DYNAM JAPAN HOLDINGS Co., Ltd.
(*Incorporated in Japan with limited liability*)
(Stock Code: 06889)

DISCLOSEABLE AND CONNECTED TRANSACTION
DISPOSAL OF LEASE-ATTACHED AIRCRAFT

AIRCRAFT SALE AND PURCHASE AGREEMENT

The Board is pleased to announce that, on 17 September 2026 (after trading hours), DAIL (a wholly-owned subsidiary of the Company) entered into the Aircraft Sale and Purchase Agreement with SAIL, pursuant to which DAIL has conditionally agreed to sell and SAIL has agreed to purchase the Aircraft (subject to and with the benefit of the Lease) for the Purchase Price of US$65.2 million (equivalent to approximately HK$508.6 million), subject to certain adjustments upon Delivery.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, SAIL is a wholly-owned subsidiary of SAC (a controlling shareholder of the Company), which is wholly-owned by Mr. Yoji SATO (a non-executive Director and a controlling shareholder of the Company). Hence, SAIL is an associate of a connected person pursuant to Rule 14A.12(1)(c) and Rule 14A.13(1) of the Listing Rules.

As the highest applicable Percentage Ratio for the Company in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable and connected transaction of the Company under Chapter 14 and Chapter 14A of the Listing Rules. Nevertheless, as the Disposal is a Qualified Aircraft Leasing Activity, the Company is subject to (1) the disclosure requirements under Rule 14.33D of the Listing Rules but exempt from other requirements under Chapter 14 of the Listing Rules, and (2) the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

EGM

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Disposal pursuant to the Aircraft Sale and Purchase Agreement.

The Independent Board Committee has been formed to advise the Independent Shareholders in respect of the Disposal contemplated under the Aircraft Sale and Purchase Agreement, and how to vote at the EGM. The Independent Financial Adviser has also been appointed to advise the Independent Board Committee and the

Independent Shareholders in respect of the Disposal contemplated under the Aircraft Sale and Purchase Agreement.

A circular containing, among other things, (i) further details of the Aircraft Sale and Purchase Agreement and the Disposal contemplated thereunder; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; (iv) the Valuation Report; and (v) other information as required under the Listing Rules, together with a notice of the EGM and the proxy form, is expected to be despatched to the Shareholders on or around 2 October 2026.

AIRCRAFT SALE AND PURCHASE AGREEMENT

The Board is pleased to announce that, on 17 September 2026 (after trading hours), DAIL (a wholly-owned subsidiary of the Company) entered into the Aircraft Sale and Purchase Agreement with SAIL, pursuant to which the DAIL has conditionally agreed to sell and SAIL has agreed to purchase the Aircraft (subject to and with the benefit of the Lease) for the Purchase Price of US$65.2 million (equivalent to approximately HK$508.6 million), subject to certain adjustments upon Delivery.

Set out below are the principal terms and conditions of the Aircraft Sale and Purchase Agreement:

Date

17 September 2026

Parties

(1) DAIL (as seller) and (2) SAIL (as purchaser)

Assets to be disposed of

The Aircraft is an Airbus A321-271NX aircraft including two PW1133GA-JM engines. As of 31 March 2026, the audited net carrying value of the Aircraft is approximately US$65.1 million. The Aircraft is currently subject to the Lease, which will be novated to SAIL upon Delivery.

Purchase Price

The agreed Purchase Price is US$65.2 million, subject to certain adjustments upon Delivery. The Deposit of US$0.5 million has been paid by SAIL to DAIL upon execution of the Aircraft Sale and Purchase Agreement, and SAIL shall pay the Net Purchase Price on the date of Delivery.

Conditions precedent

Delivery is subject to and conditional upon, amongst others, (1) SAIL's acceptance of the delivery condition of the Aircraft in accordance with the terms of the Aircraft Sale and Purchase Agreement and (2) the Company's compliance with all applicable provisions of the Listing Rules, including but not limited to obtaining the approval of the Independent Shareholders in relation to the execution and performance of the Aircraft Sale and Purchase Agreement.

Delivery

Upon Delivery, title and interest in and to the Aircraft will be transferred from DAIL to SAIL, and the parties will concurrently enter into a novation agreement whereby DAIL shall novate its rights and obligations under the Lease to SAIL. Subject to the satisfaction of the conditions precedent, it is expected that Delivery will take place on or before 31 December 2026 in accordance with the terms of the Aircraft Sale and Purchase Agreement.

INFORMATION OF THE COMPANY AND THE PARTIES

The Company, through its subsidiaries, is principally engaged in the business of pachinko hall operation and global Aircraft Leasing Business.

DAIL is a company formed under the laws of the Republic of Ireland and an indirect wholly-owned subsidiary of the Company. It is principally engaged in Aircraft Leasing Business.

