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DYNAM JAPAN HOLDINGS Co., Ltd.

(incorporated in Japan with limited liability)

(Stock code: 06889)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of DYNAM JAPAN HOLDINGS Co., Ltd. (the “**Company**”) will be held at Headquarter Building of Dynam Co., Ltd. located at 2-27-5 Nishi-Nippori, Arakawa-ku, Tokyo, Japan on Tuesday, 25 June 2024 at 10:00 a.m. (Japan time) for the following purposes:

MATTERS TO BE REPORTED

Report on the Business Report and the Financial Statements, and report on results of the audit by the Accounting Auditor and the review by the Audit Committee on the Financial Statements for the 13th fiscal year (from 1 April 2023 to 31 March 2024)

MATTERS TO BE RESOLVED

First Resolution	General Mandate to Allot, Issue and Deal in Shares
Second Resolution	General Mandate to Repurchase Shares
Third Resolution	Proposed Election of Eight (8) Directors
Fourth Resolution	Proposed Election of an Auditor pursuant to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited

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

Tokyo, Japan, 3 June 2024

Registered office and headquarters:
2-25-1-702 Nishi-Nippori, Arakawa-ku
Tokyo, 116-0013, Japan

Principal place of business in Hong Kong:
Unit 1, 32/F, Hong Kong Plaza,
188 Connaught Road West, Hong Kong

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

This document has been prepared in compliance with the Companies Act of Japan (the “Companies Act”) and the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

3 June 2024

Akira HOSAKA, Director and Chief Executive Officer
DYNAM JAPAN HOLDINGS Co., Ltd.
2-25-1-702 Nishi-Nippori, Arakawa-ku, Tokyo, Japan

**CONVOCAION NOTICE
FOR THE 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of Shareholders (the “Meeting”) of DYNAM JAPAN HOLDINGS Co., Ltd. (the “Company”) will be held as detailed hereinafter, and your attendance is cordially requested.

Particulars:

- 1. Date and time:** Tuesday, 25 June 2024 at 10:00 a.m., Japan time (Reception starts at 9:30 a.m.)
- 2. Location:** Headquarter Building of Dynam Co., Ltd.
2-27-5 Nishi-Nippori, Arakawa-ku, Tokyo, Japan
- 3. Agenda of the Meeting:**

Matters to be Reported

Report on the Business Report and the Financial Statements, and report on results of the audit by the Accounting Auditor and the review by the Audit Committee on the Financial Statements for the 13th fiscal year (from 1 April 2023 to 31 March 2024)

Matters to be Resolved

- | | |
|--------------------------|--|
| First Resolution | General Mandate to Allot, Issue and Deal in Shares |
| Second Resolution | General Mandate to Repurchase Shares |
| Third Resolution | Proposed Election of Eight (8) Directors |
| Fourth Resolution | Proposed Election of an Auditor pursuant to the Listing Rules |

4. Rules on Convocation for the Meeting

(1) If shareholders (in the case of a corporation, its representative) attend the Meeting in person

Shareholders of the Company (the “Shareholders”) will be requested to confirm their identity at the reception. Please bring a piece of identification such as a passport or driver’s license.

(2) If proxies attend the Meeting

Please fill out the required information on the proxy form, and make sure that the Shareholder himself/herself signs the proxy form. If the Shareholder is a corporation, the person registered in advance as the signatory must sign the proxy form, or the representative of the corporation must sign or affix his/her name and seal.

Proxies are requested to bring the above-mentioned proxy form and submit it to the reception desk of the Meeting on the day thereof.

Proxies will be asked to confirm their identity at the reception. Please bring a piece of identification such as a passport or driver’s license to confirm your identity as the person named on the proxy form.

(3) If Shareholders appoint the chairman of the Meeting as their proxies

Please fill out the required information on the proxy form (please do not fill out the spaces for the home or main office address of the proxy and name of the proxy), and make sure that the Shareholder himself/herself signs this proxy form. If the Shareholder is a corporation, the person registered in advance as the signatory must sign the proxy form, or the representative of the corporation must sign or affix his/her name and seal. Please send the proxy form, filled in with the required information excluding the home or main office address of the proxy and name of the proxy and signed personally by the Shareholder by mail to the location of the Meeting by no later than the date of the Meeting OR deposit such proxy form at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.

(Note) In the event that no indication of approval or disapproval of a resolution is made in the proxy form mailed or submitted, or if different intentions are expressed for the same resolution, the authority to elect to vote for, against or abstain from the resolution shall be deemed to have been given to the chairman of the Meeting, who is the proxy.

5. Other Precautions

(1) All resolutions set out in this convocation notice (the “Notice”) will be decided by poll at the Meeting in accordance with Rule 13.39(4) of the Listing Rules.

- (2) Shareholders having voting rights recorded in the most recent share registry as of 21 May 2024 shall be deemed to be Shareholders permitted to attend and vote at the Meeting.
 - (3) Shareholders who intend to cast their votes in different ways (i.e. partly for and partly against a resolution) are requested to notify the Company in writing of their intention to do so and the reason therefor no later than 3 days before the Meeting.
 - (4) Beneficial owners of the shares of the Company (the “Shares”) who hold pecuniary interests and voting rights in the Company with respect to the Shares deposited into the Central Clearing and Settlement System (“CCASS”) and registered in the name of HKSCC Nominees Limited (“HKSCC Nominees”) (the “CCASS Beneficial Owners”) are not recognised as Shareholders under Japanese law. HKSCC Nominees will exercise the voting rights entitled by the CCASS Beneficial Owners in accordance with the pre-determined arrangements between HKSCC Nominees and the CCASS Beneficial Owners and the general operational rules of CCASS.
 - (5) For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Meeting.
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BUSINESS REPORT
(1 April 2023 to 31 March 2024)

1. THE COMPANY AND ITS SUBSIDIARIES (THE “GROUP”)

(1) Progress of Business and Results

During the fiscal year under review, the Japanese economy followed a moderate recovery trend due to improvements in the employment and income environment and an increase in inbound demand. On the other hand, the economic outlook remains unpredictable due to concerns about persistently high energy prices and continuing price hikes that outpace wage increases.

In the pachinko hall industry, the trend toward polarization has become more pronounced, as an increasing number of halls are forced to close or close down their businesses due to a decline in the number of customers and the burden of capital investment, while at the same time the industry is undergoing restructuring through M&A, mainly by large companies. In addition, the installation of smart pachinko/pachislot machines introduced in November of the year before last have expanded the installation of slot machines, driving the industry's overall performance.

In this environment, the Group has been renovating many of its facilities to increase the number of smart slot machines, and as a result, the installation ratio of smart slot machines has increased to approximately 30% at present. In order to further strengthen competitiveness, the Group is striving to improve business performance by implementing large-scale renovations, mainly at high playing cost halls where profitability is expected to increase.

As for the number of halls, as a result of the acquisition of 7 halls from other companies in the same industry by means of absorption-type company split and the closure of 3 unprofitable halls, the number of halls at the end of the fiscal year under was 433, with 176 high-playing cost halls and 257 low-playing cost halls by business category.

As for the aircraft leasing business, the Group purchased four new aircraft during the fiscal year under review, bringing its fleet to 10 aircraft. The Group has also established a system to manage aircraft under lease in-house, and intend to strengthen and expand our earning power by offering our aircraft management services to other companies as well in the future.

As a result of the above, non-consolidated operation results of the Company for the fiscal year under review showed net sales of ¥4,477 million (96.7% of the previous year), ordinary income of ¥3,599 million (95.2% of the previous year), and net income of ¥3,585 million (95.1% of the previous year), mainly due to dividend income from subsidiaries.

As for consolidated operation results of the Company for the same fiscal year ^(Note), operating revenue was ¥130,363 million (111.2% of the previous year), operating income was ¥8,983 million (132.8% of the previous year) and net profit attributable to owners of the parent was ¥3,384 million (187.4% of the previous year).

(Note) The figures of the consolidated operation results are from the consolidated financial statements that have been prepared pursuant to the International Financial Reporting Standards which we voluntarily disclose for information purposes and are not audited by the accounting auditor.

(2) Financing

1) Financing of the Company

During the fiscal year under review, the Company raised ¥10 billion through borrowings from financial institutions to invest in the future growth of the Group, including the aircraft leasing business. This is the first time since listing on the Stock Exchange.

2) Financing of the Group

During the fiscal year under review, in addition to making scheduled repayments of existing loans, the Company has been working to secure liquidity through the use of loan facilities. In addition, the Group took out a foreign currency loan of US\$79 million and €75 million in the form of a non-recourse loan in connection with the purchase of four new Airbus aircraft. Such non-recourse loan is repaid from the lease payments received from the lessee, and the Group is under no obligation to repay beyond that, thereby financial risk is reduced.

As a result of the above, as at the end of the fiscal year under review, the amount of cash and deposits was ¥50,109 million, a decrease of ¥9,496 million from the previous year; and the amount of interest-bearing debt increased by ¥28,157 million to ¥100,324 million.

Please note that the Group is making an effort to streamline funds through the introduction of Cash Management System (CMS) that allows the central management of funds for each subsidiary of the Group.

(Note) The figures of the financing of the Group are from the consolidated financial statements that have been prepared pursuant to the International Financial Reporting Standards which we voluntarily disclose for information purposes and are not audited by the accounting auditor.

(3) Capital Expenditure

1) Capital Expenditure of the Company

Not applicable.

2) Capital Expenditure of the Group

Capital expenditures of the Group for the fiscal year under review totaled ¥44.549 billion, mainly for the acquisition of aircraft and buildings, structures, and store facilities in connection with the opening of new pachinko halls in the pachinko hall business.

(Note) The figures of the capital expenditure of the Group are from the consolidated financial statements that have been prepared pursuant to the International Financial Reporting Standards which we voluntarily disclose for information purposes and are not audited by the accounting auditor.

(4) Management Issues

1) Increasing customer numbers and profitability

With the customers decreasing triggered by the COVID-19 pandemic, an urgent management issue is to increase the number of customers by encouraging dormant players who have left the amusement industry to return to the halls and by attracting new customers. We will

work to improve the profitability by aggressively introducing smart playing machines, strengthening the competitiveness of existing halls through hall remodeling, and expanding the number of operating halls through mergers and acquisitions.

2) *Pursuing low-cost management*

The Group is promoting low playing cost machines. Because operating revenues and profits are lower for low playing cost machines compared to the existing machines, technologies and know-how to achieve low-cost management are required. The Group will strive to achieve low-cost management by standardizing halls to allow efficient purchases of building materials, strengthening our product provision capabilities (product quality), thoroughly implementing the standardization and simplification of processes through on-site on the job training, reviewing the headquarters and supervisory organizations that serve to support halls, and streamlining through the deployment of the proper number of personnel.

3) *Strengthening internal control*

The Group has established the Group Internal Control Committee, made the internal control systems of the Group based on the “Basic Policy for Internal Control” decided by the board (the “Board”) of directors (the “Directors”) of the Company, checked and improved the systems according to the change of laws and regulations. The Group has in place the Group risk management committee, grasp the intrinsic risk of the whole Group comprehensively and resolve issues related to the risk management.

