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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)

DISCLOSEABLE TRANSACTION
ACQUISITION OF LAND, BUILDINGS AND ASSETS IN MIYAGINO, JAPAN

AND

MAJOR TRANSACTION
DISPOSAL OF LAND, BUILDINGS AND ASSETS IN MIYAGINO, JAPAN

THE ACQUISITION

The Board is pleased to announce that, on 29 August 2025 (after trading hours), NBI (a wholly-owned subsidiary of the Company) entered into the First Purchase and Sale Agreement with the Sellers (two Independent Third Parties) for the acquisition of the Land and Buildings located at Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan, together with the Assets, at a total consideration of JPY901 million (equivalent to approximately HK$47.8 million). Completion is expected to take place on 2 October 2025.

THE DISPOSAL

On 29 August 2025 (after trading hours), NBI entered into the Second Purchase and Sale Agreement with the Purchaser (an Independent Third Party) for the disposal of the Land and Buildings located at Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan, together with the Assets, at a total consideration of JPY1,166 million (equivalent to approximately HK$61.8 million). Completion is expected to take place on 2 October 2025.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition contemplated under the First Purchase and Sale Agreement are greater than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

* *for identification purposes only*

As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal contemplated under the Second Purchase and Sale Agreement is more than 25% but less than 75%, the Disposal constitutes a major transaction of the Company and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders or any of their respective associates has a material interest in the Disposal, thus no Shareholders is required to abstain from voting for the resolution if the Company were to convene an extraordinary general meeting to approve the Disposal. The Taniguchi Consortium, the controlling shareholder group of the Company, which is interested in 822,360,460 Shares, representing approximately 68.8% of issued Shares as at the date of this announcement, has approved the Disposal by a written Shareholders' approval pursuant to Rule 14.44 of the Listing Rules in lieu of a resolution to be passed at a general meeting of the Company.

Pursuant to Rule 14.41(a) of the Listing Rules, the Company is required to despatch a circular containing, amongst other things, details of the Disposal, to the Shareholders within 15 business days after the publication of this announcement. The circular is expected to be sent to the Shareholders on or before 19 September 2025.

THE ACQUISITION

On 29 August 2025, NBI (a wholly-owned subsidiary of the Company) entered into the First Purchase and Sale Agreement with the Sellers (two Independent Third Parties) for the acquisition of the Land and Buildings located at Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan, together with the Assets, at a total consideration of JPY901 million (equivalent to approximately HK$47.8 million). Completion is expected to take place on 2 October 2025.

PRINCIPAL TERMS OF THE FIRST PURCHASE AND SALE AGREEMENT

The principal terms of the First Purchase and Sale Agreement are as follows:

Date:	29 August 2025
Parties:	(1) Seller A (as seller of the Assets) (2) Seller B (as seller of the Land and Buildings) (3) NBI (as purchaser)
Subject matter:	NBI shall acquire from the Seller A the Assets, consisting of the facilities attached to the Buildings, structure, tools, fixtures and supplies (excluding vehicles). NBI shall acquire from the Seller B (i) the Land, comprising of 4 individual lots of land with a total area of approximately 6,691.00 sq. m. located in Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan; and (ii) the Buildings constructed on the Land (being resort hotel), comprising 3 buildings and 2 annexed structures with a total floor area of approximately 1,959.81 sq. m..
Completion Date:	2 October 2025
Consideration for the Assets:	The total consideration payable to the Seller A for the acquisition of the Assets is JPY11 million (equivalent to approximately HK$0.6 million), which comprises the purchase price of the Assets and the amount of consumption tax.
Consideration for the Land and Buildings:	The total consideration payable to the Seller B for the acquisition of the Land and Buildings is JPY890 million (equivalent to approximately HK$47.2 million), which comprises the purchase price of the Land, the purchase price of the Buildings, and the amount of consumption tax and local consumption tax. The total consideration payable to the Sellers is JPY901 million (equivalent to approximately HK$47.8 million).

Payment terms:	The full amount of the total consideration shall be paid by NBI to the Sellers on the Completion Date by way of bank transfer.
Completion:	The ownership of the Land, Buildings and Assets shall be transferred to NBI at the time of payment of the full purchase price by NBI on the Completion Date under the First Purchase and Sale Agreement, and the Sellers shall simultaneously handover the Land, Buildings and Assets to NBI.

The consideration for the Acquisition was determined after arm's length negotiations between NBI and the Sellers by reference to prevailing local market conditions, the location and the investment potential of the Land and Buildings, with reference to the appraised market value of the Land and Buildings as advised by an independent valuer. The Directors (including the independent non-executive Directors) are of the view that the consideration for the Acquisition is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE LAND, BUILDINGS AND ASSETS

The Land comprises 4 individual lots of land located in Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan. The total area of the Land is approximately 6,691.00 sq. m..

