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## IMPORTANT

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



# 株式会社ニラク・ジー・シー・ホールディングス NIRAKU GC HOLDINGS, INC.\*

(Incorporated in Japan with limited liability)

## GLOBAL OFFERING

<b>Number of Offer Shares</b>	<b>:</b>	<b>300,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>30,000,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>270,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>HK\$1.28 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund and plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)</b>
<b>Nominal value</b>	<b>:</b>	<b>Nil</b>
<b>Stock code</b>	<b>:</b>	<b>1245</b>

## Sole Sponsor



**Shenyin Wanguo Capital (H.K.) Limited**

**Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager**



**Shenyin Wanguo Capital (H.K.) Limited**

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

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

**Prior to making an investment decision, potential investors should carefully consider all of the information set out in this Prospectus, including the risk factors set out in "Risk Factors" in this Prospectus.**

The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and our Company on the Price Determination Date, which is expected to be on or around Friday, 27 March 2015 and, in any event, not later than Wednesday, 1 April 2015. The Offer Price will not be more than HK\$1.28 and is currently expected to not be less than HK\$1.10. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price (HK\$1.28) for each Share together with a brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is lower than the maximum Offer Price (HK\$1.28).

The Sole Global Coordinator (on behalf of the Underwriters) may, where considered appropriate, based on the level of market interest expressed by prospective institutional and other investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares in the Global Offering and/or the indicative Offer Price range below that stated in this Prospectus (which is HK\$1.10 to HK\$1.28 per Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares in the Global Offering and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Journal (in Chinese), and on our website ([www.ngch.co.jp](http://www.ngch.co.jp)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)), as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If, for any reason, the Offer Price is not agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and our Company by Wednesday, 1 April 2015, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse. Further details are set out in "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this Prospectus.

The obligations of the Hong Kong Underwriter under the Hong Kong Underwriting Agreement to subscribe or procure subscribers to subscribe for the Hong Kong Offer Shares, are subject to termination with immediate effect by notice (orally or in writing) from the Sole Global Coordinator (on behalf of the Hong Kong Underwriter) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in "Underwriting – Underwriting Arrangement and Expenses – Hong Kong Public Offering – Grounds for termination" in this Prospectus. It is important that you refer to that section for further details.

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

\* For identification purpose only