SAIL is a company formed under the laws of the Republic of Ireland and a wholly-owned subsidiary of SAC (a company wholly-owned by Mr. Yoji SATO, a non-executive Director and a controlling shareholder of the Company). It is principally engaged in Aircraft Leasing Business.

FINANCIAL EFFECT OF THE DISPOSAL AND PROPOSED USE OF PROCEEDS

The Group is expected to generate an operating profit of approximately US$1.5 million from the Aircraft, mainly attributable to rental income less up to the Economic Delivery Date interest expense. In addition, no material gain or loss on disposal is expected to be recognised upon completion of the Disposal, as the estimated amount of the final consideration less the estimated aggregate amount of professional fees and other transaction expenses is approximately equal to the book value of the Aircraft, subject to audit and finalisation of the relevant completion accounts.

Subsequent to the Disposal, the Company will no longer be entitled to the rental income derived from the Lease with effect from the Economic Delivery Date. The Company does not expect the Disposal to have a material adverse impact on the net profits of the Company for the two financial years immediately following the Disposal.

It is expected that approximately 70% of the net proceeds of the Disposal will be utilized for the repayment of existing borrowings and financing associated with the Aircraft, and the balance of the net proceeds of the Disposal will be applied towards, where and when appropriate, the acquisition, sourcing, sales, maintenance and repair of aircraft, as well as general working capital for the Aircraft Leasing Business of the Group.

BASIS OF CONSIDERATION

The Purchase Price represents a premium to the appraised market value for the Aircraft in the amount of US$62.74 million as set out in the Valuation Report prepared by an independent appraiser engaged by the Group. The Valuation Report will be set out in the circular.

The Purchase Price was determined through arm’s length negotiations between DAIL and SAIL in accordance with the Group’s customary business practices, taking into account (i) the book value of the Aircraft; (ii) the appraised market value of the Aircraft according to the Valuation Report; (iii) the age, quality and condition of the Aircraft; and (iv) the terms and conditions of the Disposal as a whole and with reference to market conditions.

BENEFITS OF AND REASONS FOR THE DISPOSAL

The Group is continuously exploring opportunities to accelerate the expansion and diversification of the Group's global Aircraft Leasing Business. The Disposal is conducted in the Group's ordinary course of business.

The Disposal aligns with the Group's strategic objectives to expand direct business with key airline customers while managing exposure to these airlines, through a combination of portfolio trading and aviation lease management. This approach enables the Group to expand and diversify its Aircraft Leasing Business while delivering attractive returns on equity, maintaining steady capital inflows, and preserving a prudent level of indebtedness

In light of the above, the Directors (excluding the independent non-executive Directors whose views will be set forth in the circular after taking into account the recommendation of the Independent Financial Adviser and the Directors abstaining from voting on the relevant resolutions) consider that the terms of the Aircraft Sale and Purchase Agreement and the Disposal contemplated thereunder are fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

The Directors have confirmed that (1) the Company has fulfilled the criteria for a Qualified Aircraft Lessor as set out in Rule 14.04(10E) of the Listing Rules; (2) the Disposal is a Qualified Aircraft Leasing Activity entered into by the Company in its ordinary and usual course of business and on normal commercial terms; and (3) the terms of the Aircraft Sale and Purchase Agreement and the Disposal contemplated thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole, subject to the views of the independent non-executive Directors as mentioned above.

As at the date of this announcement, SAIL is a wholly-owned subsidiary of SAC (a controlling shareholder of the Company), which is wholly-owned by Mr. Yoji SATO (a non-executive Director and a controlling shareholder of the Company). Hence, SAIL is an associate of a connected person pursuant to Rule 14A.12(1)(c) and Rule 14A.13(1) of the Listing Rules.

As the highest applicable Percentage Ratio for the Company in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable and connected transaction of the Company under Chapter 14 and Chapter 14A of the Listing Rules. Nevertheless, as the Disposal is a Qualified Aircraft Leasing Activity, the Company is subject to (1) the disclosure requirements under Rule 14.33D of the Listing Rules but exempt from other requirements under Chapter 14 of the Listing Rules; and (2) the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

EGM

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Disposal pursuant to the Aircraft Sale and Purchase Agreement.

The Independent Board Committee has been formed to advise the Independent Shareholders in respect of the Disposal contemplated under the Aircraft Sale and Purchase Agreement, and how to vote at the EGM. The Independent Financial Adviser has also been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Disposal contemplated under the Aircraft Sale and Purchase Agreement.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, save for Mr. Yoji SATO, SAC, Rich-O, the SATO Family Members and their respective close associates, none of the other shareholders of the Company has a material interest in the transactions as contemplated under the Aircraft Sale and Purchase Agreement and is required to abstain from voting on the relevant resolution(s) at the EGM.

A circular containing, among other things, (i) further details of the Aircraft Sale and Purchase Agreement and the Disposal contemplated thereunder; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; (iv) the Valuation Report; and (v) other information as required under the Listing Rules, together with a notice of the EGM and the proxy form, is expected to be despatched to the shareholders of the Company on or around 2 October 2026.