(5) Trends in Property and Gains (Losses)

1) *Trends in Property and Gains (Losses) of the Company:*

Classification	10th Fiscal Year	11th Fiscal Year	12th Fiscal Year	13th Fiscal Year
	Fiscal Year ended 31 March 2021	Fiscal Year ended 31 March 2022	Fiscal Year ended 31 March 2023	Fiscal Year ended 31 March 2024 (Current Fiscal Year)
Net sales (Millions of yen)	5,502	3,987	4,631	4,477
Operating income (Millions of yen)	4,556	3,087	3,781	3,599
Net income (Millions of yen)	4,548	3,077	3,771	3,585
Earnings per Share (Yen)	5.98	4.17	5.25	5.07
Total assets (Millions of yen)	117,105	95,138	101,649	114,736
Total net assets (Millions of yen)	92,047	88,688	87,801	86,371
Net assets per Share (Yen)	122.29	122.74	123.06	124.02

2) *Trends in Property and Gains (Losses) of the Group:*

Classification	International Financial Reporting Standard (“IFRS”)			
	10th Consolidated Fiscal Year	11th Consolidated Fiscal Year	12th Consolidated Fiscal Year	13th Consolidated Fiscal Year
	Fiscal Year ended 31 March 2021	Fiscal Year ended 31 March 2022	Fiscal Year ended 31 March 2023	Fiscal Year ended 31 March 2024 (Current Fiscal Year)
Revenue (Millions of yen)	98,602	105,141	117,206	130,363
Operating profit (Millions of yen)	6,728	10,654	6,764	8,983
Net profit attributable to owners of the Company (Millions of yen)	2,363	4,997	1,806	3,384
Basic earnings per Share (Yen)	3.10	6.77	2.52	4.78
Total assets (Millions of yen)	301,073	293,421	325,608	366,045
Equity attributable to owners of the Company (Millions of yen)	132,005	131,037	128,425	131,485
Equity attributable to owners of the Company per Share (Yen)	175.38	181.35	180.00	188.79

(Note)

The above figures were from the consolidated financial statements that have been prepared pursuant to the IFRS which we voluntarily disclose for information purposes and are not audited by the accounting auditor.

(6) Important Parent Company and Subsidiaries

1) *Status of parent company*

Not applicable.

2) *Important subsidiaries*

(As of 31 March 2024)

Name of Company	Capital Stock	Ratio of Voting Rights	Principal Business Description
DYNAM Co., Ltd.	¥5,000 million	100%	Operation of pachinko halls
Yume Corporation Co., Ltd.	¥50 million	100%	Operation of pachinko halls
Cabin Plaza Co., Ltd.	¥10 million	100%	Operation of pachinko halls
DYNAM Business Support Co., Ltd.	¥1,020 million	100%	Property Management and Hall Development
Nihon Humap Co., Ltd.	¥100 million	100%	Restaurant and Cleaning Services
Dynam Hong Kong Co., Limited	HK\$0.9 billion	100%	Investment businesses in Asian regions
Dynam Aviation Ireland Limited	US\$1 million	100%	Aircraft Lease

3) *Matters of Specified Wholly-Owned Subsidiary*

(As of 31 March 2024)

Name	Address	Total Book Value	Total Assets
DYNAM Co., Ltd.	2-27-5 Nishi-Nippori, Arakawa-ku, Tokyo	¥49,701 million	¥114,736 million
Dynam Aviation Ireland Limited	32 Molesworth Street, Dublin2, D02Y512, Ireland	¥28,928 million	

(7) **Principal Business Description**

The Company, as a pure holding company, coordinates the management of the entire Group.

The principal businesses of the Group are as follows.

(As of 31 March 2024)

Business Segment	Principal Business Description
Pachinko Hall	Operation of pachinko halls
Real Estate Development	Real estate management and development of halls
Restaurant Business	Operation of restaurants adjacent to pachinko halls
Cleaning Business	Cleaning services in pachinko halls
Investment Business	Investment in businesses in Asian regions
Aircraft Leasing Business	Aircraft Lease

(8) **Principal Business Premises**

1) *The Company*

(As of 31 March 2024)

Head Office	2-25-1-702 Nishi-Nippori, Arakawa-ku, Tokyo, Japan
Principal place of business in Hong Kong	Unit 1, 32/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong

2) *Principal Subsidiaries*

(As of 31 March 2024)

DYNAM Co., Ltd.	Head Office	2-27-5 Nishi-Nippori, Arakawa-ku, Tokyo, Japan
	Pachinko Halls Distribution Centers	397 halls in 46 prefectures in Japan 16 locations in 16 prefectures in Japan
Yume Corporation Co., Ltd.	Head Office	195-1 Funahara-cho, Toyohashi, Aichi, Japan
	Pachinko Halls	31 halls in 19 prefectures in Japan
Cabin Plaza Co., Ltd.	Head Office	6-5-8 Kanamachi, Katsushika-ku, Tokyo, Japan
	Pachinko Halls	5 halls in 3 prefectures in Japan
DYNAM Business Support Co., Ltd.	Head Office	5-15-7 Nishi-Nippori, Arakawa-ku, Tokyo, Japan
Nihon Humap Co., Ltd.	Head Office	5-15-7 Nishi-Nippori, Arakawa-ku, Tokyo, Japan
Dynam Hong Kong Co., Limited	Head Office	Unit 1, 32/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong
Dynam Aviation Ireland Limited	Head Office	32 Molesworth Street, Dublin 2, D02Y512, Ireland

(9) Status of Employees

1) Number of employees in the Company

(As of 31 March 2024)

Number of Employees	Changes from the End of the Previous Fiscal Year
38	-4

(Notes)

1. The above number refers to the number of employees at work in the Company. Apart from the above, the Company employed 2 temporary employees (average number of employees).
2. Number of employees includes secondees to the Company, and excludes secondees from the Company.

2) Number of employees in the Group

(As of 31 March 2024)

Number of Employees	Changes from the End of the Previous Fiscal Year
4,372	-117

(Note) The above number refers to the number of employees at work in the Group. Apart from the above number, there are 8,120 temporary employees (average number of employees).

(10) Major Lenders

(As of 31 March 2024)

Lenders	Outstanding Borrowings
Mizuho Bank, Ltd.	¥6,000 million
Sumitomo Mitsui Banking Corporation	¥4,000 million

2. MATTERS RELATED TO THE SHARES IN THE COMPANY (As of 31 March 2024)

- (1) Total Number of Shares Authorized for Issue: 2,520,000,000 Shares
- (2) Total Number of Issued Shares: 698,743,096 Shares (which includes 2,300,000 treasury Shares)
- (3) Number of Shareholders: 150 Shareholders
- (4) Major Shareholders:

Major Shareholders	Investment in the Company	
	Number of Shares Held (Thousands of Shares)	Shareholding Ratio (%)
Sato Aviation Capital Limited	187,522	26.93
HKSCC Nominees Limited	130,856	18.79
Rich-O Co., Ltd.	95,810	13.76
Eurasia Foundation (from Asia)	80,000	11.49
Kohei SATO	53,639	7.70
Shigehiro SATO	22,275	3.20
Masahiro SATO	19,579	2.81
Yaeko NISHIWAKI	17,379	2.50
DYNAM Suppliers Stock Ownership Plan	17,297	2.48
DYNAM Employees Stock Ownership Plan	16,554	2.38

(Notes)

1. Shareholding ratio is calculated excluding treasury Shares (2,300,000 Shares).
2. Number of Shares held is stated based on the number of Shares beneficially held by the relevant shareholder.
3. HKSCC Nominees Limited is a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited, and the nominee shareholder of the Company's shares listed on the Stock Exchange that are deposited in the account of the CCASS.

(5) Other Important Matters Related to Shares:

1) *Share Repurchase*

In order to implement flexible capital policy to cope with change of management environment and improve capital efficiency, the Company resolved to grant the general mandate to repurchase Shares at the annual general meetings held on 23 June 2023. The details of the share repurchases based on such resolution are as follows:

Date of board resolution	Share repurchase period	Number of Shares repurchased
23 June 2023	From 27 June 2023 to 28 March 2024	17,043,200

2) *Cancellation of Repurchased Shares*

During the financial year under review, the Company cancelled the repurchased shares pursuant to Article 178 of the Companies Act, Article 9, Paragraph 2 of the articles of incorporation of the Company (the "Articles" or "AOI") and Rule 10.06(5) of the Listing Rules from time to time in force. The details of the Share cancellation are as follows:

Date of Executive Officer's decision	Date of Share cancellation	Number of Shares cancelled
28 April 2023	28 April 2023	788,800
31 July 2023	31 July 2023	1,616,400
31 August 2023	31 August 2023	2,331,000
28 September 2023	28 September 2023	3,010,000
31 October 2023	31 October 2023	1,661,200
28 March 2024	28 March 2024	6,124,600
Total		15,532,000

(Note)

The 2,300,000 shares of treasury Shares held at the end of the fiscal year under review were cancelled on 30 April, 2024.

3. **STOCK ACQUISITION RIGHTS**

Not applicable.

4. COMPANY OFFICERS

(1) Directors and Executive Officers

(As of 31 March 2024)

Name	Position and Area of Responsibilities in the Company	Responsibilities and Other Significant Concurrent Offices Held
Mr. Akira HOSAKA	Executive Director, Chairman of the Board, President, CEO, Member of Nomination Committee and Member of Remuneration Committee	President and Representative Director of DYNAM Co., Ltd.
Mr. Yoji SATO	Non-executive Director	Executive Director of Dynam Hong Kong Co., Limited and Chairman of Eurasia Foundation (from Asia)
Mr. Kohei SATO	Non-executive Director	
Mr. Makoto SAKAMOTO	Non-executive Director	
Mr. Mitsutoshi KATO	Independent Non-executive Director, Chairman of Nomination Committee and Chairman of Remuneration Committee	
Mr. Thomas Chun Kee YIP	Independent Non-executive Director and Member of Audit Committee	Practicing Director (Hong Kong Certified Public Accountant) of AIP Partners C.P.A. Limited
Mr. Kiyohito KANDA	Independent Non-executive Director and Chairman of Audit Committee	Tax Accountant
Mr. Koji KATO	Independent Non-executive Director and Member of Audit Committee	Attorney-at-law
Ms. Mayumi ITO	Independent Non-executive Director, Member of Nomination Committee and Member of Remuneration Committee	
Mr. Yoshiyuki MIZUTANI	Executive Officer	Managing Director of DYNAM Co., Ltd.
Mr. Hisao KATSUTA	Executive Officer	Executive Director of Dynam Hong Kong Co., Limited
Mr. Seiji OBE	Executive Officer	Executive Director and CEO of Dynam Hong Kong Co., Limited and Director of Dynam Aviation Ireland Limited

Name	Position and Area of Responsibilities in the Company	Responsibilities and Other Significant Concurrent Offices Held
Mr. Kimiharu SATO	Executive Officer	Managing Director of DYNAM Co., Ltd.
Mr. Kenichi HIGAKI	Executive Officer	

(Notes)

1. Messrs. Mitsutoshi KATO, Thomas Chun Kee YIP, Kiyohito KANDA and Koji KATO and Ms. Mayumi ITO are Outside Directors as prescribed under Article 2, Item 15 of the Companies Act and independent non-executive Directors pursuant to the Listing Rules.
2. Mr. Kiyohito KANDA, the chairman of the Audit Committee, is a tax accountant and has adequate knowledge and insight in finance and accounting.
3. Mr. Thomas Chun Kee YIP, a member of the Audit Committee, a Hong Kong Certified Public Accountant, is currently serving as tax advisor in Hong Kong. He has adequate knowledge and insight in finance and accounting.
4. Mr. Koji KATO, a member of the Audit Committee, is an attorney-at-law. Having served as outside company auditor in other companies, he has adequate knowledge and insight in finance and accounting.
5. The Company has assigned to the Audit Committee Secretariat a full-time audit assistant for supporting the duties of the Audit Committee, and so has not selected a full-time member of the Audit Committee.

(2) Remuneration Committee's Policies for Determining Remuneration for Directors and Executive Officers, and its Description

At the Remuneration Committee meeting, a resolution was passed to revise the method of payment of executive remunerations and bonuses as follows.

1) The principle applicable to the remuneration for Directors and Executive Officers

Remuneration level for each of the Directors and Executive Officers shall be individually determined at an amount commensurate with the role expected, as well as the responsibility required in each position, in view of the standard at the industry peers as well as private businesses of equivalent scale in the similar sectors.

2) Remuneration for Directors

Remuneration for Directors shall be comprised of fixed remuneration and performance-related bonus.