The Buildings constructed on the Land comprise 3 buildings and 2 annexed structures with a total floor area of approximately 1,959.81 sq. m.. The Buildings were constructed as a resort hotel, which is currently operating under the name "Hakone Elecasa Hotel & Spa".

The Seller B is the current registered owner of the Buildings and Land.

The appraised market value of the Land and Buildings as advised by an independent valuer is JPY1,140 million (as at 1 August 2025).

The Assets comprise the facilities attached to the Buildings, structure, tools, fixtures and supplies (excluding vehicles).

THE DISPOSAL

On 29 August 2025, NBI entered into the Second Purchase and Sale Agreement with the Purchaser (an Independent Third Party) for the disposal of the Land and Buildings located at Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan, together with the Assets, at a total consideration of JPY1,166 million (equivalent to approximately HK$61.8 million). Completion is expected to take place on 2 October 2025.

PRINCIPAL TERMS OF THE SECOND PURCHASE AND SALE AGREEMENT

The principal terms of the Second Purchase and Sale Agreement are as follows:

Date:	29 August 2025
Parties:	(1) NBI (as seller of the Land, Building and Assets) (2) Purchaser (as purchaser)
Subject matter:	The Purchaser shall acquire from NBI the Land, Building and Assets.
Completion Date:	2 October 2025
Consideration for the Land, Buildings and Assets:	The total consideration payable by the Purchaser to NBI for the acquisition of the Land, Building and Assets is JPY1,166 million (equivalent to approximately HK$61.8 million), which comprises the purchase price of the Land, Building and Assets and the amount of consumption tax.
Payment terms:	The full amount of the total consideration shall be paid by the Purchaser to NBI on the Completion Date by way of bank transfer.
Completion:	The ownership of the Land, Buildings and Assets shall be transferred to the Purchaser at the time of payment of the full purchase price by the Purchaser on the Completion Date under the Second Purchase and Sale Agreement, and NBI shall simultaneously handover the Land, Buildings and Assets to the Purchaser.

Pursuant to the Second Purchase and Sale Agreement, if NBI is unable to acquire ownership of the Land and Buildings on the Completion Date due to reasons not attributable to NBI, NBI and the Purchaser shall be entitled to terminate the Second Purchase and Sale Agreement unconditionally and neither NBI or the Purchaser shall be entitled to make any claims against the other party, including claims for damages.

The consideration for the Disposal was determined after arm's length negotiations between NBI and the Purchaser by reference to prevailing local market conditions, the location and the investment potential of the Land and Buildings, with reference to the appraised market value of the Land and Buildings as advised by an independent valuer. The Directors (including the independent non-executive Directors) are of the view that the consideration for the Disposal is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE GROUP AND THE PARTIES

The Group is principally engaged in pachinko and pachislot hall operations, hotel and restaurant operations in Japan, and amusement arcade operations in Southeast Asian countries.

NBI is a direct wholly-owned subsidiary of the Company. NBI is principally engaged in property investment, management and consultation.

The Purchaser is a company incorporated in Japan with limited liability whose ultimate beneficial owner is Hisato YASUNAGA. The Purchaser is principally engaged in land and building development.

Seller A is a company incorporated in Japan with limited liability whose ultimate beneficial owner is Yoshio SATO. The Seller A is principally engaged in property and security management.

Seller B is a company incorporated in Japan with limited liability whose ultimate beneficial owner is Yoshio SATO. The Seller B is principally engaged in hotel operations.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser, the Sellers and their ultimate beneficial owner(s) are Independent Third Parties of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE ACQUISITION AND DISPOSAL

From time to time, the Group explores strategic investment opportunities within its extensive hospitality industry network to maximise Shareholders' value. The Group will acquire the Land, Buildings and Assets at JPY901 million on 2 October 2025 and subsequently dispose of the same at JPY1,166 million on the same day. The appraised market value of the Land and Buildings as advised by an independent valuer is JPY1,140 million (as at 1 August 2025). The Board considers the acquisition and immediate disposal a prudent and strategic investment, enabling the Group to capitalise on favorable market conditions and realise an immediate financial gain. This transaction aligns with the Group's strategy to leverage its industry expertise and market insights to generate value for Shareholders.

The Group intends to use the net proceeds from the Disposal as general working capital or for future investment should such opportunities arise.

Taking into account the above factors, the Directors (including the independent non-executive Directors) consider that the terms of the Acquisition and Disposal are fair and reasonable and in the interests of the Shareholders and the Company as a whole.

None of the Directors has any material interests in the Acquisition and Disposal and therefore, none of them has abstained from voting on the Board resolution(s) approving the First Purchase and Sale Agreement, the Second Purchase and Sale Agreement and the transactions contemplated thereunder.