DIRECTOR'S INTERESTS

Mr. Yoji SATO, a non-executive Director, has a material interest in the Aircraft Sale and Purchase Agreement by reason of his indirect controlling interests in SAIL. Further, Mr. Kohei SATO, a non-executive Director, is deemed to have a material interest in the Aircraft Sale and Purchase Agreement by reason of his being a SATO Family Member. Accordingly, Mr. Yoji SATO and Mr. Kohei SATO have abstained from voting on the Board resolutions approving the Disposal and the Aircraft Sale and Purchase Agreement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

"Aircraft"	one Airbus A321-271NX aircraft and two PW1133GA-JM engines
"Aircraft Leasing Business"	means the business of (a) acquisition of aircraft; (b) leasing of aircraft (including operating leases and finance leases (which include financing arrangements in sale and leaseback transactions)); and (c) disposal of aircraft
"Aircraft Sale and Purchase Agreement"	the aircraft sale and purchase agreement between DAIL (as seller) and SAIL (as purchaser) dated 17 September 2026 in respect of the Aircraft
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Company"	DYNAM JAPAN HOLDINGS Co., Ltd., a company incorporated under the laws of Japan with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"connected persons"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"DAIL"	Dynam Aviation Ireland Limited, a company incorporated in the Republic of Ireland with limited liability and a wholly-owned subsidiary of the Company
"Delivery"	completion of the Disposal whereupon title and interest in and to the Aircraft shall be transferred from DAIL to SAIL

"Deposit"	the deposit in the amount of US$0.5 million paid by SAIL to DAIL
"Adjustment Amount"	an amount equal to the rent received by DAIL as existing lessor under the Lease for each day during the period from (and including) the Economic Delivery Date to (but excluding) the first rent payment date under the Lease occurring after the date of Delivery
"Directors"	the directors of the Company
"Disposal"	the sale of the Aircraft contemplated under the Aircraft Sale and Purchase Agreement
"Economic Delivery Date"	1 August 2026
"EGM"	the extraordinary general meeting of the Company to be convened
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Independent Board Committee"	an independent committee of the Board comprising all the independent non-executive Directors, established for the purpose of advising the Independent Shareholders with regard to the terms of the Aircraft Sale and Purchase Agreement
"Independent Financial Adviser"	Ballas Capital Limited, a corporation licensed to carry out Types 1 and 6 regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders with regard to the terms of the Aircraft Sale and Purchase Agreement
"Independent Shareholders"	the Shareholders who do not have any material interest in the Aircraft Sale and Purchase Agreement and who are not required to abstain from voting on resolution(s) approving the Aircraft Sale and Purchase Agreement at the EGM pursuant to the Listing Rules;
"Lease"	the lease agreement dated 7 November 2024 and made between DAIL (as lessor) and Wizz Air Fleet Management Limited (an independent third party) (as lessee) in respect of the Aircraft
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Net Purchase Price"	the balance of the Purchase Price after deducting therefrom the Deposit and the Adjustment Amount, and adding thereto interest at the rate of 6.5% per annum calculated from (and including) the Economic Delivery Date up to (but excluding) the date of Delivery

"percentage ratios"	has the meaning ascribed to it under Rule 14.07 of the Listing Rules
"Purchase Price"	the agreed purchase price for the Aircraft under the Aircraft Sale and Purchase Agreement in the sum of US$65.2 million
"Qualified Aircraft Leasing Activity"	has the meaning ascribed to it under Rule 14.04(10D) of the Listing Rules
"Rich-O"	Rich-O Co., Ltd., a stock company incorporated in Japan with limited liability, and a subsidiary of SAC
"Qualified Aircraft Lessor"	has the meaning ascribed to it under Rule 14.04(10E) of the Listing Rules
"SAC"	Sato Aviation Capital Limited, a company incorporated in Hong Kong with limited liability and held as to 100% by Mr. Yoji SATO and a controlling shareholder of the Company
"SAIL"	Sato Aviation Ireland Limited, a company incorporated in the Republic of Ireland with limited liability and held as to 100% by Mr. Yoji SATO through SAC
"SATO Family Member"	each of Mrs. Keiko SATO (wife of Mr. Yoji SATO), Mr. Masahiro SATO (brother of Mr. Yoji SATO), Mr. Shigehiro SATO (brother of Mr. Yoji SATO), and Mr. Kohei SATO (brother of Mr. Yoji SATO and a non-executive Director)
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	has the meaning ascribed to it under the Listing Rules
"US$"	United States dollars, the lawful currency of the United States of America
"Valuation Report"	an asset valuation report for the Aircraft prepared by Ascend by Cirium, the independent appraiser engaged by the Company
"%"	percent

For illustration purposes only, the exchange rate of US$1.00 = HK$7.80 has been used to convert US$ into HK$ in this announcement.

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

Tokyo, Japan, 18 September 2026

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