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

MAJOR TRANSACTIONS IN RELATION TO PURCHASE AND LEASING ARRANGEMENT OF TWO AIRCRAFT

The Board is pleased to announce that DAIL entered into the Aircraft Sale Agreement with Wizz on 7 November 2024 (European time), pursuant to which, among other things, Wizz agreed to assign to DAIL and DAIL agreed to accept the assignment of Wizz's rights (under the Original Purchase Contract) to purchase and take delivery of the Aircraft from Airbus. DAIL and Wizz also entered into the Lease Agreement on 7 November 2024 (European time), pursuant to which, the Aircraft will be leased by DAIL to Wizz or an affiliate within the group of Wizz.

IMPLICATION OF THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Transactions exceed 25% but all applicable percentage ratios are less than 100%, the Transactions would constitute major transactions for the Company under Chapter 14 of the Listing Rules. Nevertheless, the Transactions are Qualified Aircraft Leasing Activities and are only subject to the disclosure requirements under Rule 14.33D of the Listing Rules.

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AIRCRAFT SALE AGREEMENT

Date: 7 November 2024

Parties:

- (a) DAIL, as the purchaser; and
- (b) Wizz, as the seller

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Wizz and its ultimate beneficial owner(s) are third parties independent of the Company and the connected persons of the Company.

Pursuant to the Aircraft Sale Agreement, Wizz agreed to assign to DAIL and DAIL agreed to accept the assignment of Wizz's rights (under the Original Purchase Contract) to purchase and take delivery of the Aircraft from Airbus subject to the terms and conditions of the Aircraft Sale Agreement and the Original Purchase Contract.

Assets to be acquired: The Aircraft, being two new Airbus A321 Neo aircraft.

Expected completion of the Aircraft Sale Agreement: It is estimated that one of the Aircraft will be delivered in the fourth quarter of 2025 and the other Aircraft will be delivered in the first quarter of 2026.

LEASE AGREEMENT

Date: 7 November 2024

Parties:

- (a) DAIL, as the lessor; and
- (b) Wizz, as the lessee

Under the Lease Agreement, upon completion of the delivery of each Aircraft under the Aircraft Sale Agreement, the respective Aircraft will be leased by DAIL to Wizz or an affiliate within the group of Wizz.

INFORMATION ABOUT THE PARTIES

The Group 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 a wholly-owned subsidiary of the Company. It is principally engaged in aircraft leasing business.

Wizz is a company formed under the laws of Hungary and a wholly-owned subsidiary of Wizz Air Holdings Plc. It is principally engaged in the business of civil aviation services.

IMPLICATION OF THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Transactions exceed 25% but all applicable percentage ratios are less than 100%, the Transactions would constitute major transactions for the Company under Chapter 14 of the Listing Rules. Nevertheless, the Transactions are Qualified Aircraft Leasing Activities and are only subject to the disclosure requirements under Rule 14.33D of the Listing Rules.

The Board has 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 Transactions are entered into by the Company in its ordinary and usual course of business and on normal commercial terms; and (3) the terms of the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

DEFINITIONS

In this announcement, the following expressions shall (unless the context otherwise requires) have the following meanings:

“Airbus”	Airbus S.A.S., a société par actions simplifiée duly created and existing under French law
“Aircraft”	Two (2) new Airbus A321 Neo aircraft
“Aircraft Sale Agreement”	the aircraft sale agreement entered into between DAIL and Wizz on 7 November 2024, pursuant to which, among other things, Wizz agreed to assign to DAIL and DAIL agreed to accept the assignment of the rights of Wizz (under the Original Purchase Contract) to purchase and take delivery of the Aircraft from Airbus
“Board”	the board of Directors
“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
“DAIL”	Dynam Aviation Ireland Limited, a company incorporated in Ireland with limited liability and a wholly-owned subsidiary of the Company
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lease Agreement”	the lease agreement entered into between DAIL and Wizz on 7 November 2024, pursuant to which, the Aircraft will be leased by DAIL to Wizz or an affiliate within the group of Wizz
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Original Purchase Contract”	the aircraft purchase contract originally entered into between Wizz and Airbus prior to the Transactions in relation to the purchase of the Aircraft by Wizz from Airbus
“percentage ratios”	has the meaning ascribed to it under Rule 14.07 of the Listing Rules
“Qualified Aircraft Leasing Activity(ies)”	has the meaning ascribed to it under Rule 14.04(10D) of the Listing Rules
“Qualified Aircraft Lessor”	has the meaning ascribed to it under Rule 14.04(10E) of the Listing Rules
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transactions”	the entering into of the Aircraft Sale Agreement and the Lease Agreement and the transactions contemplated thereunder
“Wizz”	Wizz Air Fleet Management Ltd., a company incorporated in Hungary with limited liability and a wholly-owned subsidiary of Wizz Air Holdings Plc, whose shares are listed on the London Stock Exchange
“%”	percent.

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

Tokyo, Japan, 8 November 2024

As of the date of this announcement, the executive Director is Mr. Akira HOSAKA, and 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.