The consideration and other expenses for the Acquisition will be funded by internal resources of the Group.

FINANCIAL EFFECT OF THE DISPOSAL

Subject to the final audit, it is expected that the Group will record an unaudited gain on the Disposal of approximately JPY164 million. Such unaudited gain is estimated after taking into account the consideration of JPY1,166 million, the acquisition cost of JPY901 million and other related expenses.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition contemplated under the First Purchase and Sale Agreement are greater than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal contemplated under the Second Purchase and Sale Agreement is more than 25% but less than 75%, the Disposal constitutes a major transaction of the Company and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders or any of their respective associates has a material interest in the Disposal, thus no Shareholders is required to abstain from voting for the resolution if the Company were to convene an extraordinary general meeting to approve the Disposal. The Taniguchi Consortium, the controlling shareholder group of the Company, which is interested in 822,360,460 Shares, representing approximately 68.8% of issued Shares as at the date of this announcement, has approved the Disposal by a written Shareholders' approval pursuant to Rule 14.44 of the Listing Rules in lieu of a resolution to be passed at a general meeting of the Company.

Pursuant to Rule 14.41(a) of the Listing Rules, the Company is required to despatch a circular containing, amongst other things, details of the Disposal, to the Shareholders within 15 business days after the publication of this announcement. The circular is expected to be sent to the Shareholders on or before 19 September 2025.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Acquisition"	the acquisition of the Land, Buildings and Assets by NBI from the Sellers pursuant to the First Purchase and Sale Agreement
"Assets"	the facilities attached to the Buildings, structure, tools, fixtures and supplies (excluding vehicles)
"associate(s)"	shall have the meaning as ascribed to it under the Listing Rules
"Board"	the board of Directors

"Buildings"	the 5 buildings erected on the Land, comprising two single-storey buildings, one 4-storey building and two annexed structures with a total floor area of approximately 1,959.81 sq. m.
"Company"	NIRAKU GC HOLDINGS, INC.* (株式会社ニラク▪ジー▪シー▪ホールディングス), which is a stock company* (株式会社) incorporated in Japan with limited liability, the shares of which are listed on the main board of the Stock Exchange
"Completion Date"	2 October 2025, being (i) the date on which the transfer of ownership of the Land, Buildings and Assets from the Sellers to NBI shall take place in accordance with the First Purchase and Sale Agreement; and (ii) the date on which the transfer of ownership of the Land, Buildings and Assets from NBI to the Purchaser shall take place in accordance with the Second Purchase and Sale Agreement
"connected person(s)"	shall have the meaning as ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Land, Buildings and Assets by NBI to the Purchaser pursuant to the Second Purchase and Sale Agreement
"First Purchase and Sale Agreement"	the purchase and sale agreement entered into between the Sellers and NBI on 29 August 2025 in respect of the acquisition of the Land, Buildings and Assets from the Sellers by NBI
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) who is/are independent of the Company and its connected persons

"JPY" or "¥"	Japanese Yen, the lawful currency of Japan
"Land"	lot nos. 1362-16, 1362-32, 1362-36 and 1362-37 located in Aza Hegi-ishi, Miyagino, Hakone-cho, Ashigarashimo-gun, Kanagawa Prefecture, Japan with a total area of approximately 6,691.00 sq. m.
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"NBI"	NBI Holdings Co., Ltd.* (株式会社NBIホールディングス), a limited liability company incorporated in Japan and a direct wholly-owned subsidiary of the Company
"Purchaser"	Jyukyo Co., Ltd.* (株式会社住協), a company incorporated in Japan with limited liability whose ultimate beneficial owner is Hisato YASUNAGA
"Second Purchase and Sale Agreement"	the purchase and sale agreement entered into between the Purchaser and NBI on 29 August 2025 in respect of the disposal of the Land, Buildings and Assets by NBI to the Purchaser
"Seller A"	Bisoh Fujimoto Co., Ltd.* (株式会社美装フジモト), a company incorporated in Japan with limited liability whose ultimate beneficial owner is Yoshio SATO
"Seller B"	Hakone Elecasa Co., Ltd.* (株式会社箱根エレカーサ), a company incorporated in Japan with limited liability and a wholly-owned subsidiary of the Seller A, whose ultimate beneficial owner is Yoshio SATO
"Sellers"	collectively, Seller A and Seller B
"Share(s)"	common share(s)* (普通株式) in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"sq. m."	square meter
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs

"Taniguchi Consortium"	Hisanori TANIGUCHI and a group of (1) natural persons, namely Masataka TANIGUCHI (谷口晶貴) (brother of Hisanori TANIGUCHI who holds 11,442,500 Shares), Yoshihiro TANIGUCHI (谷口佳浩) (brother of Hisanori TANIGUCHI who holds 33,580,000 Shares), Noriko KANESHIRO (金城徳子) (sister of Hisanori TANIGUCHI who holds 11,500,000 Shares), Mitsuhiro TEI (鄭允碩) (nephew of Hisanori TANIGUCHI who holds 25,000,000 Shares), Motohiro TEI (鄭元碩) (nephew of Hisanori TANIGUCHI who holds 25,000,000 Shares), Eijun TEI (鄭盈順) (niece of Hisanori TANIGUCHI who holds 25,000,000 Shares), Rika TEI (鄭理香) (niece of Hisanori TANIGUCHI who holds 25,000,000 Shares), Tatsunari TANIGUCHI (谷口辰成) (nephew of Hisanori TANIGUCHI who holds 44,792,500 Shares), Toshinari TANIGUCHI (谷口才成) (nephew of Hisanori TANIGUCHI who holds 44,792,500 Shares), Cheolsoeng JEONG (鄭喆成) (nephew of Hisanori TANIGUCHI who holds 44,792,500 Shares), Kiyokazu TANIGUCHI (谷口清和) (nephew of Hisanori TANIGUCHI who holds 13,800,000 Shares), Yoshika TEI (鄭淑佳) (nephew of Hisanori TANIGUCHI who holds 13,800,000 Shares) and Kousei TEI (鄭光誠) (nephew of Hisanori TANIGUCHI who holds 13,800,000 Shares); (2) corporate entities, namely JUKKI Limited* (有限会社十起) (a company which holds 181,470,000 Shares and is owned as to 22.1% by Kiyokazu TANIGUCHI (谷口清和), Yoshika TEI (鄭淑佳) and Kousei TEI (鄭光誠)), DENSHO Co., Ltd.* (株式会社伝承) (a company which holds 226,020,460 Shares and is owned as to 27.5% by Reika TANIGUCHI (谷口玲華), Hidenori TANIGUCHI (谷口秀憲), Yuryon TANIGUCHI (谷口有鈴), Hirohide TANIGUCHI (谷口博秀) and Yuri TANIGUCHI (谷口裕里)), Echo Limited* (有限会社エコー) (a company which holds 11,500,000 Shares and is owned as to 1.4% by Mitsuhiro TEI (鄭允碩), Motohiro TEI (鄭元碩), Eijun TEI (鄭盈順) and Rika TEI (鄭理香)), Daiki Limited* (有限会社大喜) (a company which holds 11,500,000 Shares and is owned as to 1.4% by Akinori TEI (鄭敬憲) and Masahide TEI (鄭將英)) and Hokuyo Kanko Limited* (有限会社北陽観光) (a company which holds 6,210,000 Shares and is owned as to 0.8% by Rika TEI (鄭理香), Tatsunari TANIGUCHI (谷口辰成), Toshinari TANIGUCHI (谷口才成) and Cheolsoeng JEONG (鄭喆成); and (3) SMBC Trust Bank Ltd.* (株式会社SMBC信託銀行) (holds 53,360,000 Shares and act as the trustee and assignee* (受託者) of YT Family Trust). Each member of the Taniguchi Consortium is an associate (as defined under the Listing Rules) of, and a person acting in concert (as defined under the Takeovers Code) with, Hisanori TANIGUCHI and is a controlling Shareholder under the Listing Rules

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"YT Family Trust"	the family trust established on 22 October 2014 pursuant to a trust agreement entered into between SMBC Trust Bank Ltd.* (株式会社SMBC信託銀行) (as the trustee and assignee* (受託者)) and each of the beneficiaries (Akinori TANIGUCHI (谷口晃紀) and Masahide TANIGUCHI (谷口昌英), as the assignors and beneficiaries* (委託者兼受益者)) who had entered into a separate agreement with Yoshihiro TANIGUCHI (谷口佳浩) to appoint him as the protector and person having the right to exercise voting rights* (議決権行使指図権者) of the YT Family Trust
"%"	per cent

(*) The English titles marked with "" are unofficial English translations of the Japanese titles of natural persons, legal persons, governmental authorities, institutions, laws, rules, regulations and other entities for which no official English translation exists. These titles are for identification purpose only.*

In this announcement, certain amounts denominated in ¥ are translated into HK$ at the exchange rate shown below, but such conversions shall not be construed as representations that amounts in ¥ were or may have been converted into HK$ at such rate or any other exchange rates or at all: ¥1 = HK$0.053.

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, 29 August 2025

As at the date of this announcement, the executive Directors are Hisanori TANIGUCHI and Masataka WATANABE; the non-executive Directors are Hiroshi BANNAI and Hidenori MOROTA; and the independent non-executive Directors are Michio MINAKATA, Yoshihiro KOIZUMI, Kuraji KUTSUWATA, Akihito TANAKA and Reiko HACHISUKA.