

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 EXTRAORDINARY 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 extraordinary general meeting (the “Extraordinary General Meeting”) as my/our proxy to attend for me/us and on my/our behalf at the Extraordinary General Meeting 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), and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolution as set out in the notice of the Extraordinary 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 Extraordinary General Meeting in such manner as he/she thinks fit.

	Ordinary Resolution ^(Note 11)	For ^(Note 5)	Against ^(Note 5)	Abstained ^(Note 5)
1.	To appoint Ms. Reiko HACHISUKA as an independent non-executive director of the Company			

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 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.
- 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 AT THE EXTRAORDINARY GENERAL MEETING, THE CHAIRMAN OF THE EXTRAORDINARY 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, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK IN THE BOX 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 register 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 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.
- Any alternation made to this form of proxy must be initialed 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 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 by writing to the Hong Kong Share Registrar.
- Please refer to the accompanying circular for details of this resolution.

* for identification purpose only