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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 EXTRAORDINARY GENERAL MEETING
AND
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the circular (the “**Circular**”) 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**”), together with the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) sent to its Shareholders on 27 November 2024 in respect of, inter alia, the appointment of Ms. Reiko HACHISUKA (“**Ms. Hachisuka**”) as an independent non-executive Director. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolution as set out in the Notice was duly passed by the Shareholders as an ordinary resolution by way of poll at the EGM held on 18 December 2024.

As at the date of the EGM, the total number of issued Shares was 1,195,850,460 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM. There were no shares entitling the Shareholders to attend but abstain from voting in favour of resolution proposed at the EGM as set out in Rule 13.40 of the Listing Rules, and there were no Shareholders required to abstain from voting at the EGM pursuant to the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the EGM.

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

The following is poll results in respect of the resolution proposed at the EGM:

ORDINARY RESOLUTION		No. of Votes (%)		
		For	Against	Abstained
1.	To appoint Ms. Reiko HACHISUKA as an independent non-executive director of the Company	658,494,361 (100.0%)	55,813 (0.0%)	— (0.0%)

As more than 50% of votes were cast in favour of the resolution numbered 1, the above ordinary resolution was approved and passed by the Shareholders.

All Directors attended the EGM in person.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Hachisuka has been appointed as an independent non-executive Director, with effect from 18 December 2024 upon conclusion of the EGM.

The Company will enter into a director's letter of appointment with Ms. Hachisuka for a term commencing from the date of the EGM and expiring upon conclusion of the next annual general meeting of the Company. Under the letter of appointment, Ms. Hachisuka will receive monthly remuneration of ¥300,000 from the Company during her tenure as an independent non-executive Director, her emolument is determined by the Company's remuneration committee with reference to her duties, responsibilities, as well as the results of the Group.

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 as the time of her appointment.

The biographical detail of Ms. Hachisuka has been disclosed in the Circular. As at the date of this announcement, there has been no other change of such information.

Save as disclosed in this announcement and the Circular, the Board is not aware of any other matter in relation to the appointment of Ms. Hachisuka as an independent non-executive Director which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

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, 18 December 2024

As at the date of this announcement, the executive Directors are Hisanori TANIGUCHI and Masataka WATANABE; the non-executive Director is Hiroshi BANNAL; and the independent non-executive Directors are Michio MINAKATA, Yoshihiro KOIZUMI, Kuraji KUTSUWATA and Akihito TANAKA.

** for identification purpose only*