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株式会社ダイナムジャパンホールディングス
DYNAM JAPAN HOLDINGS Co., Ltd.*

(incorporated in Japan with limited liability)

(Stock Code: 06889)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 22 JUNE 2017,
APPOINTMENT OF NON-EXECUTIVE DIRECTOR,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
RETIREMENT OF EXECUTIVE DIRECTOR AND EXECUTIVE OFFICER,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
AND
CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 JUNE
2017**

The board of directors (the “**Board**”) of 株式会社ダイナムジャパンホールディングス (DYNAM JAPAN HOLDINGS Co., Ltd.*) (the “**Company**”) is pleased to announce that at the 6th annual general meeting of shareholders of the Company (the “**Shareholders**”) held on 22 June 2017 (the “**AGM**”), all resolutions set out in the convocation notice of the AGM dated 31 May 2017 (the “**Notice**”) were duly passed by the Shareholders by way of poll.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board also announces that with effect from 22 June 2017, Mr. Tatsuji FUJIMOTO has been appointed as a non-executive director of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that with effect from 22 June 2017, Mr. Kiyohito KANDA has been appointed as an independent non-executive director of the Company.

* For identification purposes only

RETIREMENT OF EXECUTIVE DIRECTOR AND EXECUTIVE OFFICER

The Board also announces that Mr. Haruhiko MORI has retired as an executive director with effect from the conclusion of the AGM and an executive officer of the Company with effect from the conclusion of the meeting of the Board held immediately after the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Eisho KUNITOMO has retired as an independent non-executive director of the Company with effect from the conclusion of the AGM.

CHANGE IN COMPOSITION OF AUDIT COMMITTEE

The Board further announces that with effect from 22 June 2017, the composition of the audit committee of the Company (the “**Audit Committee**”) has been changed as follows:

- (i) Mr. Eisho KUNITOMO has retired as a member of the Audit Committee; and
- (ii) Mr. Kiyohito KANDA has been appointed as a member of the Audit Committee.

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 JUNE 2017

The Board is pleased to announce that at AGM, all resolutions set out in the Notice were duly passed by the Shareholders by way of poll.

At the AGM, poll was demanded by the chairman of the AGM for voting on all resolutions. As at the date of the AGM, the number of issued shares of the Company (the “**Shares**”) was 765,985,896 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for, against or abstain from voting on all resolutions at the AGM. Abstained votes were counted towards the total number of votes cast in the relevant resolutions but excluded from the number of votes for or against the relevant resolutions. No Shareholder was required to abstain from voting on any of the resolutions at the AGM under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Company's share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer at the AGM for the purpose of the vote-taking. The poll results in respect of the resolutions proposed at the AGM were as follows:

Matters to be resolved		Number of votes			Total number of votes
		For	Against	Abstain	
As ordinary resolutions					
1.	General mandate to allot, issue and deal in Shares	575,058,262 (95.560863%)	26,713,469 (4.439137%)	0 (0.000000%)	601,771,731
2.	General mandate to repurchase Shares	601,694,931 (99.987238%)	0 (0.000000%)	76,800 (0.012762%)	601,771,731
3.	Proposed election of nine (9) directors				
	(i) Candidate for director: Mr. Kohei SATO	592,661,617 (98.486118%)	9,110,114 (1.513882%)	0 (0.000000%)	601,771,731
	(ii) Candidate for director: Mr. Yoji SATO	601,660,931 (99.981588%)	110,800 (0.018412%)	0 (0.000000%)	601,771,731
	(iii) Candidate for director: Mr. Tatsuji FUJIMOTO	601,660,931 (99.981588%)	110,800 (0.018412%)	0 (0.000000%)	601,771,731
	(iv) Candidate for director: Mr. Ichiro TAKANO	601,737,731 (99.994350%)	34,000 (0.005650%)	0 (0.000000%)	601,771,731
	(v) Candidate for director: Mr. Noriaki USHIJIMA	601,660,931 (99.981588%)	110,800 (0.018412%)	0 (0.000000%)	601,771,731
	(vi) Candidate for director: Mr. Mitsutoshi KATO	600,010,392 (99.707308%)	1,761,339 (0.292692%)	0 (0.000000%)	601,771,731
	(vii) Candidate for director: Mr. Thomas Chun Kee YIP	601,737,731 (99.994350%)	34,000 (0.005650%)	0 (0.000000%)	601,771,731
	(viii) Candidate for director: Mr. Kei MURAYAMA	601,737,731 (99.994350%)	34,000 (0.005650%)	0 (0.000000%)	601,771,731
	(ix) Candidate for director: Mr. Kiyohito KANDA	601,737,731 (99.994350%)	34,000 (0.005650%)	0 (0.000000%)	601,771,731
4.	Proposed election of an auditor pursuant to the Listing Rules	601,771,731 (100.000000%)	0 (0.000000%)	0 (0.000000%)	601,771,731

Note: The full text of the resolutions is set out in the Notice.

As more than 50% of votes were in favour of each of the ordinary resolutions above, such resolutions were duly passed by the Shareholders by way of poll.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 22 June 2017, Mr Tatsuji FUJIMOTO (“**Mr. Fujimoto**”) has been appointed as a non-executive director of the Company.

