

## IMPORTANT

**IMPORTANT:** If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.



# 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)

## GLOBAL OFFERING

Number of Offer Shares	:	112,000,000 Shares (subject to the Over-Allotment Option)
Number of Hong Kong Public Offer Shares	:	11,200,000 Shares (subject to adjustment)
Number of International Offering Shares	:	100,800,000 Shares (subject to adjustment and the Over-Allotment Option)
Maximum Offer Price	:	HK\$16 per Hong Kong Public Offer Share (payable in full on application and subject to refund on final pricing, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal value	:	Nil
Stock code	:	6889

### Joint Sponsors



Shenyin Wanguo Capital (H.K.) Limited

Piper Jaffray

### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Piper Jaffray

中信証券國際  
CITIC Securities International



Shenyin Wanguo Capital (H.K.) Limited

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus (the "Prospectus"), make no representation as to the accuracy or completeness of this Prospectus and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in "Appendix VI — Documents Delivered to the Registrar of Companies and Available for Inspection", has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Prospectus or any other document referred to above.

See "Risk Factors" for a discussion of certain risks that you should consider before investing in the Shares.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date, which is expected to be on or about Friday, 27 July 2012 and, in any event, not later than Thursday, 2 August 2012. The Offer Price will be not more than HK\$16 and is currently expected to be not less than HK\$14. Applicants for Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$16 for each Hong Kong Public Offer Share together with a brokerage of 1%, a SFC transaction levy of 0.003%, and a Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined should be lower than HK\$16.

The Joint Global Coordinators (on behalf of the Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective investors during the book-building process in respect of the International Placing and with our consent, reduce the number of Hong Kong Public Offer Shares and/or the indicative Offer Price range below that stated in this Prospectus (which is HK\$14 to HK\$16) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction in the number of Hong Kong Public Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English), the Hong Kong Economic Journal (in Chinese), the website of our Company at [www.dyjh.co.jp](http://www.dyjh.co.jp) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If applications for Hong Kong Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Hong Kong Public Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for the Hong Kong Public Offer Shares" in this Prospectus. If, for any reason, we and the Joint Global Coordinators (on behalf of the Underwriters) are not able to agree on the Offer Price on or before Thursday, 2 August 2012 the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for the subscription for, Hong Kong Public Offer Shares are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the day on which trading in the Shares commences on the Hong Kong Stock Exchange. Such grounds are set out in the section headed "Underwriting" in this Prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (1) in the United States to QIBs in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

\* for identification purpose only