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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**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

*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](http://www.ngch.co.jp) and the Stock Exchange's website at [www.hkexnews.hk](http://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.