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**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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 28 JUNE 2024  
AND  
RETIREMENT OF DIRECTOR**

At the annual general meeting (the “**AGM**”) 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**”) held on 28 June 2024, voting on all the proposed resolutions as set out in the notice of the AGM dated 6 June 2024 was taken by poll.

**POLL RESULTS OF THE AGM**

As at the date of the AGM, the total number of issued shares of the Company was 1,195,850,460 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no shares entitling the shareholders of the Company (the “**Shareholders**”) to attend but abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and there were no Shareholders required to abstain from voting at the AGM pursuant to the Listing Rules. None of the Shareholders have stated their intention in the circular of the Company dated 6 June 2024 (the “**Circular**”) to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)		
		For	Against	Abstained
1.	To re-elect Mr. Hisanori TANIGUCHI as an executive director of the Company	751,194,475 (100.0%)	355,280 (0.0%)	— (0.0%)
2.	To re-elect Mr. Akinori OHISHI as an executive director of the Company	40,426,401 (5.4%)	711,123,354 (94.6%)	— (0.0%)
3.	To re-elect Mr. Masataka WATANABE as an executive director of the Company	751,286,861 (100.0%)	262,894 (0.0%)	— (0.0%)
4.	To re-elect Mr. Hiroshi BANNAI as a non-executive director of the Company	751,219,983 (100.0%)	329,772 (0.0%)	— (0.0%)
5.	To re-elect Mr. Michio MINAKATA as an independent non-executive director/ external director* (社外取締役) of the Company	751,493,942 (100.0%)	55,813 (0.0%)	— (0.0%)
6.	To re-elect Mr. Yoshihiro KOIZUMI as an independent non-executive director/ external director* (社外取締役) of the Company	751,493,942 (100.0%)	55,813 (0.0%)	— (0.0%)
7.	To re-elect Mr. Kuraji KUTSUWATA as an independent non-executive director/ external director* (社外取締役) of the Company	751,261,353 (100.0%)	288,402 (0.0%)	— (0.0%)
8.	To re-elect Mr. Akihito TANAKA as an independent non-executive director/ external director* (社外取締役) of the Company	751,261,353 (100.0%)	288,402 (0.0%)	— (0.0%)
9.	To re-appoint PricewaterhouseCoopers Japan LLC as the accounting auditor of the Company pursuant to the Companies Act* (会社法) of Japan	750,559,755 (99.9%)	990,000 (0.1%)	— (0.0%)
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 “ <b>Stock Exchange</b> ”)	750,559,755 (99.9%)	990,000 (0.1%)	— (0.0%)

ORDINARY RESOLUTIONS		No. of Votes (%)		
		For	Against	Abstained
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	749,003,354 (99.7%)	2,546,401 (0.3%)	— (0.0%)
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	751,342,674 (100.0%)	— (0.0%)	207,081 (0.0%)
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	748,796,273 (99.6%)	2,753,482 (0.4%)	— (0.0%)
SPECIAL RESOLUTION		For	Against	Abstained
12.	To approve the proposed amendments to the Articles of Incorporation* (定款) of the Company	751,549,755 (100.0%)	— (0.0%)	— (0.0%)

As more than 50% of the votes were cast in favour of proposed resolutions numbered 1, 3, 4, 5, 6, 7, 8, 9, 10, 11A, 11B and 11C, these resolutions were duly passed as ordinary resolutions by way of poll at the AGM.

As less than 50% of the votes were cast in favour of the resolution numbered 2, such resolution was therefore not passed as an ordinary resolution by way of poll at the AGM. Accordingly, Mr. Akinori OHISHI (“**Mr. Ohishi**”) retired as an executive director of the Company and was not re-elected at the AGM.

As more than two-thirds of the votes were cast in favour of proposed resolution numbered 12, such resolution was duly passed as a special resolution by way of poll at the AGM.

All directors of the Company attended the AGM in person.

## RETIREMENT OF DIRECTOR

As Mr. Ohishi was not re-elected at the AGM, he retired as an executive director of the Company with effect from the conclusion of the AGM. The board of directors of the Company (the “**Board**”) is not aware of any disagreement with Mr. Ohishi or any matter relating to his retirement that needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its sincere gratitude to Mr. Ohishi for his contribution to the Company during his tenure of office.

On behalf of the Board  
株式会社ニラク・ジー・シー・ホールディングス  
**NIRAKU GC HOLDINGS, INC.\***  
**Hisanori TANIGUCHI**

*Chairman, Executive Director and Chief Executive Officer*

Fukushima, Japan, 28 June 2024

*As at the date of this announcement, the executive directors of the Company are Hisanori TANIGUCHI and Masataka WATANABE; the non-executive director of the Company is Hiroshi BANNAI; and the independent non-executive directors of the Company are Michio MINAKATA, Yoshihiro KOIZUMI, Kuraji KUTSUWATA and Akihito TANAKA.*

\* *For identification purposes only*