A fixed remuneration shall be set based on the remuneration rank which is decided considering the rank and role, and the classification of whether the Director is full-time or part-time in the Group.

Bonus shall be determined by the level of performance of the Company.

Director's remuneration shall not be payable to a Director concurrently serving as an Executive Officer.

3) Remuneration for Executive Officers

Remuneration for Executive Officers consists of fixed remuneration and performance-related bonus and a fixed remuneration shall be set based on each Executive Officer's rank and role and a bonus shall be determined by the level of performance of the Company.

(3) Total Amount of Remuneration for Directors and Executive Officers

(From 1 April 2023 to 31 March 2024)

Classification	Number of Officers	Total amount of paid remuneration
Non-executive Directors (of which, Independent Non-executive Directors)	10 ^(※) (6)	¥68 million (¥32 million)
Executive Officers	7 ^(※)	¥128 million

(Notes)

1. Amounts are rounded off to the nearest million yen.
 2. No other form of remuneration other than money is paid as the remuneration for Directors and Executive Officers.
- (※) As of the end of the fiscal year under review, there are nine (9) Directors (including five (5) independent non-executive Directors and one (1) Executive Director concurrently serving as Executive Officer) and five (5) Executive Officers. Please note that the remuneration for Director shall not be paid to a Director concurrently serving as an Executive Officer.

(4) Outline of the contracts for limitation of liability

Not applicable.

(5) Directors' and Officers' Liability Insurance

The Company has concluded a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which provides for compensation for damages and litigation costs to be borne by the insured.

The insured under the policy are Directors and Executive Officers of the Company, as well as directors, corporate auditors, corporate officers, and important employees of certain subsidiaries of the Company, and the premiums are borne by the Company and its subsidiaries. In addition, as a measure to ensure the appropriateness of the execution of duties by the insured, the insurance does not cover damages resulting from violations of laws and regulations.

(6) Matters Regarding Independent Non-executive Directors

1) *Significant concurrent offices which the Outside Directors hold at other companies*

Concurrent services of Directors and Executive Officers are stated in "(1) Directors and Executive Officers" under item 4 headed "COMPANY OFFICERS". Other entities in which Directors and Executive Officers serve concurrently have no business relations with the Company.

2) *Relationship with the specified related business operators including primarily main trade connections*

Not applicable.

3) *Outline of activities in the fiscal year under review*

Summary of Independent non-executive Directors' attendance, statements made, and duties performed with respect to their expected roles as independent non-executive Directors

Name of Independent Non-executive Directors	Outline of Activities
Mr. Mitsutoshi KATO	Mr. Kato attended all of 13 Board meetings, 3 Nomination Committee meetings and 5 Remuneration Committee meetings held in the fiscal year under review, and based on his extensive experience and broad insight in the financial industry and corporate management, he provided advice on management and appropriate supervision of business execution from an objective and professional perspective. He also led the deliberation of proposals at the Nomination Committee and Remuneration Committee meetings as the chairman of each committee.
Mr. Thomas Chun Kee YIP	Mr. Yip attended all of 13 Board meetings and 15 Audit Committee meetings held in the fiscal year under review, and based on his extensive experience and broad insight as a certified public accountant in Hong Kong, he provided advice on management and appropriate supervision of business execution from an objective and professional perspective.
Mr. Kiyohito KANDA	Mr. Kanda attended all of 13 Board meetings and 15 Audit Committee meetings held in the fiscal year under review, and based on his extensive experience and broad insight as a certified tax accountant, he provided advice on management and appropriate supervision of business execution from an objective and professional perspective. He also chaired the Audit Committee and led the deliberation of proposals.
Mr. Koji KATO	Mr. Kato attended all of 13 Board meetings and 15 Audit Committee meetings under review, and based on his extensive experience and broad insight as an attorney-at-law, he provided advice on management and appropriate supervision of business execution from an objective and professional perspective.
Ms. Mayumi ITO	Ms. Ito attended all of 10 Board meetings, 2 Nomination Committee meetings and 3 Remuneration Committee meetings held in the fiscal year under review since becoming a director, and based on her extensive experience and broad insight in marketing and corporate management, she provided advice on management and appropriate supervision of business execution from an objective and professional perspective.

5. ACCOUNTING AUDITOR

(1) Name of Accounting Auditor

PricewaterhouseCoopers Japan LLC

(Note) PricewaterhouseCoopers Japan LLC changed its name from PricewaterhouseCoopers Arata LLC as of 1 December 2023.

(2) Amount of Remuneration of Accounting Auditor for the Fiscal Year under Review

¥81 million

(Note) Amount is rounded off to the nearest million yen.

(3) Reason Audit Committee Consented to Remuneration of Accounting Auditor

The Audit Committee reviewed and considered the Accounting Auditor's team formation, audit plan, implementation status, establishment of quality control system and quotation of remuneration based on "Practical Guidelines for Alliance with Accounting Auditor". As a result, the Audit Committee consented to the remuneration of the Accounting Auditor as specified in Article 399, Paragraph 1 of the Companies Act.

(4) Outline of the Contracts for Limitation of Liability

Not applicable.

(5) Policy on Determination of Removal or Disapproval of Re-appointment

If the Accounting Auditor is deemed to fall under any item of Article 340, Paragraph 1 of the Companies Act, the Audit Committee will remove the Accounting Auditor by consent of all of the Audit Committee members. In that case, the Audit Committee members elected by the Board shall report the dismissal of the Accounting Auditor and the reason therefor at the first General Meeting of Shareholders convened after the dismissal.

Apart from the above, the Audit Committee will review re-appointment or non-re-appointment of the Accounting Auditor each year, in consideration of the quality of audit and the effectiveness and efficiency of audit implementation by the Accounting Auditor.

6. FRAMEWORKS AND POLICIES OF THE COMPANY

(1) Frameworks for Ensuring Proper Execution of Business Operations

At the Board meeting, a resolution was passed on the basic policy of internal control as per the following:

1) *Framework for Data Storage and Management Relating to Execution of Duties by Executive Officers*

Executive Officers shall follow laws and rules in respect of document management, while maintaining and controlling information concerning the execution of their duties.

Executive Officers shall establish and maintain a system which, in response to the request by the Directors, the Audit Committee, or the Accounting Auditor, can disclose the information concerning the execution of their duties.

2) *Rules for Risk of Loss Management and Other Similar Frameworks*

Executive Officers shall establish the Group Risk Management Committee and maintain rules concerning risk management.

The Group Risk Management Committee shall summarize risk information exhaustively and develop risk analysis and countermeasure thereof.

Executive Officers shall, in response to unforeseen circumstances, set up an emergency headquarters to minimize the magnitude of losses.

3) *Framework for Ensuring the Efficient Execution of Duties by Executive Officers*

The Company shall hold the Board meeting monthly, as well as an urgent meeting as necessary, to ensure the efficient execution of duties by Executive Officers while maintaining the internal rules to define the responsibility and authority of Executive Officers and deliberation procedure at meeting structure for ensuring the efficient framework of business execution and Executive Officers' responsibility.

4) *Framework for Ensuring Execution of Duties by Executive Officers and Employees are in Compliance with Laws and Regulations and Articles*

The Company shall conform to the following matters to run the business according to the corporate philosophy in addition to the compliance with laws and regulations and Articles.

- (i) The Company shall establish "DYNAM JAPAN HOLDINGS Group Charter of Corporate Behavior" for executives and employees to comply with laws and regulations and the Articles.
- (ii) The Company shall keep executives and employees of the Group informed thoroughly of the "DYNAM JAPAN HOLDINGS Group Charter of Corporate Behavior".
- (iii) The Company shall countermeasure any issues concerning compliance based on "DYNAM JAPAN HOLDINGS Group Charter of Corporate Behavior".
- (iv) Executive Officers shall establish a whistle-blowing system for the Group to enhance effectiveness of the compliance framework.

5) *Framework for Ensuring Proper Execution of Business Operations in Corporate Group Consisting of the Company and Subsidiaries*

The Company shall promote following activities to comply with laws and regulations for the transactions between subsidiaries and proper business execution of the subsidiaries.

- (i) The Company shall, through regularly held Management Strategy Conference and Business Briefing Sessions, grasp the action plans of subsidiaries which received correction instruction from the Company to conduct proper management guidance and control, in addition to the deliberation for the report of business and financial condition and other essential information. Meanwhile, the Company keeps identifying business risks that can be envisaged, and takes necessary risk management measures.
- (ii) Executive Officers shall establish the Group Internal Control Committee and the Group Risk Management Committee to develop and operate a system necessary to manage risks of loss.
- (iii) The Board lays out the primary Group management policies, while approving the business plans/budgets to ensure their prompt business execution.

In the course of their business execution, Executive Officers shall make business decisions according to due internal procedures based on the Board of Directors' Rules, Rules for Executive Officers' Business Execution and other rules concerning the responsibility and authority of Executive Officers, while supporting the duties of subsidiaries such as finance, accounting, personnel affairs and judicial affairs depending on their circumstances.

- (iv) Executive Officers shall keep executives and employees of the Group informed thoroughly of the "DYNAM JAPAN HOLDINGS Group Charter of Corporate Behavior", relevant laws and regulations and rules and regulations of each Group company.

Executive Officers shall ensure the credibility of financial reports by examining the financial statements which may affect reliability thereof significantly.

Executive Officers shall strive for early detection of, and timely response to the violation of laws and regulations within the Group, by utilizing an attitude survey of employees over compliance and an intra-Group whistle blowing system. In response to any issue on a practice of whistle blowing system, Executive Officers shall request an improvement thereof.

The Company shall thoroughly stay away from the anti-social force or organizations that threaten the order and security of civil society, flatly reject any demand from them, and have no transactions whatsoever with the businesses, bodies and individuals related to them. Meanwhile, the whole Group shall address them in a resolute attitude, and coordinate with the external parties professionally addressing them including the police and our legal advisors.

6) *Matters Related to Directors and Employees Who Are to Assist the Duties of the Audit Committee*

Executive Officers shall establish the Audit Committee Support Office consisting of employees who are to assist the duties of the Audit Committee.

7) *Matters Related to the Employees' Independence from Executive Officers in the Preceding Item*

Executive Officers shall set out internal procedures regarding employees who are to assist the duties of the Audit Committee, which must formulate and operate the provisions necessary to ensure independence of the employees who are appointed to work at the Audit Committee Support Office, in terms of their execution of duty and personnel matters.

8) *Framework for Ensuring the Effective Instruction to Directors and Employees Who Are to Assist the Duties of the Audit Committee*

Executive Officers may assign employees from other departments to concurrently assist the Audit Committee in the performance of its duties, and full-time employees shall be assigned when requested by the Audit Committee. In addition, a system shall be established to ensure that such employees perform their duties under the direction and orders of the Audit Committee or Audit Committee members appointed by the Audit Committee.

9) *Framework for Reporting by Executive Officers and Employees to the Audit Committee and Framework for Other Types of Reporting to the Audit Committee*

The Company is committed to the following measures for Executive Officers and employees to regularly report on the status of execution of such Executive Officers' duties and material matters for ensuring that audits are efficiently conducted by the Audit Committee.

- (i) An Executive Officer or a person designated by such Executive Officer shall make regular reports on the status of execution of such Executive Officer's or such employee's duties to the Audit Committee.
- (ii) Directors (except for those who are members of the Audit Committee), Executive Officers and employees and executives and employees of its subsidiaries shall report on the status of such Executive Officers' and executives' duties to the Audit Committee upon the request by the Audit Committee.
- (iii) Directors (except for those who are members of Audit Committee), Executive Officers and employees and executives and employees of its subsidiaries shall be able to report to the Audit Committee in case they find matters that may significantly and adversely affect the Company and its subsidiaries and facts in violation of material laws and regulation and the Articles.
- (iv) A section of the Group in charge of its whistle blowing system shall regularly report on the status of the Group's whistle blowing activities to the Audit Committee.
- (v) Executive Officers shall not treat adversely the Group's executives and employees who have made a report to the Audit Committee for the reason that they have made such report to the Audit Committee.

