase Agreement shall be completed
“Directors”	the directors of the Company

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lease Agreement”	the existing engine lease agreement entered into between SMBC and Wizz and dated 10 May 2024 (as amended by an amendment agreement dated 17 May 2024), pursuant to which the Aircraft Engine was leased by SMBC to Wizz
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratios”	has the meaning ascribed to it under Rule 14.07 of the Listing Rules
“Sale and Purchase Agreement”	the sale and purchase agreement entered into between SMBC and DAIL on 30 October 2025, pursuant to which SMBC agreed to sell to DAIL and DAIL agreed to purchase and take delivery of the Aircraft Engine
“Shareholder(s)”	the shareholder(s) of the Company
“SMBC”	SMBC Aero Engine Lease B.V., a company incorporated in the Netherlands with limited liability, the shares of which are ultimately held as to (1) 50% by Sumitomo Mitsui Financial Group, Inc., whose shares are listed on the Prime Market of the Tokyo Stock Exchange and the Premier Market of the Nagoya Stock Exchange, and (2) 50% by Sumitomo Corporation, whose shares are listed on the Prime Market of the Tokyo Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Wizz”	Wizz Air Fleet Management Ltd., a company incorporated in Hungary with limited liability and a wholly-owned subsidiary of Wizz Holdings
“Wizz Abu Dhabi”	Wizz Air Abu Dhabi LLC., a company incorporated in Abu Dhabi with limited liability owned as to 49% by Wizz Holdings and 51% by Abu Dhabi Developmental Holding Company PJSC, a private joint stock company owned by the government of Abu Dhabi

“Wizz Holdings”

Wizz Air Holdings Plc., a company incorporated in Jersey whose shares are listed on the London Stock Exchange

“%”

percent.

By order of the Board
DYNAM JAPAN HOLDINGS Co., Ltd.
Akira HOSAKA
Chairman of the Board

Tokyo, Japan, 4 November 2025

As of the date of this announcement, the executive Director is Mr. Akira HOSAKA; and the non-executive Directors are Mr. Yoji SATO and Mr. Kohei SATO; and the independent non-executive Directors are Mr. Mitsutoshi KATO, Mr. Thomas Chun Kee YIP, Mr. Kiyohito KANDA, Mr. Koji KATO and Ms. Mayumi ITO.