Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at 2–1–24, Hohaccho, Koriyama-shi, Fukushima, 963–8811, Japan on Monday, 29 June 2026 at 10:00 a.m. (Japan time)/9:00 a.m. (Hong Kong time) for the following purposes:

- To report on the business report* (事業報告) and audited financial report (prepared in accordance with JGAAP) of the Company for the year ended 31 March 2026.
- To report on the non-consolidated financial statements (prepared in accordance with JGAAP) of the Company for the year ended 31 March 2026.
- To report on the audited financial statements (prepared in accordance with IFRS) of the Company and the reports of the Directors and the auditor for the year ended 31 March 2026.
- To consider, and if thought fit, pass the following resolutions as ordinary resolutions, with or without amendments:

ORDINARY RESOLUTIONS

1. To re-elect Mr. Hisanori TANIGUCHI as an Executive Director.
2. To re-elect Mr. Masataka WATANABE as an Executive Director.
3. To re-elect Mr. Hiroshi BANNAI as a Non-executive Director.
4. To re-elect Mr. Hidenori MOROTA as a Non-executive Director.
5. To re-elect Mr. Michio MINAKATA as an Independent Non-executive Director/ external Director* (社外取締役).
6. To re-elect Mr. Yoshihiro KOIZUMI as an Independent Non-executive Director/ external Director* (社外取締役).

7. To re-elect Mr. Kuraji KUTSUWATA as an Independent Non-executive Director/ external Director* (社外取締役).

8. To re-elect Mr. Akihito TANAKA as an Independent Non-executive Director/external Director* (社外取締役).

9. To re-elect Ms. Reiko HACHISUKA as an Independent Non-executive Director/ external Director* (社外取締役).

10. To re-appoint PricewaterhouseCoopers Japan LLC as the accounting auditor of the Company pursuant to the Japan Companies Act.

11. To re-appoint PricewaterhouseCoopers as the auditor of the Company pursuant to the Listing Rules.

12A. THAT:

(a) subject to paragraph (c) below and the requirements under the Articles, the Listing Rules and all applicable laws and regulations in Hong Kong and Japan, the Issuing Mandate, which is a general unconditional mandate be and is hereby given to the Board during the Relevant Period to exercise all the powers of the Company to allot, issue and deal with any Shares, including any sale or transfer of Shares out of treasury that are held as treasury Shares, which would or might require the exercise of such power;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers or agreements which would or might require the Shares to be allotted and issued during the Relevant Period;

(c) the aggregate number of the Shares allotted or issued or agreed conditionally or unconditionally to be allotted and issued by the Board pursuant to the approval in paragraph (a) above, other than pursuant to (i) a Rights Issue; or (ii) any specific authority granted by the Shareholders in general meeting(s), shall not exceed 20 percent of the total number of Shares issued by the Company (excluding treasury Shares, if any) as at the date of passing of this resolution; and

(d) the allottees under the Issuing Mandate shall pay a minimal per Share subscription price of no less than 90% of the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange prior to the issue and allotments of Shares thereunder.

12B. THAT:

(a) subject to paragraph (b) below, the Repurchase Mandate, which is a general unconditional mandate be and is hereby given to the Board authorising it to exercise during the Relevant Period all powers for and on behalf of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and is recognised by the SFC or the Stock Exchange for this purpose, subject to and in accordance with the Articles, all applicable laws and regulations in Hong Kong and Japan, and the requirements of the Listing Rules and any other stock exchange on which the securities of the Company may be listed, as amended from time to time, be and is hereby unconditionally approved; and

(b) the aggregate number of the Shares that could be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the total number of Shares issued by the Company (excluding treasury Shares, if any) as at the date of passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly.

12C. THAT:

conditional upon Resolutions 12A and 12B above being passed, during the Relevant Period the general mandate granted to the Board for the time being in force to exercise the powers of the Company to allot, issue and deal in any unissued Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares) pursuant to Resolution 12A above be and is hereby extended by the addition of the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution 12B above to the aggregate number of the Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board under such general mandate.

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, 4 June 2026

* *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 Directors:	Mr. Hiroshi BANNAI Mr. Hidenori MOROTA
Independent Non-executive Directors:	Mr. Michio MINAKATA Mr. Yoshihiro KOIZUMI Mr. Kuraji KUTSUWATA Mr. Akihito TANAKA Ms. Reiko HACHISUKA
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 Annual 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 Annual 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 Annual 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 Annual General Meeting (i.e. before 10:00 a.m. (Japan time)/9:00 a.m. (Hong Kong time) on Saturday, 27 June 2026). Completion and return of the form of proxy will not preclude a Shareholder from attending the Annual General Meeting and voting in person if he/she so wishes.

Shareholders may also appoint the chairman of the Annual 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 Annual General Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual 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. All resolutions at the Annual General Meeting will be decided by poll.

4. The right to attend and vote at the Annual General Meeting will be granted to the Shareholders whose names appear on the Share Register at the close of business on Tuesday, 23 June 2026. In order to be eligible to attend and vote at the Annual 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 Tuesday, 23 June 2026.

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 and the Stock Exchange's website at www.hkexnews.com 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 Annual 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.