10) *Matters Related to Policies Pertaining to Process such as Prepayment of Expenses Resulting from Execution of the Audit Committee's Duties*

In the event the Audit Committee requests the Company to make the prepayment of expenses, etc. under the Companies Act, the Company may not refuse to do so and shall promptly account for expenses and debts unless there is a special circumstance where expenses or debts pertaining to such request are deemed unnecessary for the execution of the Audit Committee's duties.

11) *Other Frameworks for Ensuring that the Audit Committee Effectively Executes Audits*

An Executive Officer shall provide a member of the Audit Committee designated by the Audit Committee with opportunities to attend conference bodies presided over by such Executive Officer.

The responsible person of the Group's audit section shall discuss the internal audit plan with the Audit Committee and report on the results of audits on the Group's affairs and audits on improvement and operation of internal control to the Audit Committee.

(2) Summary of Operational Status of the Above Frameworks

The summary of operational status of the above frameworks during the fiscal year under review is as shown below.

1) *Compliance*

The Company has established “DYNAM JAPAN HOLDINGS Group Charter of Corporate Behavior” consisting of corporate philosophy and management policies. The Group continuously provides education to all officers and employees for ensuring each of them will understand thoroughly and act in accordance with this Behavior. In particular, in the fiscal year under review, the focus was put on the “training for protection of personal information” and the “training for harassment prevention” to improve working environment.

The Company is operating an internal whistle blowing system for earlier discovery of organizational or individual compliance violations such as violations of laws and regulations and violations, etc. in the course of business. Further, as the countermeasure for excluding the anti-social force, the Company has taken necessary actions to block any relationship with the anti-social force by conducting screening surveys on suppliers.

2) *Risk Management*

The Company has established the Group Risk Management Committee to build a risk management system for the entire Group and the Group has been discussing analysis of risks impeding business activities and urgent countermeasure for the occurrence of cases and accidents. During the fiscal year under review, when natural disasters such as the Noto Peninsula earthquake and typhoons occurred, we set up an emergency task force to promptly confirm the safety of employees and halls, and take other necessary measures.

3) *Management of Subsidiaries*

The Company has received reports on the management situation, financial condition and any other significant matters from subsidiaries and conducted proper management guidance to them in monthly Business Briefing Sessions and other meetings. Further, the Company has conducted the audit of subsidiaries for checking the status of compliance with laws and regulations, the execution status of their duties and so on. Through such audit, the Company has confirmed each Group company’s issues and problems earlier and made the improvement plan on such issues thereby having secured the appropriateness of business operations and improved the business efficiency.

(3) Basic Policies for the Control of the Company

Not applicable.

(4) Policies for Determining Dividends from Surplus

Performance-related distribution of profit to Shareholders is one of the priority agendas of the Company, and its basic policy is to pay dividends from surplus not less than 35% of the consolidated net profit calculated according to IFRS.

In terms of dividends from surplus, the interim dividend of ¥2.50 per Share was paid out in accordance with the resolution at the Board meeting held on 27 November 2023. At the Board meeting held on 23 May 2024, it was resolved to pay ¥2.50 per Share as final dividend.

BALANCE SHEET
 (As of 31 March 2024)

	(Millions of yen)
(Assets)	
Current assets	17,033
Cash and deposits	14,947
Short-term loans receivable	900
Income taxes receivable	404
Others	782
Non-current assets	97,702
Property, plant and equipment	309
Buildings	108
Tools and equipment	0
Land	200
Intangible assets	0
Trademarks	0
Software	0
Investments and other assets	97,392
Stocks of subsidiaries and affiliates	96,624
Others	768
Total assets	114,736

DYNAM JAPAN HOLDINGS Co., Ltd.
Non-consolidated financial statements

(Millions of yen)

	(Liabilities)	
Current liabilities		19,563
Current portion of long-term borrowings		1,250
Accounts payable		39
Income taxes payable		12
Deposits received		18,186
Provision for Directors' bonuses		18
Others		56
		<hr/>
Non-current liabilities		8,800
Long-term borrowings		8,750
Long-term accounts payable		18
Deferred tax liabilities		31
		<hr/>
	Total liabilities	<hr/> 28,364
	(Net assets)	
Shareholders' equity		86,371
Capital stock		15,000
Capital surplus		51,219
Legal capital surplus		12,909
Other capital surplus		38,310
Retained earnings		20,345
Other retained earnings		20,345
Retained earnings brought forward		20,345
Treasury shares		(193)
		<hr/>
	Total net assets	<hr/> 86,371
	Total liabilities and net assets	<hr/> 114,736 <hr/> <hr/>

DYNAM JAPAN HOLDINGS CO., Ltd.
Non-consolidated financial statements

STATEMENT OF PROFIT OR LOSS
(From 1 April 2023 to 31 March 2024)

(Millions of yen)

Net sales		4,477
Gross profit		4,477
Selling, general and administrative expenses		1,053
Operating income		3,423
Non-operating income		
Interest income	5	
Foreign exchange gains	195	
Others	21	222
		222
Non-operating expense		
Interest expense	0	
Others	45	45
Ordinary income		3,599
		3,599
Income before income taxes		3,599
Income taxes — current	3	
Income taxes — deferred	10	14
		14
Net income		3,585

STATEMENT OF CHANGES IN NET ASSETS
(From 1 April 2023 to 31 March 2024)

(Millions of yen)

	Shareholders' equity					
	Capital stock	Capital surplus			Retained earnings	
		Legal capital surplus	Other capital surplus	Total capital surplus	-Other retained earnings	Total retained earnings
					-Retained earnings brought forward	
Balance as of 1 April 2023	15,000	12,909	39,656	52,565	20,305	20,305
Changes during the current fiscal year						
2023/2024 dividend	-	-	-	-	(3,545)	(3,545)
Profit for the year	-	-	-	-	3,585	3,585
Purchase of treasury shares	-	-	-	-	-	-
Cancellation of treasury shares	-	-	(1,346)	(1,346)	-	-
Total changes during the current fiscal year	-	-	(1,346)	(1,346)	39	39
Balance as of 31 March 2024	15,000	12,909	38,310	51,219	20,345	20,345

	Shareholders' equity		Total net assets
	Treasury shares	Total shareholders' equity	
Balance as of 1 April 2023	(69)	87,801	87,801
Changes during the current fiscal year			
2023/2024 dividend	-	(3,545)	(3,545)
Profit for the year	-	3,585	3,585
Purchase of treasury shares	(1,469)	(1,469)	(1,469)
Cancellation of treasury shares	1,346	-	-
Total changes during the current fiscal year	(123)	(1,429)	(1,429)
Balance as of 31 March 2024	(193)	86,371	86,371

NOTES TO NON-CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

1) Valuation method of significant assets

Valuation method of securities

Stocks of subsidiaries and affiliates: Stocks of subsidiaries and affiliates are stated at cost less impairment, determined by the moving average method.

Available-for-sale securities:

Securities, etc. other than securities, etc. without market value: Securities, etc. other than securities, etc. without market value are stated at the quoted market prices. Differences between market value and acquisition costs are reported as "Unrealised gains or losses on available-for-sale securities" a separate component of net assets. The cost of securities sold is determined by the moving average method.

Securities, etc. without market value: Securities, etc. without market value are stated at cost less impairment, determined by the moving average method.

2) Depreciation method of depreciable assets

Property, plant, and equipment: Depreciation of property, plant and equipment is calculated by the declining-balance method, while the straight-line method is applied to buildings (excluding leasehold improvements) and leasehold improvements acquired after 1 April 2016.

Intangible assets: Amortisation of intangible assets is calculated by the straight-line method. Software used for internal purposes is amortised by the straight-line method over its estimated useful life (5 years).

3) Recognition and measurement of significant provisions and allowances

Provision for Directors' bonuses

Provision for Directors' bonuses is made based on the estimated amounts to be paid during the fiscal year.

4) Recognition of significant revenue and expense

The Company recognises revenue in accordance with the following 5 steps.

Step1: Identify a contract with a customer

Step2: Identify the performance obligations in the contract

Step3: Determine the transaction price

Step4: Allocate the transaction price to the performance obligations in the contract

Step5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Company renders management consulting services to its subsidiaries as customers. In regards to each contract for the consulting services, the Company identifies the performance obligation to render the consulting services on management, planning etc. to its subsidiaries. Since the performance obligation is satisfied as time passes, the Company recognises revenue over the contract term.

5) Translations of foreign currency receivables and payables

Foreign currency receivables and payables are translated at the spot exchange rate at the end of each reporting period. Gains and losses resulting from this translation are recognised in profit or loss.

6) Other significant accounting policies for financial statements

Cash Management System (CMS)

As a result of utilisation of Cash Management System (CMS) for the purpose of promoting efficient use of the Group funds, the Company has "short-term loans receivable" of ¥900 million due from the Group companies and "deposits received" of ¥18,181 million due to the Group companies.

2. NOTES TO BALANCE SHEET

1) Accumulated depreciation

	(Millions of yen)
Property, plant, and equipment	75

2) Financial guarantees

Financial guarantees for the debts owed to subsidiaries from financial institutions are as follows:

	(Millions of yen)
DYNAM Co., Ltd.	18,140
Dynam Business Support Co., Ltd.	10,400
Yume Corporation Co., Ltd.,	6,305
Total	<u>34,845</u>

Other than the above, the Company guarantees a lease contract of halls attributed to Yume Corporation Co., Ltd.

3) Assets due from and liabilities due to subsidiaries and affiliates

	(Millions of yen)
Short-term receivables	1,474
Short-term payables	18,212

3. NOTES TO STATEMENT OF PROFIT OR LOSS

1) Transactions with subsidiaries and affiliates

	(Millions of yen)
Business transactions	
Net sales	4,477
Selling, general and administrative expenses	151
Other transactions	9

4. NOTES TO STATEMENT OF CHANGES IN NET ASSETS

1) Total number of issued Shares as at the end of the fiscal year

Ordinary Shares	698,743,096 shares
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2) Total number of treasury Shares as at the end of the fiscal year

Ordinary Shares	2,300,000 shares
-----------------	------------------

3) Dividend from surplus during the fiscal year

Resolution	Class of Share	Dividend amount (Millions of yen)	Dividend amount per Share (yen)	Record date	Effective date
Board meeting on 24 May 2023	Ordinary Share	1,783	2.50	5 June 2023	23 June 2023
Board meeting on 27 November 2023	Ordinary Share	1,762	2.50	14 December 2023	12 January 2024

4) Dividend from surplus of which record date and effective date come in the subsequent fiscal year

Resolution	Class of Share	Dividend amount (Millions of yen)	Fund of Dividend	Dividend amount per Share (yen)	Record date	Effective date
Board meeting on 23 May 2024	Ordinary Share	1,741	Retained earnings	2.50	6 June 2024	26 June 2024

The amount of proposed final dividend for the year ended 31 March 2024 is based on 696,443,096 Shares in issue as at 23 May 2024 when the financial statements were approved by the Board.

If the Company owns any treasury shares as at 6 June 2024, the dividend record date, the amount of proposed final dividend represents the number of shares in issue, which excludes the number of treasury shares owned by the Company as of the date, multiplied by the amount of dividend per share.

5. NOTES TO INCOME TAXES

1) Deferred tax assets

	(Millions of yen)
Deferred tax assets	
Stocks of subsidiaries and affiliates	2,435
Unused tax loss	1,008
Others	267
	<hr/>
Subtotal	3,710
Valuation allowance	(3,710)
	<hr/>
Total	<u><u>-</u></u>

2) Deferred tax liabilities

	(Millions of yen)
Deferred tax liabilities	
Foreign exchange gains	31
	<hr/>
Total	<u><u>31</u></u>

6. Financial Instruments

1) Information on financial instruments

(1) Policy for financial instruments

The Company invests temporary surplus cash in safe financial instruments such as bank deposits carrying little risk and raises funds necessary for its operations through the most effective measures. In addition, the Company has policies to utilise derivatives only for hedging purposes and not to conduct any speculative transactions.

