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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 JUNE 2016,
APPOINTMENTS OF NON-EXECUTIVE DIRECTOR
AND
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND CHANGES OF THE COMPOSITION OF BOARD COMMITTEES**

At the annual general meeting (the “**AGM**”) 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**”) held on 29 June 2016, voting on all the proposed resolutions as set out in the notice of the AGM dated 30 May 2016 was taken by poll.

I. POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of issued shares of the Company was 1,195,850,460 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no shares entitling the shareholders of the Company (the “**Shareholders**”) to attend but abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and there were no Shareholders required to abstain from voting at the AGM pursuant to the Listing Rules. None of the Shareholders have stated their intention in the circular of the Company dated 30 May 2016 (the “**Circular**”) to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

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

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To re-elect Mr. Hisanori TANIGUCHI (also known as Mr. JEONG Seonggi) as executive director of the Company	808,063,460 (99.97%)	266,000 (0.03%)
2.	To re-elect Mr. Hiroaki MORITA as independent non-executive director/ external director* (社外取締役) of the Company	808,063,460 (99.97%)	266,000 (0.03%)
3.	To re-elect Mr. Norio NAKAYAMA as independent non-executive director/ external director* (社外取締役) of the Company	808,271,460 (99.99%)	58,000 (0.01%)
4.	To re-elect Mr. Masaharu TOGO as independent non-executive director/ external director* (社外取締役) of the Company	808,271,460 (99.99%)	58,000 (0.01%)
5.	To re-elect Mr. Hiroaki KUMAMOTO as independent non-executive director/ external director* (社外取締役) of the Company	808,271,460 (99.99%)	58,000 (0.01%)
6.	To elect Mr. Hiroshi BANNAI as non-executive director of the Company	808,271,460 (99.99%)	58,000 (0.01%)
7.	To elect Mr. Michio MINAKATA as independent non-executive director/ external director* (社外取締役) of the Company	808,271,460 (99.99%)	58,000 (0.01%)
8.	To elect Mr. Yoshihiro KOIZUMI as independent non-executive director/ external director* (社外取締役) of the Company	808,271,460 (99.99%)	58,000 (0.01%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
9.	To re-appoint PricewaterhouseCoopers Aarata as the accounting auditor of the Company pursuant to the Companies Act* (会社法) of Japan	808,329,460 (100.00%)	0 (0.00%)
10.	To re-appoint PricewaterhouseCoopers as the auditor of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited	808,329,460 (100.00%)	0 (0.00%)
11A.	To grant a general mandate to the board of directors to allot, issue and deal with additional shares not exceeding 20% of the total number of shares issued by the Company as at the date of passing this resolution	806,553,460 (99.78%)	1,776,000 (0.22%)
11B.	To grant a general mandate to the board of directors to repurchase shares in the capital of the Company not exceeding 10% of the total number of shares issued by the Company as at the date of passing this resolution	808,329,460 (100.00%)	0 (0.00%)
11C.	To extend, conditional upon the above resolutions 11A and 11B being duly passed, the general mandate to allot shares by adding the aggregate number of repurchased shares to the 20% general mandate	806,761,460 (99.81%)	1,568,000 (0.19%)

As more than 50% of votes were cast in favour of each of the resolutions, all of the above ordinary resolutions were approved and passed by the Shareholders.

II. APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that Mr. Hiroshi BANNAI (“**Mr. Bannai**”) has been appointed as non-executive director of the Company, and Mr. Michio MINAKATA (“**Mr. Minakata**”) and Mr. Yoshihiro KOIZUMI (“**Mr. Koizumi**”) have been appointed as independent non-executive directors of the Company, with effect from 29 June 2016 upon conclusion of the AGM.

The biographical details of Mr. Bannai, Mr. Minakata and Mr. Koizumi have been disclosed in the Circular. As at the date of this announcement, there has been no 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 appointments of Mr. Bannai as non-executive director of the Company and Mr. Minakata and Mr. Koizumi as an independent non-executive directors of the Company 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.

III. CHANGES OF THE COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that the following changes of the composition of the Board committees of the Company, with effect from 29 June 2016 upon conclusion of the AGM:

1. Mr. Masaharu TOGO ceased to be a member of the nomination committee of the Company (the “**Nomination Committee**”).
2. Mr. Koizumi has been appointed as a member of the Nomination Committee.
3. Mr. Hiroaki KUMAMOTO and Mr. Norio NAKAYAMA ceased to be the chairman and a member of the audit committee of the Company (the “**Audit Committee**”) respectively.
4. Mr. Minakata and Mr. Bannai have been appointed as the chairman and a member of the Audit Committee respectively.

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

Fukushima, Japan, 29 June 2016

As at the date of this announcement, the executive director of the Company is Hisanori TANIGUCHI (also known as JEONG Seonggi); the non-executive director of the Company is Hiroshi BANNAI; and the independent non-executive directors of the Company are Hiroaki MORITA, Norio NAKAYAMA, Masaharu TOGO, Hiroaki KUMAMOTO, Michio MINAKATA and Yoshihiro KOIZUMI.

** For identification purposes only*