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If you have sold or transferred all your shares in 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”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

EXTRAORDINARY GENERAL MEETING

A resolution will be proposed at the Extraordinary General Meeting of the Company to be held at 2-1-24, Hohaccho, Koriyama-shi, Fukushima, 963-8811, Japan on Wednesday, 18 December 2024 at 1:00 p.m. (Japan time)/12:00 noon (Hong Kong time) to approve the matter set out in this circular.

A notice convening the Extraordinary General Meeting together with a form of proxy for use at the Extraordinary General Meeting are enclosed with this circular. Shareholders who are unable to attend the Extraordinary General Meeting in person should complete and return the accompanying form of proxy in accordance with the instructions printed thereon and set out on page 4 of this circular.

* for identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles”	the articles of incorporation* (定款) of the Company from time to time in force
“Board”	the board of Directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Beneficial Owner(s)”	beneficial owners of the Shares who hold pecuniary interests and voting rights in the Company attached to the Shares deposited into CCASS and held in the name of HKSCC Nominees
“Chief Executive Officer”	the chief executive officer* (代表執行役) of the Company
“Company”	NIRAKU GC HOLDINGS, INC.* (株式会社ニラク・ジー・シー・ホールディングス) (formerly known as Niraku Global Community Holdings Inc.* (株式会社ニラク・グローバル・コミュニティ・ホールディングス) from 10 January 2013 to 20 October 2014), which is a stock company* (株式会社) incorporated in Japan with limited liability on 10 January 2013 (registration number 3800-01-022352)
“Director(s)”	director(s)* (取締役) of the Company, who are designated as a Director* (取締役) or an external Director* (社外取締役) in accordance with the requirements under the Japan Companies Act, or an executive Director, a non-executive Director or an independent non-executive Director in accordance with the criteria under the Listing Rules
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 2-1-24, Hohaccho, Koriyama-shi, Fukushima, 963-8811, Japan on Wednesday, 18 December 2024 at 1:00 p.m. (Japan time)/12:00 noon (Hong Kong time)
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Japan Companies Act”	the Companies Act* (会社法) of Japan (Act No. 86 of 2005), as amended, supplemented or otherwise modified from time to time
“Latest Practicable Date”	21 November 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Securities and Futures Ordinance”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	common share(s)* (普通株式) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s), for the purpose of this circular, excludes the CCASS Beneficial Owners
“Share Register”	the share register* (株主名簿) of the Company maintained by the Hong Kong Share Registrar in Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	have the meaning ascribed to it under the Listing Rules

* for identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at 2-1-24, Hohaccho, Koriyama-shi, Fukushima, 963-8811, Japan on Wednesday, 18 December 2024 at 1:00 p.m. (Japan time)/12:00 noon (Hong Kong time) for the following purposes:

ORDINARY RESOLUTION

1. To appoint Ms. Reiko HACHISUKA as an independent non-executive Director of the Company.

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, 27 November 2024

* for identification purpose only

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr. Hisanori TANIGUCHI (*Chairman*)
Mr. Masataka WATANABE

Non-executive Director:

Mr. Hiroshi BANNAI

Independent Non-executive Directors:

Mr. Michio MINAKATA
Mr. Yoshihiro KOIZUMI
Mr. Kuraji KUTSUWATA
Mr. Akihito TANAKA

Headquarters in Japan and registered office:

1-1-39, Hohaccho
Koriyama-shi
Fukushima, Japan 963-8811

Principal place of business in Hong Kong:

Room 805B, 8th Floor
Tsim Sha Tsui Centre
66 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. ATTENDANCE IN PERSON

Shareholders who intend to attend the Extraordinary General Meeting in person must bring along an acceptable identification document such as passport, Hong Kong identity card or driver's license. Their signatures will also be verified against the specimen signatures kept by the Hong Kong Share Registrar.

Appointing a proxy

Every Shareholder who is entitled to attend and vote at the Extraordinary 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 at the Extraordinary General Meeting. A proxy or corporate representative needs not to be a Shareholder and there is no limitation or restriction over 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.

