

# NIRAKU GC HOLDINGS

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)

(Stock Code: 1245)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We (Note 1) \_\_\_\_\_  
of (Note 1) \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ common shares\* (普通株式) (the "Shares") in the capital of  
株式会社ニラク・ジー・シー・ホールディングス NIRAKU GC HOLDINGS, INC.\* (the "Company") HEREBY APPOINT (Notes 3&4) \_\_\_\_\_  
of (Notes 3&4) \_\_\_\_\_

or failing him/her, the chairman of the annual general meeting (the "Annual General Meeting") as my/our proxy to attend for me/us and on my/our behalf at the Annual General Meeting to be held at 2-1-24, Hohaccho, Koriyama-shi, Fukushima, 963-8811, Japan on Friday, 28 June 2024 at 10:00 a.m. (Japan time)/9:00 a.m. (Hong Kong time), and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

As ordinary resolutions (Note 11)		For (Note 5)	Against (Note 5)	Abstained (Note 5)
1.	To re-elect Mr. Hisanori TANIGUCHI as an executive director of the Company			
2.	To re-elect Mr. Akinori OHISHI as an executive director of the Company			
3.	To re-elect Mr. Masataka WATANABE as an executive director of the Company			
4.	To re-elect Mr. Hiroshi BANNAL as a non-executive director of the Company			
5.	To re-elect Mr. Michio MINAKATA as an independent non-executive director/external director* (社外取締役) of the Company			
6.	To re-elect Mr. Yoshihiro KOIZUMI as an independent non-executive director/external director* (社外取締役) of the Company			
7.	To re-elect Mr. Kuraji KUTSUWATA as an independent non-executive director/external director* (社外取締役) of the Company			
8.	To re-elect Mr. Akihito TANAKA as an independent non-executive director/external director* (社外取締役) of the Company			
9.	To re-appoint PricewaterhouseCoopers Japan LLC as the accounting auditor of the Company pursuant to the Companies Act* (会社法) of Japan			
10.	To re-appoint PricewaterhouseCoopers as the auditor of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")			
11A.	To grant a general mandate to the board of directors to allot, issue and deal with additional Shares, including any sale and transfer of treasury Shares, not exceeding 20% of the total number of Shares issued by the Company (excluding treasury Shares, if any) as at the date of passing this resolution			
11B.	To grant a general mandate to the board of directors to repurchase Shares in the capital of the Company not exceeding 10% of the total number of Shares issued by the Company (excluding treasury Shares, if any) as at the date of passing this resolution			
11C.	To extend, conditional upon the above resolutions 11A and 11B being duly passed, the general mandate to allot Shares by adding the aggregate number of repurchased Shares to the 20% general mandate			
As special resolution (Note 11)		For (Note 5)	Against (Note 5)	Abstained (Note 5)
12.	To approve the proposed amendments to the Articles of Incorporation* (定款) of the Company			

Note: Based on the resolutions set out in the Notice of the Annual General Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature(s) (Notes 6&7) \_\_\_\_\_

### Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form will be deemed to relate to all the Shares registered in your name(s).
- Every shareholder who is entitled to attend and vote in the Annual General Meeting may appoint another person as his/her proxy to attend and vote on his/her behalf. Corporate shareholders may appoint corporate representatives to attend or vote on its behalf. A Shareholder (including nominee companies) who is the holder of two or more Shares may appoint multiple proxies or corporate representatives to represent him/her and vote on his/her behalf in the Annual General Meeting. A proxy or corporate representative needs not to be a shareholder and there is no limitation or restriction on the qualification and identity of the proxies and/or corporate representatives appointed. A proxy or corporate representative is entitled to the same powers as if he/she was the shareholder himself/herself providing that he/she can provide a duly signed form of proxy.
- If you appoint more than one proxy to represent you, please also insert the number of Shares which each proxy represents and the name of the proxy. IF NO NAME IS INSERTED OR IF NONE OF YOUR APPOINTED PROXY(IES) TURN UP IN THE ANNUAL GENERAL MEETING, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY UNLESS IT IS OTHERWISE INDICATED BY THE SHAREHOLDER NOT TO BE SO.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "ABSTAINED". Failure to complete the boxes will entitle your proxy(ies) to cast his/her vote(s) at his/her discretion. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly.
- This form must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal or under the hand of an officer of attorney duly authorised.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any Shares, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such Shares will alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be completed in accordance with the instructions printed thereon and returned to the Company's Hong Kong Share Registrar 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 Annual General Meeting (i.e. before 10:00 a.m. (Japan time)/9:00 a.m. (Hong Kong time) on Wednesday, 26 June 2024). Completion and return of the form of proxy will not preclude a shareholder from attending the Annual General Meeting and voting in person if he/she so wishes.
- Any alternation made to this form of proxy must be initialled by the person who signs it.
- A shareholder who holds the Shares as a nominee on behalf of others may elect to cast his/her votes in different ways, casting his/her votes partly for and partly against a resolution by completing a notification form in accordance with the instructions printed thereon. Such notification form is available on the Company's website at [www.ngch.co.jp](http://www.ngch.co.jp) and the Stock Exchange's website at [www.hkexnews.com](http://www.hkexnews.com) and must be returned to the Company's Hong Kong Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 72 hours before the time appointed for holding the Annual General Meeting. Shareholders have the option to make a permanent election to cast their votes in different ways at all forthcoming general meetings, which may be withdrawn by writing to the Hong Kong Share Registrar.
- Descriptions of the resolutions above are in summary only. Please refer to the notice of the Annual General Meeting and accompanying circular for details of these resolutions.

\* for identification purpose only