(2) Financial instruments, related risks and risk management

The loans receivables are due from subsidiaries and exposed to credit risk in relation to relevant subsidiaries.

The Company monitors the collection status of loans receivable for each subsidiary together with the maturity date and the balance to keep track of and minimise any concern about the collection arising from any degradation of each subsidiary's financial status condition, etc. at an early phase.

The maturity dates for accounts payables, income taxes payables and deposits received generally range from 2 to 3 months.

2) Matters related to Fair Values, etc. of Financial Instruments

The details of cash and deposits, short-term loans receivable, income taxes receivable, accounts payable, income tax payable and deposits received as at the end of the fiscal year are omitted as their fair values are close to their book values due to short term settlement.

Securities, etc. without market value (stocks of subsidiaries and affiliates on the balance sheet: ¥96,624 million) are not measured at fair value.

Account name	The amount on the balance sheet (Millions of yen)	Fair value (Millions of yen)	Difference (Millions of yen)
Long-term borrowings (Current portion of long-term borrowings included)	(10,000)	(10,000)	—

*The figures recorded as liabilities are indicated with ().

(Note) Matters related to determinations on fair value of financial instruments

Long-term borrowings

The fair value of long-term borrowings is determined based on the book value since the fair value is close to the book value as it reflects a market interest rate briefly and the credit status of the Company as at the end of the fiscal year does not significantly change from the beginning of the borrowings.

7. NOTES TO RELATED PARTY TRANSACTIONS

Transactions with subsidiaries

(Millions of yen)

Type	Company Name	Ownership	Relationship		Transaction	Amounts	Account name	Balance
			Interlocking directors	Business relationship				
Subsidiaries	DYNAM Co., Ltd.	Directly held 100%	Present	Business Management	Funds in trust (Note 2)	—	Deposits received	15,034
					Interest expense (Note 2)	0	—	—
					Financial guarantees (Note 4)	18,140	—	—
					Management consulting fee (Note 3)	618	—	—
					Dividend income	3,581	—	—
	DYNAM Business Support Co., Ltd.	Directly held 100%	—	Business Management	Lending of funds (Note 1)	700	Short-term loans receivable	700
					Interest income (Note 1)	1	Accrued income	0
					Funds in trust (Note 2)	—	Deposits received	894
					Interest expense (Note 2)	0	—	—
					Financial guarantees (Note 4)	10,400	—	—
					Management consulting fee (Note 3)	12	—	—
	Dynam Aviation Ireland Ltd.	Directly held 100%	Present	Business Management	Investments undertaken	9,305	Stocks of subsidiaries and affiliates	28,928
					Dividend income	129	—	—
	Cabin Plaza Co., Ltd.	Directly held 100%	—	Business Management	Funds in trust (Note 2)	—	Deposits received	1,486
					Interest expense (Note 2)	0	—	—
					Management consulting fee (Note 3)	12	—	—
	Nihon Humap Co., Ltd.	Directly held 100%	—	Business Management	Repayment of funds (Note 1)	(100)	Short-term loans receivable	200
					Interest income (Note 1)	2	Accrued income	0
					Funds in trust (Note 2)	—	Deposits received	287
					Interest expense (Note 2)	0	—	—
					Management consulting fee (Note 3)	14	—	—
					Dividend income	61	—	—
	Yume Corporation Co., Ltd.	Directly held 100%	—	Business Management	Funds in trust (Note 2)	—	Deposits received	4
Interest expense (Note 2)					0	—	—	
Financial guarantees (Note 4)					6,305	—	—	
Guarantees for a lease contract of halls					50	—	—	
Management consulting fee (Note 3)					48	—	—	

(Notes) Terms and conditions of transactions and policy, etc. regarding determination of terms and conditions of transactions

1. An interest rate on lending of funds is reasonably determined at the Board meeting in consideration of the market interest rate.
2. The transaction amount of funds in trust is omitted since it is a short-term and recursive transaction. An interest rate thereon is reasonably determined at the Board meeting in consideration of the market interest rate.
3. Management consulting fees are determined at the Board meeting based on the objective standard in consideration of basic management indicators and financial capacity of subsidiaries.
4. The Company guarantees bank borrowings of DYNAM Co., Ltd., DYNAM Business Support Co., Ltd. and Yume Corporation Co., Ltd. The Company does not receive guarantee fees.

8. NOTES TO PER SHARE INFORMATION

	(Yen)
Net assets per Share	124.02
Net income per Share	5.07

9. NOTES TO REVENUE RECOGNITION

Basic information to comprehend revenue

Basic information to comprehend revenue is set out in "1. SIGNIFICANT ACCOUNTING POLICIES, 4) Recognition of significant revenue and expense".

10. NOTES TO SIGNIFICANT SUBSEQUENT EVENTS

Not applicable.

CERTIFIED COPY OF THE ACCOUNTING AUDITOR'S REPORT

Independent Auditor's Report (English Translation*)

23 May 2024

To the Board of Directors 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.

PricewaterhouseCoopers Japan LLC
Tokyo office

Tatsuya Chiba, CPA
Designated limited liability Partner
Engagement Partner

Satoshi Shimbo, CPA
Designated limited liability Partner
Engagement Partner

Opinion

We have audited, pursuant to Article 436 (2) (i) of the Companies Act of Japan, the accompanying financial statements, which comprise the balance sheet, profit and loss statement, statement of changes in net assets and notes to the financial statements, and the supplementary schedules of DYNAM JAPAN HOLDINGS Co., Ltd. (hereinafter referred to as the "Company") for the 13th fiscal year from 1 April 2023 to 31 March 2024.

In our opinion, the financial statements and the supplementary schedules referred to above present fairly, in all material respects, the financial position and its financial performance for the period covered by the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements and the supplementary schedules in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and the supplementary schedules. Management is responsible for the preparation and disclosure of the other information. In addition, the Audit Committee is responsible for overseeing the executive officers' and directors' execution of their duties in building and operating the Company's reporting process of the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit Committee for the Financial Statements and the Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of the financial statements and the supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

The Audit Committee are responsible for overseeing the executive officers' and directors' execution of their duties in building and operating the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the supplementary schedules.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the financial statement audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures of the financial statements and the supplementary schedules are in accordance with accounting principles generally accepted in Japan, the overall

presentation, structure and content of the financial statements and the supplementary schedules, including the disclosures, and whether the financial statements and the supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

* Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

CERTIFIED COPY OF THE AUDIT COMMITTEE'S REPORT

(Translation)

AUDIT REPORT

The Audit Committee has conducted audits of the Directors and Executive Officers of the Company with regard to their performance of duties during the 13th fiscal year (1 April 2023 to 31 March 2024). A report covering the findings of the audit follows.

1. Method and Contents of Audit

The Company's Audit Committee monitored and examined the content of resolutions of the Board of Directors related to matters set forth in Article 416, Paragraph 1, Item 1 (b) and (e) of the Companies Act, as well as the structure and operational status of the Company's internal control system as set forth in the aforementioned resolutions. To this end, the Audit Committee regularly received reports from Directors, Executive Officers and employees regarding the content of the above resolutions, and where necessary, sought explanations and voiced opinions on these matters.

- (i) Moreover, in accordance with its established policies and procedures and in collaboration with the divisions in charge of internal control, among others, the Audit Committee attended important meetings, received reports on business activities from Directors and Executive Officers, sought explanations where necessary and conducted appropriate surveys of the status of business operations and assets of the Company. The Audit Committee received business reports from subsidiaries as necessary, through communication and information sharing with the Directors and Corporate Auditors of the subsidiaries.
- (ii) In addition, the Audit Committee monitored and verified whether the Accounting Auditors maintained its independence and properly conducted its audit, received a report from the Accounting Auditors on the status of their performance of duties, and requested explanations as necessary. The Audit Committee was notified by the Accounting Auditors that it had established a "system to ensure that the performance of the duties of the Accounting Auditors was properly conducted" (the matters listed in the items of Article 131 of the Ordinance on Company Accounting) in accordance with the "Quality Control Standards for Audits" (published by the Business Accounting Council), and requested explanations as necessary.

Based on the above-described methods, the Audit Committee examined the Business Report and the accompanying supplementary schedules, the Financial Statements (balance sheet, statement of profit or loss, statement of changes in net assets, and notes to financial statements) and the accompanying supplementary schedules for the fiscal year under review.

2. Results of Audit

- (1) Results of Audit of Business Report, etc.
 - (i) We acknowledge that the Business Report and the accompanying

supplementary schedules fairly present the status of the Company in conformity with the applicable laws, regulations, and the Articles of Incorporation.

- (ii) We acknowledge that no misconduct or material fact constituting a violation of laws, regulations, or the Articles of Incorporation was found with respect to the Directors and Executive Officers' performance of their duties.
- (iii) We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter in the Business Report or the Directors and Executive Officers' performance of their duties concerning the internal control systems that require mentioning.

(2) Results of Audit of the Financial Statements and the Accompanying Supplementary Schedules

We acknowledge that the methods and results of audit performed by the Accounting Auditor, PricewaterhouseCoopers Japan LLC, are appropriate.

23 May 2024

Audit Committee of
DYNAM JAPAN HOLDINGS Co., Ltd.

Chairman of Audit Committee	Kiyohito Kanda (Seal)
Member of Audit Committee	Thomas Chun Kee Yip (Seal)
Member of Audit Committee	Koji Kato (Seal)

(Note) Members of Audit Committee, Messrs. Kiyohito Kanda, Thomas Chun Kee Yip and Koji Kato are Outside Directors as prescribed under Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(As of 31 March 2024)

(Millions of yen)

Item	(Assets)	Amount
Non-current assets		
Property, plant and equipment		183,361
Right-of-use assets		84,129
Investment properties		4,971
Intangible assets		7,001
Financial assets measured at fair value through other comprehensive income		1,823
Lease receivables		6,544
Deferred tax assets		10,443
Other non-current assets		6,795
	Total non-current assets	305,067
Current assets		
Inventories		2,787
Trade receivables		457
Lease receivables		1,863
Prizes in operation of pachinko halls		2,878
Income taxes receivables		409
Other current assets		2,475
Cash and cash equivalents		50,109
	Total current assets	60,978
	Total assets	366,045

(Reference Materials)
DYNAM JAPAN HOLDINGS Co., Ltd.
Non-audited consolidated financial statements (IFRS)

(Millions of yen)

Item	(Liabilities)	Amount
Current liabilities		
Trade and other payables		14,904
Borrowings		21,083
Lease liabilities		10,572
Provisions		1,523
Income taxes payables		1,480
Other current liabilities		10,749
	Total current liabilities	60,311
Non-current liabilities		
Deferred tax liabilities		197
Borrowings		79,241
Lease liabilities		87,436
Other non-current liabilities		1,555
Provisions		5,817
	Total non-current liabilities	174,246
	Total liabilities	234,557
(Equity)		
Share capital		15,000
Capital reserve		5,776
Treasury shares		(193)
Retained earnings		106,816
Other components of equity		4,086
Equity attributable to owners of the Company		131,485
Non-controlling interests		3
	Total equity	131,488
	Total liabilities and equity	366,045

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
(From 1 April 2023 to 31 March 2024)

Item	Amount	(Millions of yen)
Revenue		130,363
Operating expenses	(121,923)	
General and administrative expenses	(4,176)	
Other income	7,561	
Other expenses	(2,842)	
Operating profit		8,983
Finance income	807	
Finance expenses	(4,355)	
Profit before income tax		5,435
Income taxes		(2,050)
Net profit for the year		3,385
Net profit attributable to:		
Owners of the Company		3,384
Non-controlling interests		1
Net profit		3,385