To be valid, the accompanying 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 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 Extraordinary General Meeting (i.e. before 1:00 p.m. (Japan time)/12:00 noon (Hong Kong time) on Monday, 16 December 2024). Completion and return of the form of proxy will not preclude a Shareholder from attending the Extraordinary General Meeting and voting in person if he/she so wishes.

Shareholders may also appoint the Chairman of the Extraordinary General Meeting as their proxy. To do so, follow the instructions printed on the accompanying form of proxy.

2. Where there are joint holders of any Share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Share Register in respect of such Share will alone be entitled to vote in respect thereof.
3. The resolution at the Extraordinary General Meeting will be decided by poll.
4. The right to attend and vote at the Extraordinary General Meeting will be granted to the Shareholders whose names appear on the Share Register at the close of business on Thursday, 12 December 2024. In order to be eligible to attend and vote at the Extraordinary General Meeting, all properly completed, duly stamped and executed transfer documents accompanied by the relevant share certificates should be lodged with the Hong Kong Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 5:30 p.m. (Japan time)/4:30 p.m. (Hong Kong time) on Thursday, 12 December 2024.
5. CCASS Beneficial Owners who hold pecuniary interests and voting rights in the Company with respect to the Shares deposited into CCASS and registered in the name of HKSCC Nominees are not recognised as Shareholders under the Japan Companies Act. HKSCC Nominees will exercise the entitled voting rights of the CCASS Beneficial Owners in accordance with the individual arrangements between HKSCC Nominees and the CCASS Beneficial Owners or their respective brokers and the operational rules of CCASS.
6. 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 and the Stock Exchange's website at www.hkexnews.hk and must be returned to the 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 Extraordinary 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 in by writing to the Hong Kong Share Registrar.

LETTER FROM 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.*

(Incorporated in Japan with limited liability)

(Stock Code: 1245)

Executive Directors:

Mr. Hisanori TANIGUCHI (*Chairman*)

Mr. Masataka WATANABE

Non-executive Director:

Mr. Hiroshi BANNAI

Independent Non-executive Directors:

Mr. Michio MINAKATA

Mr. Yoshihiro KOIZUMI

Mr. Kuraji KUTSUWATA

Mr. Akihito TANAKA

*Headquarters in Japan and
registered office:*

1-1-39, Hohaccho

Koriyama-shi

Fukushima, Japan 963-8811

*Principal place of business
in Hong Kong:*

Room 805B, 8th Floor

Tsim Sha Tsui Centre

66 Mody Road, Tsim Sha Tsui

Kowloon, Hong Kong

27 November 2024

To the Shareholders

Dear Sir or Madam,

EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to (i) provide you with information in respect of the resolution to be proposed at the Extraordinary General Meeting relating to the proposed appointment of an independent non-executive Director; and (ii) give you the notice of the Extraordinary General Meeting.

2. BUSINESS TO BE CONSIDERED AT THE EGM

The business to be considered at the EGM is described in more detail in the notice of the EGM as set out on pages 3 to 4 of this circular. The resolution to be proposed at the EGM and proposed to be passed as an ordinary resolution is to approve the appointment of Ms. Reiko HACHISUKA ("Ms. Hachisuka") to serve as an independent non-executive Director of the Company.

LETTER FROM THE BOARD

In order to enable you to have a better understanding of the resolution to be proposed at the EGM and to make an informed decision in the circumstance where sufficient and necessary information is available, we have provided the Shareholders with detailed information in this circular.

3. THE PROPOSED APPOINTMENT OF MS. REIKO HACHISUKA TO SERVE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

In accordance with the Nomination Policy of the Company, the Nomination Committee would assess candidates on criteria such as integrity, experience, skills and ability to commit time and efforts to carry out duties and responsibilities. After identifying individuals suitably qualified to become Directors, the recommendations would then be proposed to the Shareholders for decision.

