

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, 24 March 2015 (the “**Prospectus**”) issued by NIRAKU GC HOLDINGS, INC.\* (株式会社ニラク・ジー・シー・ホールディングス) (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Company, the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Shenyin Wanguo Capital (H.K.) Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view of supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on Sunday, 26 April 2015, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to do this. Such stabilisation, if commenced, will be conducted at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on Sunday, 26 April 2015, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

No such stabilising action can be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Sunday, 26 April 2015, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, and demand for the Shares, and therefore the trading price of the Shares, could fall.

\* For identification purpose only



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)*

**GLOBAL OFFERING**

- Number of Offer Shares** : 300,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 30,000,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 270,000,000 Shares (subject to adjustment and the Over-allotment Option)
- Maximum Offer Price** : HK\$1.28 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund and plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
- Nominal value** : Nil
- Stock code** : 1245

Sole Sponsor



Shenyin Wanguo Capital (H.K.) Limited

Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager



Shenyin Wanguo Capital (H.K.) Limited

\* For identification purpose only

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to the Global Offering and the exercise of the Over-allotment Option). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 8 April 2015. If the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website ([www.ngch.co.jp](http://www.ngch.co.jp)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

The Global Offering comprises the: (1) Hong Kong Public Offering of 30,000,000 Offer Shares (subject to adjustment); and (2) International Offering of 270,000,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant an Over-allotment Option to the Sole Global Coordinator (on behalf of the International Underwriter) exercisable at the sole discretion of the Sole Global Coordinator (on behalf of the International Underwriter), pursuant to which the Company will be required to allot and issue up to 45,000,000 additional Shares, representing 15% of the number of the Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Offering, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.28 per Offer Share and is currently expected to be not less than HK\$1.10 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.28 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.28 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either: (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for

credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either: (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, 24 March 2015, until 12:00 noon on Friday, 27 March 2015 from:

1. the office of the **Hong Kong Underwriter**, namely **Shenyin Wanguo Capital (H.K.) Limited** at Level 19, 28 Hennessy Road, Hong Kong; and
2. any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

	<b>Branch name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road Branch	Standard Chartered Bank Building 4-4A Des Voeux Road Central Central
	North Point Centre Branch	Shop G, G/F, North Point Centre 284 King's Road North Point
<b>Kowloon</b>	Kwun Tong Hoi Yuen Road	G/F, Fook Cheong Building No. 63 Hoi Yuen Road Kwun Tong Kowloon
	Mongkok Branch	Shop B, G/F, 1/F & 2/F 617-623 Nathan Road Mongkok
<b>New Territories</b>	Tai Po Branch	G/F Shop No. 2 23 - 25 Kwong Fuk Road Tai Po Market, Tai Po
	Shatin Plaza Branch	Shop No. 8 Shatin Plaza 21-27 Shatin Centre Street Shatin New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, 24 March 2015 until 12:00 noon on Friday, 27 March 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Horsford Nominees Limited – Niraku Public Offer" for the payment, attached and marked should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified on the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, unless on the last application day) from 9:00 a.m. on Tuesday, 24 March 2015 until 11:30 a.m. on Friday, 27 March 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Tuesday, 24 March 2015 until 12:00 noon on Friday, 27 March 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, 2 April 2015: (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Journal (in Chinese); (iii) on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)); and (iv) on the Company's website ([www.ngch.co.jp](http://www.ngch.co.jp)). The results of allocations and the Hong Kong identity card/ passport/ Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, 2 April 2015 as described in the section "How to Apply for Hong Kong Offer Shares – 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Wednesday, 8 April 2015 provided that the Global Offering has become unconditional and the right of termination described in the section "Underwriting" in the Prospectus has not been exercised. No receipt will be issued for sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 8 April 2015. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1245.

Potential investors should note that under Japan law, the Shares are "*bearer shares*" in nature. Ownership of the Shares can be transferred simply by the delivery of share certificates, with or without the transferor and the transferee having signed any document evidencing such transfer. This creates inherent risks for Shareholders and potential investors

who choose to hold our Shares by physical possession of share certificates. **To avoid these risks, which are very significant in the opinion of the Directors, potential investors are strongly recommended to hold their investments in the Company through CCASS by: (i) completing the YELLOW Application Forms; or (ii) giving electronic application instructions to HKSCC.** Please refer to the section “Key Japan Legal and Regulatory Matters - A. Bearer Shares” in the Prospectus for details.

Further, due to certain Japan legal and regulatory provisions, **CCASS Beneficial Owners are subject to certain disadvantages** as set out in detail in the section “Key Japan Legal and Regulatory Matters - A. Bearer Shares - Recommended Measures for our Shareholders and Potential Investors” in the Prospectus. For example, CCASS Beneficial Owners are subject to a higher withholding tax rate, and they may not inspect the Company’s Share Register unless allowed to do so under the Personal Information Protection Act. Despite these disadvantages, given the risks associated with the “bearer” Shares (which are very significant in the opinion of our Directors), it is the Board’s strong recommendation that potential investors should hold their investments in the Company through CCASS.

On behalf of the Board of Directors  
**NIRAKU GC HOLDINGS, INC.\***  
(株式会社ニラク・ジー・シー・ホールディングス)  
**Mr. Hisanori TANIGUCHI (谷口久徳)**  
**(also known as Mr. JEONG Seonggi)**  
*Chairman of the Board, Executive Director  
and Chief Executive Officer*

Hong Kong, 24 March 2015

*As at the date of this announcement, the Board of Directors of the Company comprises: (1) Mr. Hisanori TANIGUCHI (谷口久徳) (also known as Mr. JEONG Seonggi) as the Chairman and the Executive Director; and (2) Mr. Hiroaki MORITA (森田弘昭), Mr. Norio NAKAYAMA (中山宣男), Mr. Masaharu TOGO (東郷正春) and Mr. Hiroaki KUMAMOTO (熊本浩明) as the Independent Non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Journal (in Chinese).*

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