



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: 6889)**

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

DYNAM JAPAN HOLDINGS Co., Ltd. (the “**Company**”) adopts a formal, considered and transparent procedure for the shareholders of the Company (the “**Shareholders**”) to propose a person for election as a director of the Company (a “**Director**”) at any Shareholders’ meeting of the Company. The following procedures are subject to the Company’s articles of incorporation, the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Companies Act (Act No.86 of 2005) of Japan (the “**Companies Act**”), and other applicable legislation and regulations.

### **ORDINARY PROCEDURES**

- If a Shareholder, who is interested in either (i) no less than 1% of the entire issued share capital of the Company; or (ii) no less than 300 shares in the Company’s share capital (the “**Shares**”), wishes to propose a person for election as a Director at a Shareholders’ meeting, he/she shall have to lodge a written notice at the Company’s headquarters at 2-25-1-702 Nishi-Nippori, Arakawa-ku, Tokyo 116-0013, Japan, for the attention of the Company Secretary of the Company, or at the offices of Computershare Hong Kong Investor Services Limited, the Company’s share registrar, at Shops 1712–1716, 17/F Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- In order for the Company to inform all Shareholders of that proposal, the written notice must state (i) his/her intention to propose such person for election as a Director; and (ii) the full name of such nominated candidate and be signed by the Shareholder lodging such notice. Shareholders are advised to provide the biographical details of the nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.
- Any proposal for election of Directors will be considered at the first Shareholders’ meeting (annual or extraordinary) scheduled to be held eight weeks after the above notice is lodged at the Company. If a Shareholder wishes to have his/her proposal considered at the annual Shareholders’ meeting of the Company, the above notice must be lodged at the Company no later than eight weeks prior to the date of the annual Shareholders’ meeting. This date will be notified to the Shareholders by way of announcement on the Stock Exchange no less than ten weeks prior to such date.

\* *For identification purposes only*

## EXTRAORDINARY PROCEDURES

- Notwithstanding the ordinary procedures stated above, where a proposal to elect a person as a Director is scheduled as an agenda item of any Shareholders' meeting, any Shareholder who is interested in no less than one Share may counter-propose another person for election as a Director at such meeting. Any such counter-proposal may be made verbally at the relevant Shareholders' meeting.
- Any Shareholder who is interested in no less than 3% of the entire issued Share capital of the Company may demand the Directors to convene an extraordinary Shareholders' meeting to elect a person as a Director.

Beneficial owners holding the pecuniary interests and voting rights with respect to the shares in the Company which are deposited into the Central Clearing and Settlement System ("CCASS") are not considered as Shareholders under the Companies Act. These CCASS beneficial owners are not entitled to nominate a person as a Director. CCASS beneficial owners wishing to do so must withdraw the relevant shares from CCASS and re-register himself/herself as a Shareholder in the Company's share register.

*Shareholders should note that, because the Company was incorporated in Japan, the above procedures are different from those applicable to other companies listed on the Stock Exchange that are organised in other jurisdictions. Shareholders are advised to refer to the section headed "Material Shareholders' Matters under Japanese Law" in the Company's website from time to time.*

6 August 2012