(Reference Materials)
DYNAM JAPAN HOLDINGS Co., Ltd.
Non-audited consolidated financial statements (IFRS)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(From 1 April 2023 to 31 March 2024)

(Millions of yen)

	Attributable to equity holders of the Company					
	Share Capital	Capital reserve	Treasury shares	Retained earnings	Other components of equity	
					Fair value of financial assets at FVTOCI	Foreign currency translation reserve
At 1 April 2023	15,000	7,129	(70)	106,977	(5,180)	5,500
Profit for the year	-	-	-	3,384	-	-
Other comprehensive income for the year	-	-	-	-	(832)	5,448
Total comprehensive income for the year	-	-	-	3,384	(832)	5,448
Purchase of treasury shares	-	-	(1,476)	-	-	-
Cancellation of treasury shares	-	(1,353)	1,353	-	-	-
2023/2024 dividend	-	-	-	(3,545)	-	-
Total changes in equity for the year	-	(1,353)	(123)	(161)	(832)	5,448
At 31 March 2024	15,000	5,776	(193)	106,816	(6,012)	10,948

	Attributable to equity holders of the Company					Non-controlling interests	Total equity
	Other components of equity			Total	Total		
	Cash flow hedge	Revaluation surplus for properties	Total				
At 1 April 2023	(1,044)	113	(611)	128,425	2	128,427	
Profit for the year	-	-	-	3,384	1	3,385	
Other comprehensive income for the year	47	34	4,697	4,697	0	4,697	
Total comprehensive income for the year	47	34	4,697	8,081	1	8,082	
Purchase of treasury shares	-	-	-	(1,476)	-	(1,476)	
Cancellation of treasury shares	-	-	-	-	-	-	
2023/2024 dividend	-	-	-	(3,545)	-	(3,545)	
Total changes in equity for the year	47	34	4,697	3,060	1	3,061	
At 31 March 2024	(997)	147	4,086	131,485	3	131,488	

Other Matters

1) SCOPE OF CONSOLIDATION

Number of Consolidated Subsidiaries and Name of Main Consolidated Subsidiaries

Number of Consolidated Subsidiaries	22
Name of Main Consolidated Subsidiaries	DYNAM Co., Ltd., Cabin Plaza Co., Ltd., Yume Corporation Co., Ltd., DYNAM Business Support Co., Ltd., Nihon Humap Co., Ltd., Dynam Hong Kong Co., Ltd. and Dynam Aviation Ireland Limited.

2) SUMMARY OF ACCOUNTING POLICIES

Basis of preparation of the consolidated financial statements

The Company presents the accompanying International Financial Reporting Standards ("IFRS") based consolidated financial statements for reference only, and this information does not comprise any contents of statutory disclosure under Companies Act of Japan.

The accompanying consolidated financial statements comprise consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of changes in equity for the fiscal year ended 31 March 2024 which are prepared in accordance with IFRS, and are not complete set of consolidated financial statements.

In addition, neither external audit nor review by independent auditors has been conducted.

The accompanying consolidated financial statements are stated in the Company's functional currency, Japanese Yen, and unless otherwise stated, all financial information is presented in million yen.

3) Adoption of new and revised international financial reporting standards

The following new standards and amendments have been issued and effective for annual periods beginning on 1 April 2023, with no material impact on the Group's results of operations and financial positions:

- IAS 1 (Amendment), "Presentation of Financial Statements"
- IAS 8 (Amendment), "Accounting Policies, Changes in Accounting Estimates and Errors"
- IAS 12 (Amendment), "Income taxes"

APPENDIX II

REFERENCE MATERIALS FOR THE 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. First Resolution: General Mandate to Allot, Issue and Deal in Shares (Ordinary Resolution)

“**THAT:** a general unconditional mandate be and is hereby granted to the Board authorizing it to exercise all the powers of the Company during the Relevant Period (as defined below) to, subject to the requirements under the Listing Rules and/or all applicable laws and regulations in Hong Kong and Japan from time to time, allot, issue and deal in Shares (including any sale and transfer of Shares out of treasury that are held as treasury Shares) or securities convertible into Shares and to make an offer or agreement or grant an option which would or might require such Shares to be allotted and issued, whether during the continuance of such mandate or thereafter (other than pursuant to an offer made to the Shareholders pro-rata (apart from fractional entitlements) to their existing shareholding, or under any arrangement adopted for the grant or issue of stock acquisition rights), provided that the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted under such mandate shall not exceed 20% of the aggregate number of Shares issued by the Company as at the date of this resolution (excluding treasury Shares, if any), such mandate to remain in effect during the Relevant Period (as defined below).

“Relevant Period” for the first resolution means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of a 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution at a general meeting.”

2. Second Resolution: General Mandate to Repurchase Shares (Ordinary Resolution)

“**THAT:** subject to and in accordance with all applicable laws and ordinances in Japan and Hong Kong and the requirements of the Listing Rules, a general unconditional mandate be and is hereby given to the Board authorizing it to exercise all powers during the Relevant Period (as defined below) for and on behalf of the Company to repurchase Shares on the Stock Exchange. However, the aggregate number of the Shares that could be repurchased by the Company pursuant to the aforementioned mandate shall not exceed 10% of the aggregate number of Shares issued by the Company as at the date of passing of this resolution (excluding treasury Shares, if any).

Please note that the aforementioned mandate shall be effective only during the Relevant Period (as defined below).

“Relevant Period” for the second resolution means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless the authority is renewed either unconditionally or subject to conditions by the passing of the ordinary resolution at the said meeting; or
- (ii) the passing of the ordinary resolution revoking, varying or renewing such mandate at a general meeting.”

(Notes)

- (1) Please refer to the attached document entitled “Explanatory Statement” in APPENDIX III for the summary of important provisions of the Listing Rules with respect to the repurchase of Shares.
- (2) The original of the attached document entitled “Explanatory Statement” in APPENDIX III was made in English.

3. Third Resolution: Proposed Election of Eight (8) Directors (Ordinary Resolution)

The term of office of all current Directors will expire as of the end of this Meeting. Accordingly, the Company proposes that eight (8) Directors be elected based on the decisions by the Nomination Committee.

The details of Director candidates are as follows. Of these, five (5), Mr. Mitsutoshi Kato, Mr. Thomas Chun Kee Yip, Mr. Kiyohito Kanda, Mr. Koji Kato, and Ms. Mayumi Ito, are candidates for outside Director as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.

Candidate Number	Name	Position and Area of Responsibilities in the Company After Appointment
1	Mr. Akira HOSAKA	Executive Director, Chairman of the Board, President, CEO, Member of Nomination Committee and Member of Remuneration Committee Re-appointment
2	Mr. Yoji SATO	Non-executive Director Re-appointment
3	Mr. Kohei SATO	Non-executive Director Re-appointment
4	Mr. Mitsutoshi KATO	Independent Non-executive Director, Chairman of Nomination Committee and Chairman of Remuneration Committee Re-appointment
5	Mr. Thomas Chun Kee YIP	Independent Non-executive Director and Member of Audit Committee Re-appointment
6	Mr. Kiyohito KANDA	Independent Non-executive Director and Chairman of Audit Committee Re-appointment
7	Mr. Koji KATO	Independent Non-executive Director and Member of Audit Committee Re-appointment
8	Ms. Mayumi ITO	Independent Non-executive Director, Member of Nomination Committee and Member of Remuneration Committee Re-appointment

Re-appointment Candidate for Director to be re-appointed

Candidate number 1 | Akira HOSAKA re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Executive Director	April 1995	Joined DYNAM Co., Ltd.
Chairman of the Board	March 2008	Zone Manager of Niigata zone of DYNAM Co., Ltd.
President	May 2016	Head of Corporate Management Department of DYNAM Co., Ltd.
CEO	June 2017	Director of DYNAM Co., Ltd.
Member of Nomination Committee	June 2020	President and Representative Director of DYNAM Co., Ltd. (present)
Member of Remuneration Committee	June 2020	Non-executive Director of the Company
Activities at Board and Committees	June 2023	Executive Director, Chairman of the Board, President and CEO of the Company (present)
Board 100% (13/13)		
Nomination Committee 100% (2/2)		
Remuneration Committee 100% (3/3)		
Number of Shares Beneficially Owned		
78,121		
Date of Birth		
6 October 1972		

Candidate number 2 | Yoji SATO re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Non-executive Director	January 1970	Joined Sawa Shoji Co., Ltd. (now called DYNAM Co., Ltd.)
Activities at Board and Committees	September 1978	President and Representative Director of Sawa Shoji Co., Ltd.
Board 100% (13/13)	June 2000	Chairman and Representative Director of DYNAM Co., Ltd.
Number of Shares Beneficially Owned	April 2003	President and Representative Director of Dynam Investment Co., Ltd. (now called Nihon Humap Co., Ltd.)
0	March 2007	Executive Director, President and CEO of DYNAM Holdings Co., Ltd.
Date of Birth	December 2009	Chairman of One Asia Foundation (now called Eurasia Foundation (from Asia)) (present)
24 September 1945	September 2011	Executive Director, Chairman of the Board, President and CEO of the Company
	January 2013	Executive Director and CEO of Dynam Hong Kong Co., Limited
	June 2013	Executive Director and Chairman of the Board of the Company
	June 2015	Executive Director of Dynam Hong Kong Co., Limited (present)
	June 2015	Executive Director of the Company
	June 2016	Non-executive Director of the Company (present)

Candidate number 3 | Kohei SATO re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Non-executive Director	March 1983	Joined Takeda Riken Industry Co., Ltd. (now called Advantest Corporation) (NYSE:ATE)
Activities at Board and Committees	June 1985	Joined Kodak Co., Ltd. (NYSE:EK)
Board 100% (13/13)	June 1995	Joined DYNAM Co., Ltd.
Number of Shares Beneficially Owned	June 1998	Director of DYNAM Co., Ltd.
53,639,680	June 2000	President and Representative Director of DYNAM Co., Ltd.
Date of Birth	January 2013	CEO of the Company
26 November 1954	June 2013	President and CEO of the Company
	June 2014	Executive Director, President and CEO of the Company
	June 2015	Chairman of DYNAM Co., Ltd.
	June 2015	Executive Director and CEO of Dynam Hong Kong Co., Limited
	June 2015	Executive Director, Chairman of the Board, President and CEO of the Company
	April 2020	Non-executive Director of the Company (present)

Candidate number 4 | Mitsutoshi KATO re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Independent Non-executive Director	April 1982	Joined The Bank of Tokyo, Ltd. (now called MUFG Bank, Ltd.)
Chairman of Nomination Committee	April 1988	Seconded to Kincheng-Tokyo Finance Company Limited
Chairman of Remuneration Committee	March 1990	Joined Banque Indosuez (now called Credit Agricole Corporate and Investment Bank)
Activities at Board and Committees	April 1991	Vice President of Banque Indosuez, Tokyo Branch
Board 100% (13/13)	January 2005	Statutory Auditor of ECO-MATERIAL CORPORATION
Nomination Committee 100% (3/3)	December 2006	Director and CFO of ECO-MATERIAL CORPORATION
Remuneration Committee 100% (5/5)	February 2012	Representative Director and CFO of ECO-MATERIAL CORPORATION
Number of Shares Beneficially Owned	February 2012	Independent Non-executive Director of the Company (present)
0		
Date of Birth		
20 March 1958		

(Reasons for nomination as candidate for independent non-executive Director)
 Mr. Mitsutoshi KATO has extensive experience and knowledge in the financial industry and corporate management. He has been nominated as candidate for independent non-executive Director in the expectation that he will utilize his experience and knowledge to make proposals from an objective viewpoint to management, provide accurate advice on overall business execution, and exercise his supervisory function from an independent standpoint. He is currently serving as independent non-executive Director and will have served in that capacity for twelve (12) years and three (3) months as of the conclusion of this Meeting.

