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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: 6889)**

**ANNOUNCEMENT**

- (1) RESIGNATION OF JOINT COMPANY SECRETARY  
AND EXECUTIVE OFFICER**
- (2) APPOINTMENT OF JOINT COMPANY SECRETARY**
- (3) WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17  
OF THE LISTING RULES**

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”) announces the following changes:

- (1) the resignation of Mr. Hirobumi YONEHATA (米畑博文) (“Mr. Yonehata”) as the joint company secretary and executive officer of the Company with effect from 31 October 2012; and
- (2) the appointment of Mr. Go UMEHARA (梅原剛) (“Mr. Umehara”) as the joint company secretary of the Company with effect from 1 November 2012.

The Board further announces that The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) with respect to the appointment of Mr. Umehara, who currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules.

\* For identification purposes only

## **RESIGNATION OF JOINT COMPANY SECRETARY AND EXECUTIVE OFFICER**

The Board announces that Mr. Yonehata has tendered his resignation as the joint company secretary and executive officer of the Company with effect from 31 October 2012 to pursue other business ventures. Mr. Yonehata has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange and the Company's shareholders.

## **APPOINTMENT OF JOINT COMPANY SECRETARY**

The Board is pleased to announce that Mr. Umehara has been appointed as the joint company secretary with effect from 1 November 2012 to replace Mr. Yonehata.

Mr. Umehara joined the Company in July 2012. He is primarily responsible for the oversight of the internal audit and financial controlling matters of the Company and its subsidiaries (the "Group"). He is also in charge of preparing financial statements for the Group.

Mr. Umehara has obtained over 19 years of experience in financial management, auditing and accounting through his various positions in a number of international and Japanese institutions. Prior to joining the Group, Mr. Umehara was a partner of Meisei Audit Corporation, an accounting practice based in Japan, between September 2010 and June 2012. His other accounting and financial experience include his practice as a certified public accountant in Japan with Ernst & Young ShinNihon LLC and Arcadia Group.

Mr. Umehara graduated from The University of Tokyo in March 1993 with a bachelor's degree in Economics. He is a member of The Japanese Institute of Certified Public Accountants.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Umehara currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied, and the Stock Exchange has granted, waiver from strict compliance with Rules 3.28 and 8.17 with respect to the appointment of Mr. Umehara as the Company's joint company secretary from 1 November 2012 to 19 June 2015 on the grounds that the Company will continue to engage Ms. Ming Wai MOK ("Ms. Mok"), the other existing joint company secretary of the Company who possesses the relevant professional

qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance to Mr. Umehara in discharging his duties as one of the joint company secretaries of the Company.

This waiver is granted on the condition that the Company continues to engage Ms. Mok, who meets the requirement of Note 1 to Rule 3.28, as joint company secretary to assist Mr. Umehara in the discharge of his duties as a joint company secretary and in gaining the relevant experience as required under Note 2 to Rule 3.28. This waiver will be revoked immediately when Ms. Mok ceases to be a joint company secretary of the Company. Upon the expiry of the waiver period, the qualifications and experience of Mr. Umehara and the need for the ongoing assistance of Ms. Mok will be further evaluated by the Company, and the Company will then endeavour to demonstrate to the Stock Exchange's satisfaction that Mr. Umehara, having had the benefit of Ms. Mok's assistance, has acquired "relevant experience" within the meaning of Note 2 to Rule 3.28 such that a further waiver from Rules 3.28 and 8.17 of the Listing Rules will not be necessary.

The Board would like to take this opportunity to thank Mr. Yonehata for his valuable contribution to the Company during his tenure and extend its welcome to Mr. Umehara on his new appointment.

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.\*)  
Yoji SATO  
Chairman

Tokyo, Japan, 1 November 2012

*As of the date of this announcement, the executive director of the Company is Mr. Yoji SATO, the non-executive director of the Company is Mr. Noriaki USHIJIMA and the independent non-executive directors of the Company are Mr. Katsuhide HORIBA, Mr. Ichiro TAKANO, Mr. Yukio YOSHIDA, Mr. Mitsutoshi KATO and Mr. Thomas Chun Kee YIP.*