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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 PACHINKO HALLS

THE ACQUISITION

The Board is pleased to announce that, on 30 September 2025 (after trading hours), Niraku (a wholly-owned subsidiary of the Company) entered into the Agreement with GAIA (an Independent Third Party), pursuant to which GAIA, as the splitting company, agreed to transfer the Target Business to Niraku, as the successor company, through the Absorption-type Company Split at the Consideration.

Upon completion of the Company Split, the Target Business will become wholly-owned by the Company and will be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition contemplated under the 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.

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* *For identification purposes only*

PRINCIPAL TERMS OF THE AGREEMENT

The principal terms of the Agreement are as follows:

Date: 30 September 2025

Parties: (1) Niraku, as the successor company

(2) GAIA, as the splitting company

Subject matter: The Agreement provides for the transfer of the Target Business from GAIA to Niraku by way of the Company Split.

Consideration: The Consideration for the Acquisition is the sum of:

(a) JPY350.0 million (equivalent to approximately HK$18.6 million); and

(b) approximately JPY170.0 million (equivalent to approximately HK$9.0 million) for the Game Machines at market value.

The Consideration was determined by the parties after arm's length negotiations with reference to the net asset value of the Target Business and the market value of the Game Machines, calculated at the average listing price on a publicly accessible website ten days prior to the Effective Date.

Therefore, the Directors (including the independent non-executive Directors) are of the view that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment terms: The full amount of the Consideration is payable by Niraku to GAIA on the Effective Date.

Completion: Completion of the Acquisition will occur on the Effective Date.

The Target Business

The Target Business consists of the business of two pachinko hall operations in Tochigi Prefecture, Japan. As of the date of this announcement, the Target Business is wholly-owned by GAIA.

Based on the management accounts prepared in accordance with JGAAP by GAIA, the net asset value of the Target Business as at 30 April 2025 was approximately JPY442.0 million. The financial results of the Target Business for the two years immediately preceding the date of the Agreement are as follows:

	For the year ended	
	31 March 2024	**31 March 2025**
	JPY million	***JPY million***
Revenue	2,053	**2,246**
Loss before tax	(31)	**(6)**
Net loss after tax	(33)	**(11)**

After completion of the Company Split, the Target Business will become wholly-owned by the Company and will be consolidated into the financial statements of the Group.

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.

Niraku is a direct wholly-owned subsidiary of the Company. Niraku is principally engaged in pachinko and pachislot hall operations.

GAIA is a company incorporated in Japan with limited liability whose ultimate beneficial owner is Kei SAITO. GAIA is principally engaged in pachinko and pachislot hall operations.

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

REASONS FOR AND BENEFITS OF THE ACQUISITION

The operation of pachinko halls forms a cornerstone of the Group's business strategy. Leveraging the ongoing recovery of Japan's economy, the Group recognizes the strong performance of smart gaming machines in the market as a pivotal opportunity for growth and has actively pursued capital investments to capitalize on this trend. To enhance future corporate performance, the Group is strategically expanding by developing new hall openings in high-potential markets with significant demand. As part of its long-term business plan, the Group periodically invests in new hall developments and acquires existing pachinko halls to secure a consistent revenue stream from gaming operations. Given GAIA's established reputation as one of the leading owners and operators of pachinko halls, the Group believes that acquiring the Target Business will significantly expand its market presence and enhance its performance in the pachinko hall sector.

The consideration and other expenses for the Acquisition will be funded by internal resources of the Group. The Directors consider that the Acquisition will not have any material adverse effect on the Group's liquidity position.

Taking into account the above factors, the Directors (including the independent non-executive Directors) consider that the terms of the Acquisition 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 therefore, none of them has abstained from voting on the Board resolution(s) approving the Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition contemplated under the 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.

DEFINITIONS

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

"Absorption-type Company Split" or "Company Split"	the action of causing another company to succeed to all or part of the rights and obligations that a company holds in connection with its business undertakings, as set out in the Companies Act
"Acquisition"	the acquisition of the Target Business by Niraku pursuant to the Agreement
"Agreement"	the absorption-type company split agreement entered into between GAIA, as the splitting company, and Niraku, as the successor company on 30 September 2025
"Board"	the board of Directors
"Companies Act"	the Companies Act of Japan (Act No. 86 of 2005, as amended)
"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
"connected person(s)"	shall have the meaning as ascribed to it under the Listing Rules
"Consideration"	the sum of JPY350.0 million (equivalent to approximately HK$18.6 million) plus the amount of approximately JPY170.0 million (equivalent to approximately HK$9.0 million) for the Game Machines at market value
"Director(s)"	the director(s) of the Company
"Effective Date"	1 December 2025
"GAIA"	GAIA Co., Ltd., a company incorporated in Japan with limited liability whose ultimate beneficial owner is Kei SAITO

"Game Machines"	a set of game machines owned by GAIA
"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
"JGAAP"	Japanese Generally Accepted Accounting Principles
"JPY" or "¥"	Japanese Yen, the lawful currency of Japan
"Lease(s)"	the two lease agreements in respect of the lands the Target Business operates on, entered into between GAIA and Independent Third Party landlords
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Niraku"	Niraku Corporation* (株式会社ニラク), a direct wholly-owned subsidiary of the Company
"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
'Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Business"	the business of operating two pachinko halls being carried out by GAIA in Tochigi Prefecture, Japan

"%"	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, 30 September 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.