As considered and approved by the Company at the meeting of Nomination Committee held on 18 September 2024, Ms. Hachisuka was proposed to be appointed as an independent non-executive Director, and a resolution in relation to the proposed appointment of Ms. Hachisuka as an independent non-executive Director will be submitted to the EGM for consideration and approval by the Shareholders. The aforementioned proposed appointment will be subject to approval by the Shareholders at the EGM by way of ordinary resolution.

Biographical details of Ms. Hachisuka are as follows:

Ms. Hachisuka, aged 72, commenced her floral business in Fukushima Prefecture at the age of 32, and has steadily managed it for many years since then. Her business acumen is highly regarded in the local community, and she has served as the Chairman of the Okuma Town Chamber of Commerce and Industry in Fukushima Prefecture since 2009, and as the Chairman of the Sosu District Chamber of Commerce and Industry Liaison Council and the Vice Chairman of the Fukushima Prefecture Chamber of Commerce and Industry Association since 2023. Ms. Hachisuka has been actively participating in public positions beyond Fukushima Prefecture, such as being invited as an external expert of the Specific Nuclear Facility Monitoring and Assessment Investigative Commission in 2015. Ms. Hachisuka graduated from Fukushima Prefectural Namie High School in March 1971.

The Board believes that Ms. Hachisuka's advice, gained from her knowledge as a business manager, her extensive network both inside and outside Fukushima Prefecture, and her deep understanding of the local community, will be extremely valuable in improving the quality of service to the Group, and strengthening cooperation with the local community.

Ms. Hachisuka has confirmed (i) her independence as regards the factors in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence. The Board is satisfied that, Ms. Hachisuka is of such character, integrity and experience commensurate with office of an

LETTER FROM THE BOARD

independent non-executive Director. The Board is not aware of any circumstance that might influence the independence of Ms. Hachisuka, and considers she fulfils the independence requirements under Rule 3.13 of the Listing Rules.

Save as disclosed in this circular, to the best of the knowledge of the Company, Ms. Hachisuka who stands for appointment (i) does not hold other positions in the Company or other members of the Group; (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and other major appointments and professional qualifications; (iii) does not have any relationship with any other Director, senior management of the Company, substantial Shareholder or controlling Shareholder; (iv) does not have and is not deemed to have any interest in the Company's securities within the meaning of Part XV of the Securities and Futures Ordinance; and (v) has no information to disclose pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

The Board is confident that the appointment of Ms. Hachisuka to the Board will greatly contribute to the diversity of the Board. By adding Ms. Hachisuka, who has a different industry perspective and leadership experience as a woman, the Board will be able to have more multifaceted and balanced discussions, which will lead to the strengthening of the Group's corporate governance and ultimately contribute to the development of the Group.

The appointment of Ms. Hachisuka as an independent non-executive Director will become effective after the resolution of her appointment is approved at the EGM. Under the Articles and the Japan Companies Act, a Director, upon election, will hold office until the close of the next annual general meeting of the Company. After her appointment becomes effective, the Company will enter into a director's letter of appointment with Ms. Hachisuka for a term commencing from the day when the aforementioned resolution is considered and approved at the EGM and expiring upon conclusion of the next annual general meeting of the Company.

4. VOTING BY POLL

The resolution set out in the notice of the Extraordinary General Meeting would be decided by poll in accordance with the Listing Rules and the Articles. The chairman of the Extraordinary General Meeting would explain the detailed procedures for conducting a poll at the commencement of the Extraordinary General Meeting.

The poll results will be published on the Company's website at www.ngch.co.jp and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the Extraordinary General Meeting.

LETTER FROM THE BOARD

5. EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting together with a form of proxy for use at the Extraordinary General Meeting are enclosed with this circular. Shareholders who are unable to attend the Extraordinary General Meeting in person should complete and return the accompanying form of proxy in accordance with the instructions printed thereon and set out on page 4 of this circular.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her Shares to a third party, either generally or on a case-by-case basis.

6. RECOMMENDATION

The Directors believe that the passing of the resolution to be proposed at the Extraordinary General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution set out in the notice of the Extraordinary General Meeting.

7. GENERAL INFORMATION

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

* for identification purpose only