Candidate number 5 | Thomas Chun Kee YIP re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Independent Non-executive Director	May 1984	Joined Touche Ross & Co. Hong Kong
Member of Audit Committee	January 1986	Joined Price Waterhouse, Sydney Office
Activities at Board and Committees	December 1988	Price Waterhouse, Hong Kong Office
Board 100% (13/13)	July 1994	Senior Audit Manager of Price Waterhouse
Audit Committee 100% (15/15)	January 2002	Joined CCIF CPA Limited
Number of Shares Beneficially Owned	October 2003	Practicing Director of CCIF CPA Ltd
0	March 2008	Joined AIP Partners C.P.A. Limited, Practicing Director (present)
Date of Birth	February 2012	Independent Non-executive Director of the Company (present)
22 March 1961		

(Reasons for nomination as candidate for independent non-executive Director)
 Mr. Thomas Chun Kee YIP has extensive experience and knowledge in taxation and accounting as a certified public accountant in Hong Kong. He has been nominated as candidate for independent non-executive Director in the expectation that he will utilize his experience and knowledge to make proposals from an objective viewpoint to management, provide accurate advice on Hong Kong law and internal controls, and exercise his supervisory function from an independent standpoint. He is currently serving as independent non-executive Director and will have served in that capacity for twelve (12) years and three (3) months as of the conclusion of this Meeting.

Candidate number 6 | Kiyohito KANDA re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Independent Non-executive Director	October 1991	Joined Yamaichi Securities Company, Limited
Chairman of Audit Committee	December 1993	Registered as Tax Accountant
Activities at Board and Committees	July 1995	Established Kanda Kiyohito Tax Accountant Office (present)
Board 100% (13/13)	May 1998	Instructor, Training Center of the Board of Audit of Japan (present)
Audit Committee 100% (15/15)	April 2011	Part-time teacher, Faculty of Business Administration, Mejiro University
Number of Shares Beneficially Owned	June 2017	Independent Non-executive Director of the Company (present)
0	April 2019	Teacher, Local Autonomy College (present)
Date of Birth		
7 October 1964		

(Reasons for nomination as candidate for independent non-executive Director)
 Mr. Kiyohito KANDA he has extensive experience and knowledge in taxation and accounting as a certified tax accountant. He has been nominated as candidate for independent non-executive Director in the expectation that he will utilize his experience and knowledge to make proposals from an objective viewpoint to management, provide accurate advice on internal controls, and exercise his supervisory function from an independent standpoint. He is currently serving as independent non-executive Director and will have served in that capacity for seven (7) years as of the conclusion of this Meeting.

Candidate number 7 | Koji KATO re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Independent Non-executive Director	April 1994	Registered as Attorney-at-Law; Joined Ishii Law Office
Member of Audit Committee	April 1997	Joined Okamura Law Office
Activities at Board and Committees	November 2001	Passed the bar of the State of New York
Board 100% (13/13)	May 2002	Joined Land of Lincoln Legal Foundation (State of Illinois)
Audit Committee 100% (15/15)	August 2002	Joined Steptoe & Johnson LLP (Washington D.C.)
Number of Shares Beneficially Owned	April 2004	Partner of Okamura Law Office (present)
0	June 2020	Independent Non-executive Director of the Company (present)
Date of Birth	17 January 1968	

(Reasons for nomination as candidate for independent non-executive Director)
 Mr. Koji KATO has abundant experience as an attorney and a high level of knowledge and insight regarding legal matters in general. He has been nominated as candidate for independent non-executive Director in the expectation that he will be able to utilize his expertise to make proposals from an objective viewpoint to management, provide accurate advice on internal controls, and exercise his supervisory function from an independent standpoint. He is currently serving as independent non-executive Director and will have served in that capacity for four (4) years as of the conclusion of this Meeting.

Candidate number 8 | Mayumi ITO re-appointment

Current Position and Responsibilities in the Company	Career Summary, Position, Responsibilities and Other Significant Concurrent Offices	
Independent Non-executive Director	April 1985	Joined Thomson Japan K.K.
Member of Nomination Committee	August 1987	Joined HERMES JAPON Co., Ltd.
Member of Remuneration Committee	January 2005	Joined Richemont Japan Limited
Activities at Board and Committees	February 2011	Joined The Swatch Group (Japan) K.K.
Board 100% (10/10)	July 2017	Joined SHIGETA K.K.
Nomination Committee 100% (2/2)	August 2020	Joined Premier Anti-Aging, Co., Ltd.
Remuneration Committee 100% (3/3)	December 2021	CEO of Epistémè LLC (present)
Number of Shares Beneficially Owned	June 2023	Independent Non-executive Director of the Company (present)
0		
Date of Birth	28 January 1962	

(Reasons for nomination as candidate for independent non-executive Director)
 Ms. Mayumi ITO has extensive experience and knowledge in marketing and corporate management. She has been nominated as candidate for independent non-executive Director in the expectation that she will be able to use her experience and knowledge to make proposals from an objective viewpoint to management, provide accurate advice on overall business execution, and exercise her supervisory function from an independent standpoint. She is currently serving as independent non-executive Director and will have served in that capacity for one (1) year as of the conclusion of this Meeting.

(Notes)

1. Save as the interest disclosed above, each candidate has no special interest in the Company.
2. Reasons for the appointment of independent non-executive Directors

The Company is a “Company with Committees”. A Company with Committees is an organizational framework in which the management supervision function and business execution function are clearly separated, so that both perform effectively. Under this framework, the Board specializes in management supervision, along with the 3 committees whose membership comprises a majority of the independent non-executive Directors. These committees are the Nomination Committee, the Audit Committee and the Remuneration Committee, which were established to replace the conventional Auditors system to pursue enhanced management transparency, while Executive Officers are appointed as management personnel dedicated to perform the function of business execution. As is the case with a typical company with Committees in need of appointing a number of independent non-executive Directors to operate the framework as described above, the Company proposes to elect five (5) independent non-executive Directors with the aim of further strengthening the function of the Board.

3. Contracts for limitation of liability with independent non-executive Directors

Not applicable.

4. Directors' and Officers' Liability Insurance

The Company has concluded a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan, which provides for compensation for statutory damages and litigation costs to be borne by the insured. When each candidate is elected and assumes office as a director, they will be included as an insured under the policy.

4. Fourth Resolution: Proposed Election of an Auditor pursuant to the Listing Rules (Ordinary Resolution)

PricewaterhouseCoopers Japan LLC ("PwC Japan"), the current Auditor of the Company pursuant to Rule 13.88 of the Listing Rules, will retire upon the expiration of its current term of office with effect from the conclusion of the Meeting. Accordingly, the election of a candidate is newly proposed. This resolution is based on the recommendation of the Audit Committee.

Details of a candidate are as follows:

(As of 31 March 2024)

Name	PricewaterhouseCoopers Japan LLC	
Principal Office	1-1-1 Otemachi, Chiyoda-ku, Tokyo, Japan	
History	June 2006:	Establishment of PwC Aarata
	July 2006:	Commencement of operations
	July 2015:	Changed the corporate name in Japanese from "Aarata Kansa Hojin" to "PwC Aarata Kansa Hojin"
	July 2016:	Converted to a limited liability audit corporation and changed the corporate name to "PwC Aarata Yugen Sekinin Kansa Hojin (PwC あらた有限責任監査法人)" (English name: PricewaterhouseCoopers Aarata LLC)
	December 2023	Merged with PricewaterhouseCoopers Kyoto and started operations as PwC Japan
Capital	1,000 million yen	
Staffing	Partners	244
	Certified Public Accountants ("CPAs")	1,088
	Assistant CPAs	648
	US CPAs and other professionals	1,418
	Clerks	127
	Total	3,525

5. RECOMMENDATION

The Directors are of the opinion that the general mandate to allot, issue and deal in Shares, the general mandate to repurchase Shares, the proposed election of the Director candidates and the proposed election of an Auditor pursuant to the Listing Rules as detailed in the sections above and Appendix II are in the best interests of the Company and the Shareholders as a whole. Accordingly, they recommend the Shareholders to vote in favour of the First, Second, Third and Fourth Resolutions, as set out in the Notice.

EXPLANATORY STATEMENT

This is an explanatory statement given to all the shareholders (the “Shareholders”) of DYNAM JAPAN HOLDINGS Co., Ltd. (the “Company”) relating to a proposed ordinary resolution to grant to the directors of the Company (the “Directors”) a general mandate (the “Repurchase Mandate”) to repurchase the shares of the Company (the “Shares”) to be passed by the Shareholders at the 13th annual general meeting of the Company (the “AGM”) to be held on 25 June 2024.

This explanatory statement contains the information required to be given to all the Shareholders pursuant to Rule 10.06(1)(b) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) concerning the repurchase by the Company of its own Shares.

- (1) All repurchases of Shares by the Company must be approved in advance by an ordinary resolution of the general meeting of the Company either by way of a general mandate or by a specific approval to the Directors.
- (2) On the date of this document, 696,443,096 ordinary Shares are in issue and fully paid. Assuming there will be no changes from the date of this document to the date of the AGM in number of the Company’s issued and fully paid Shares and subject to the passing of the said proposed ordinary resolution, exercise in full of the Repurchase Mandate would result in up to 69,644,309 ordinary Shares being repurchased by the Company during the period up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; and (ii) the revocation or variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, Shares proposed to be repurchased by the Company must be fully paid up. The total number of Shares which the Company is authorized to repurchase shall not exceed ten percent (10%) of the total number of Shares issued by the Company as at the date of the AGM, excluding any Shares repurchased and held by the Company in treasury as authorised by the laws of Japan and the articles of incorporation of the Company (the “Articles”) (including Shares repurchased by the Company and held or deposited in Central Clearing and Settlement System (“CCASS”)) (“treasury Shares”). The Company may not issue or announce an issue of new Shares for a period of 30 days immediately following a repurchase of Shares, whether on the Stock Exchange or otherwise (other than an issue of Shares pursuant to an exercise of warrants, share options or similar instruments requiring the Company to issue Shares which were outstanding prior to such repurchase), without the prior approval of the Stock Exchange. In addition, the Company shall not repurchase the Shares if the purchase price is higher by five percent (5%) or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange. The Listing Rules also prohibit the Company from making repurchases of its own Shares on the Stock Exchange if the repurchase would result in the number of the Shares which are in the hands of the public falling below the relevant prescribed minimum percentage for the Company (as determined by the Stock Exchange at the time of the listing of the Shares), which is currently 20.9% of the Company’s total number of issued Shares (after deducting

treasury Shares, if any), subject to the exercise of discretion by the Stock Exchange under Rule 8.08(1)(b) of the Listing Rules.

The Listing Rules further prohibit the Company from purchasing its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange prevailing from time to time.

The Company shall procure that any broker appointed by it to effect the purchase of its Shares shall disclose to the Stock Exchange such information with respect to purchases made on behalf of the Company as the Stock Exchange may request.

- (3) The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share. If the Directors believe that the Shares have been trading at a level which significantly undervalues the Company's underlying value, the grant of the Repurchase Mandate will authorize the Directors to exercise the Repurchase Mandate whenever necessary. Since the Directors are committed to actively managing the Company's capital, the Directors believe that the exercise of the Repurchase Mandate (whenever necessary) would create capital management benefits to the Shareholders. The Directors also believe that the Company's strong financial position will enable it to conduct the exercise of the Repurchase Mandate with its own resources while maintaining sufficient financial resources for the continued growth of the Company's operations.
- (4) In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of Japan. Repurchases will be made out of funds of the Company legally permitted to be utilized in this connection.
- (5) The Directors, in their opinion, may from time to time when they consider to be appropriate for the Company, not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company, which in the opinion of the Directors, are from time to time appropriate for the Company. However, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2024 contained in the published annual report of the Company) in the event that the Repurchase Mandate is exercised in full.
- (6) None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.
- (7) The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Japan and in accordance with the regulations set out in the Articles. Neither this explanatory statement nor the proposed Share repurchase has any unusual features..

