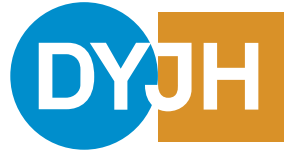


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**株式会社ダイナムジャパンホールディングス**

**DYNAM JAPAN HOLDINGS Co., Ltd.\***

*(incorporated in Japan with limited liability)*

**(Stock code: 06889)**

## **ANNOUNCEMENT**

### **CHANGE OF JOINT COMPANY SECRETARY**

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. Go UMEHARA (梅原剛) (“Mr. Umehara”) as the joint company secretary of the Company with effect from 25 June 2014; and
- (2) the appointment of Mr. Norio HARASAWA (原澤則夫) (“Mr. Harasawa”) as the joint company secretary of the Company with effect from 26 June 2014.

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

### **RESIGNATION OF JOINT COMPANY SECRETARY**

The Board announces that Mr. Umehara has tendered his resignation as the joint company secretary of the Company with effect from 25 June 2014 for personal reasons. Mr. Umehara 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. Harasawa has been appointed as the joint company secretary of the Company with effect from 26 June 2014 to replace Mr. Umehara.

Mr. Harasawa joined the Company in February 2014. He is primarily responsible for the oversight of the financial controlling matters of the Company and its subsidiaries (the “Group”). Mr. Harasawa is also responsible for the preparation of financial reporting materials and certain mandatory disclosure materials of the Group.

Mr. Harasawa 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 Company, Mr. Harasawa was in charge of financial reporting, management control affairs and investor relationship affairs at a company listed in Japan from August 2011 to January 2014. His other accounting and financial experience includes his practice as a certified public accountant in Japan with Deloitte Touche Tohmatsu LLC from October 1995 to July 2011.

Mr. Harasawa graduated from The University of Keio in March 1989 with a bachelor’s degree in Law. He is a member of The Japanese Institute of Certified Public Accountants.

## **WAIVER FROM STRICT COMPLIANCE WITH RULE 3.28 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. Harasawa currently does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied, and the Stock Exchange has granted, the waiver from strict compliance with Rule 3.28 with respect to the appointment of Mr. Harasawa as a joint company secretary of the Company for a period of three years from the date of the said appointment (the “Waiver Period”) 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 Rule 3.28 of the Listing Rules, to provide assistance to Mr. Harasawa in discharging his duties as one of the joint company secretaries of the Company during the Waiver Period.

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 a joint company secretary of the Company to assist Mr. Harasawa in the discharge of his duties as a joint company secretary of the Company 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 the joint company secretary of the Company. Upon the expiry

of the Waiver Period, the qualifications and experience of Mr. Harasawa 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. Harasawa, 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 Rule 3.28 of the Listing Rules will not be necessary.

The Board would like to take this opportunity to thank Mr. Umehara for his valuable contribution to the Company during his tenure and extend its welcome to Mr. Harasawa 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.\*  
Kohei SATO  
Chief Executive Officer

Tokyo, Japan, 26 June 2014

*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.*

\* for identification purpose only