Mr. Fujimoto, aged 56, has been a director of Dynam Co., Ltd. (“**Dynam**”), our wholly-owned subsidiary, since June 2016, and was appointed as a representative director of Dynam on 15 June 2017.

He joined Dynam in December 2001. Since then he was mostly responsible for matters relating to the purchasing or logistics department. He was promoted to the head of the purchasing department of Dynam in March 2009, and the head of the logistics department of Dynam in March 2012. He was promoted to corporate executive officer (*shikko yakuin* 執行役員) of Dynam in June 2015.

Before joining Dynam, in 1986 he started employment with The Daiei, Inc. (now a wholly-owned subsidiary of AEON Co., Ltd., the shares of which are listed on the first section of the Tokyo Stock Exchange (TSE: 8267)). After working at its multiple stores and head office as a manager, he worked as a member of the management for an affiliate of The Daiei, Inc. which engaged in providing building management services, for about four years.

The Company has not entered into a service contract with Mr. Fujimoto. His term of office is about one year and will expire at the close of the 7th annual general meeting to be held in 2018 in accordance with the articles of incorporation of the Company. Mr. Fujimoto’s annual emolument will be ¥33,612,000, which has been determined by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to, inter alia, his responsibilities and performance of duties to the Company.

As at the date of this announcement, as beneficial owner, Mr. Fujimoto holds 209,300 Shares, representing approximately 0.03% of the entire issued share capital of the Company.

Save as disclosed above, (a) Mr. Fujimoto does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) Mr. Fujimoto has not been a director of a public company the securities of which are listed on a securities exchange in Hong Kong or overseas in the three years immediately preceding the date of this announcement; (c) there is no other information which is discloseable pursuant to Rule 13.51(2) of the Listing Rules; and (d) there are no other matters in relation to the appointment of Mr. Fujimoto that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Fujimoto on his appointment as a non-executive director of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that with effect from 22 June 2017, Mr. Kiyohito KANDA (“**Mr. Kanda**”) has been appointed as an independent non-executive director of the Company.

Mr. Kanda, aged 52, joined Yamaichi Securities Company, Limited, one of the largest securities companies in Japan then. He was registered as a tax accountant in December 1993 and left Yamaichi Securities Company, Limited in March 1995. In July 1995, he established Kanda Kiyohito Tax Accountant Office and has been the partner since then. He has been an instructor of Training Center of the Board of Audit of Japan since May 1998. Also, he has been a part-time teacher of Faculty of Business Administration, Mejiro University since April 2011.

Mr. Kanda graduated from Kanagawa University in March 1988 with a bachelor’s degree in economics.

The Company has not entered into a service contract with Mr. Kanda. His term of office is about one year and will expire at the close of the 7th annual general meeting to be held in 2018 in accordance with the Articles of Incorporation of the Company. Mr. Kanda’s annual emolument will be ¥6,000,000, which has been determined by the Remuneration Committee with reference to, inter alia, his responsibilities, experiences, performance of duties to the Company.

As at the date of this announcement, Mr. Kanda does not hold Shares.

Mr. Kanda has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, (a) Mr. Kanda does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) Mr. Kanda has not been a director of a public company the securities of which are listed on a securities exchange in Hong Kong or overseas in the three years immediately preceding the date of this announcement; (c) there is no other information which is discloseable pursuant to Rule 13.51(2) of the Listing Rules; and (d) there are no other matters in relation to the appointment of Mr. Kanda that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Kanda on his appointment as an independent non-executive director of the Company.

RETIREMENT OF EXECUTIVE DIRECTOR AND EXECUTIVE OFFICER

The Board also announces that Mr. Haruhiko MORI (“**Mr. Mori**”) retired as an executive director with effect from the conclusion of the AGM and an executive officer of the Company with effect from the conclusion of the meeting of the Board held immediately after the AGM.

The Board and Mr. Mori have confirmed that they were not aware of any matter that needs to be brought to the attention of the Shareholders in relation to the said retirement.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Mori for his valuable contributions to the Company during his tenure of office.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Eisho KUNITOMO (“**Mr. Kunitomo**”) has retired as an independent non-executive director of the Company with effect from the conclusion of the AGM.

The Board and Mr. Kunitomo have confirmed that they were not aware of any matter that needed to be brought to the attention of the Shareholders in relation to the said retirement.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Kunitomo for his valuable contributions to the Company during his tenure of office.

CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE

The Board further announces that with effect from 22 June 2017, the composition of the Audit Committee has been changed as follows:

- (i) Mr. Kunitomo has retired as a member of the Audit Committee; and
- (ii) Mr. Kanda has been appointed as a member of the Audit Committee.

By order of the Board
株式会社ダイナムジャパンホールディングス
(DYNAM JAPAN HOLDINGS Co., Ltd.*)
Kohei SATO
Chairman of the Board

Tokyo, Japan, 23 June 2017

As of the date of this announcement, the executive director of the Company is Mr. Kohei SATO, and the non-executive directors of the Company are Mr. Yoji SATO, Mr. Tatsuji FUJIMOTO and Mr. Noriaki USHIJIMA and the independent non-executive directors of the Company are Mr. Ichiro TAKANO, Mr. Mitsutoshi KATO, Mr. Thomas Chun Kee YIP, Mr. Kei MURAYAMA and Mr. Kiyohito KANDA.

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