- (8) If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission (the "Takeovers Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares.

As of the date of this document, to the best knowledge and belief of the Company, in the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the persons as recorded in the register required to be kept by the Company pursuant to section 336 of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) would be increased, however, such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code and will not reduce the number of Shares held by the public to less than 20.9% of the Company's total number of issued Shares (after deducting treasury Shares, if any).

Save as aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate.

- (9) The Company conducted repurchase of Shares in the previous six months as below.

Date	Number of Shares Repurchased	Price per Share (HK\$)	
		Highest	Lowest
21/2/2024	300,000	3.85	3.75
22/2/2024	300,000	4.10	3.81
23/2/2024	129,200	4.11	4.06
26/2/2024	300,000	4.14	4.11
27/2/2024	300,000	4.12	4.09
28/2/2024	300,000	4.14	4.03
29/2/2024	300,000	4.19	3.96
1/3/2024	300,000	4.20	4.12
4/3/2024	300,000	4.25	4.12
5/3/2024	300,000	4.17	4.11
6/3/2024	295,400	4.33	4.13
7/3/2024	300,000	4.39	4.25
8/3/2024	300,000	4.40	4.30
11/3/2024	300,000	4.30	4.27
12/3/2024	300,000	4.29	4.27
13/3/2024	300,000	4.38	4.27
14/3/2024	300,000	4.44	4.29
15/3/2024	300,000	4.36	4.33
18/3/2024	300,000	4.36	4.31
19/3/2024	300,000	4.42	4.32
21/3/2024	300,000	4.35	4.32
22/3/2024	300,000	4.35	4.29

Date	Number of Shares Repurchased	Price per Share (HK\$)	
		Highest	Lowest
25/3/2024	500,000	4.34	4.28
26/3/2024	500,000	4.33	4.31
27/3/2024	500,000	4.33	4.30
28/3/2024	500,000	4.41	4.32

- (10) The Listing Rules prohibit the Company from knowingly repurchasing its Shares on the Stock Exchange from a core connected person (as defined under the Listing Rules), that is, a director, chief executive or substantial Shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules), and a core connected person (as defined under the Listing Rules) shall not knowingly sell Shares to the Company on the Stock Exchange.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she or it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

- (11) The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

	Price per Share (HK\$)	
	Highest	Lowest
2023		
May	5.12	4.88
June	5.20	4.01
July	4.91	4.11
August	5.13	4.37
September	5.42	4.65
October	5.49	4.45
November	4.78	4.30
December	4.77	3.58
2024		
January	4.29	3.66
February	4.37	3.75
March	4.44	4.10
April	4.45	3.74
May (up to 23 May 2024) [#]	4.18	3.76

[#] Being the latest practicable date prior to the printing of this convocation notice

General

Under the Articles, the Company shall without delay cancel any treasury Shares acquired by the Company through the resolution of the Board or decision of executive officer(s) of the Company authorized by the Board, if such cancellation is required under the Listing Rules. Rule 10.06(5) of the Listing Rules currently provides that the listing of all repurchased Shares (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. However, with effect from 11 June 2024, Rule 10.06(5) of the Listing Rules will be amended and the requirement to cancel repurchased Shares will be removed. Accordingly, subject to such amendment becoming effective, the Company may hold treasury Shares under the Listing Rules and the listing of treasury Shares shall be maintained.

Subject to the approval of the Repurchase Mandate by the Shareholders, the Company may cancel any repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC Nominees Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The Listing Rules provide that the Company shall not purchase its Shares on the Stock Exchange at any time while in possession of inside information until the inside information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for an announcement of the Company's annual or interim results under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, the Company may not purchase its Shares on the Stock Exchange unless the circumstances are exceptional. In addition, the Stock Exchange may prohibit the Company to purchase its Shares on the Stock Exchange if it has breached the Listing Rules.

Under the Listing Rules, certain information on the repurchases of Shares (whether on the Stock Exchange or otherwise) must be submitted for publication on the Stock Exchange through HKEx-EPS (as defined in the Listing Rules) not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the Company makes a repurchase of Shares. In addition, the Company shall include in its annual report and accounts details regarding repurchases of Shares made during the financial year under review, including the number of Shares repurchased each month (whether on the Stock Exchange or otherwise), the purchase price per Share or the highest and lowest price paid by the Company for all such repurchases (where relevant) and the aggregate price paid by the Company for such repurchases. The Directors' report is also required to contain reference to the repurchases made during the year and the Directors' reasons for making such repurchases.

APPENDIX IV

SUPPLEMENTAL INFORMATION ON THE THIRD RESOLUTION: Proposed Election of Eight (8) Directors (Ordinary Resolution)

ELECTION OF DIRECTORS

As stated in Part 3 of Appendix II, the following candidates (the “Candidates”) are recommended by the Nomination Committee of the Board to be, subject to Shareholders’ approval, elected as Directors:

Mr. Akira HOSAKA
Mr. Yoji SATO
Mr. Kohei SATO
Mr. Mitsutoshi KATO
Mr. Thomas Chun Kee YIP
Mr. Kiyohito KANDA
Mr. Koji KATO
Ms. Mayumi ITO

The Board wishes to supply the following additional information relating to the Candidates pursuant to Rule 13.51(2) of the Listing Rules to enable the Shareholders to make an informed decision on the election. This additional information should be read in conjunction with those provided in Part 3 of Appendix II.

Length of service

The Candidates, if elected as Directors at the Meeting, will hold office with immediate effect until the close of the next annual general meeting of the Shareholders to be held in 2025. The length of service of the Candidates with the Company shall be one year.

Proposed remuneration

Pursuant to Rule 13.51(2)(g) of the Listing Rules, the proposed annual remuneration of the Candidates is set out below:

Mr. Akira HOSAKA	¥34,548,000
Mr. Yoji SATO	¥3,600,000
Mr. Kohei SATO	¥12,000,000
Mr. Mitsutoshi KATO	¥7,200,000
Mr. Thomas Chun Kee YIP	¥6,000,000
Mr. Kiyohito KANDA	¥7,200,000
Mr. Koji KATO	¥6,000,000
Ms. Mayumi ITO	¥6,000,000

The proposed remuneration set out above is conditional upon the election of the Candidates as Directors at the Meeting.

Relationship with Directors, senior management, substantial Shareholders and/or controlling Shareholders

The Candidates have no financial, business, family or other material/relevant relationships with each other, except that each of Mr. Yoji SATO and Mr. Kohei SATO is a controlling Shareholder and these two persons are brothers. In addition, each of the Sato Family Members (as defined hereinafter) is a controlling Shareholder and a family member of Mr. Yoji SATO.

Interests in the Company and/or associated corporations of the Company

As at the date of the Notice, the interests and short positions of the Candidates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or would be required, pursuant to section 352 of the SFO, to be entered in the register referred to there in, or would be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), are as follows:

(i) Interests in the Company

Name of Candidate	Nature of Interest	Number of Shares of the Company ⁽¹⁾	Approximate Percentage of Interest in the Company ⁽²⁾
Mr. Yoji SATO	Interest in controlled corporation ⁽³⁾	283,332,560	59.199%
	Interest in spouse ⁽³⁾	760	
	Other ⁽⁴⁾	128,954,616	
		<u>412,287,936</u>	
Mr. Kohei SATO	Beneficial owner	53,639,680	59.199%
	Interest in spouse ⁽⁵⁾	1,500,000	
	Other ⁽⁴⁾	357,148,256	
		<u>412,287,936</u>	
Mr. Akira HOSAKA	Beneficial owner	78,121	0.011%

Notes:

- (1) All interests stated are long positions.
- (2) There were 696,443,096 Shares in issue as at the date of this Notice.
- (3) Out of the total 283,332,560 Shares, Sato Aviation Capital Limited (“SAC”), which is wholly-owned and controlled by Mr. Yoji SATO, is beneficially interested in 187,522,560 Shares. Rich-O Co., Ltd. (“Rich-O”) is beneficially interested in remaining 95,810,000 Shares and is owned as to 79.45% by SAC, 4.82% by Mr. Yoji SATO and 15.73% by Eurasia Foundation (from Asia) Limited which is also wholly-owned by Mr. Yoji SATO. Therefore, each of SAC and Rich-O is directly or indirectly controlled by Mr. Yoji SATO and the interests in the Company held by SAC and Rich-O are deemed to be Mr. Yoji SATO’s interests under the SFO. Mrs. Keiko SATO, his wife, is beneficially interested in 760 Shares, and such interests are deemed to be Mr. Yoji SATO’s interests under the SFO.
- (4) Each of Mrs. Keiko SATO (wife of Mr. Yoji SATO), Mrs. Yaeko NISHIWAKI (sister of Mr. Yoji SATO), Mr. Masahiro SATO (brother of Mr. Yoji SATO), Mr. Shigehiro SATO (brother of Mr. Yoji SATO), and Mr. Kohei SATO (brother of Mr. Yoji SATO)(collectively, the “Sato Family Members”) is a party acting in concert with Mr. Yoji SATO, SAC and Rich-O and each other to obtain or consolidate the holding of 30% or more of the

Company, and is therefore deemed to be interested in the Shares in which Mr. Yoji SATO or any other Sato Family Member is interested, and Mr. Yoji SATO is deemed to be interested in the Shares in which any Sato Family Member is interested.

- (5) Mrs. Shizuka SATO, Mr. Kohei SATO's wife, is beneficially interested in 1,500,000 Shares, and such interests are deemed to be Mr. Kohei SATO's interests under the SFO.

Save as disclosed above, as at the date of the Notice, none of the Candidates had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company.

(ii) Interest in the associated corporation

None of the Candidates has any interests or short positions in the shares or underlying shares or debentures of any associated corporation of the Company.

Additional information under Rule 13.51(2)

Save as disclosed in the Notice, the Candidates have not been the directors of public companies the securities of which are listed on a securities exchange in Hong Kong or overseas in the three years immediately preceding the date of the Notice, and there is no other information regarding the Candidates to be disclosed pursuant to any requirements of provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters that would otherwise need to be brought to the attention of the Shareholders and the Stock Exchange.

Independence requirements under Rule 3.13

Mr. Mitsutoshi KATO, Mr. Thomas Chun Kee YIP, Mr. Kiyohito KANDA, Mr. Koji KATO and Ms. Mayumi ITO are Candidates for independent non-executive Directors under the Listing Rules.

The Company has received from each of the candidates for independent non-executive Directors a confirmation of his independence and considers them to be independent.

Mr. Mitsutoshi KATO and Mr. Thomas Chun Kee YIP will have served as independent non-executive Directors for twelve (12) years and three (3) months at the close of this Meeting. For this, the Company's Nomination Committee has reviewed their confirmation of independence and assessed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. As a result, the Nomination Committee has confirmed that both individuals fully fulfilled their responsibilities as independent non-executive Directors during their terms of office, that they were not directly involved in the Group's business, and that there is no evidence to believe that their independence was impaired. The Nomination Committee has also confirmed that during their terms of office, they expressed their views from an independent standpoint and actively contributed to the functions that the Board should fulfil from an objective standpoint through their abundant experience and wide-ranging insight. Considering their backgrounds and past experience, the Nomination Committee believes that their valuable knowledge and experience will continue to contribute to the improvement of the Board, the Company, and Shareholder's value, and therefore, our Nomination Committee concluded that "they remain independent and should be re-appointed as independent non-executive Directors".

APPENDIX V

The guide map of Annual General Meeting of Shareholders

Location Headquarter Building of Dynam Co., Ltd.
2-27-5 Nishi-Nippori, Arakawa-ku, Tokyo, Japan

Tel. 03-5850-3660

Access JR Yamanote Line, Keihin Tohoku Line, Joban Line “Nippori Station”
Keisei “Nippori Station”
Nippori-Toneri Liner “Nippori Station”

