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NIRAKU GC HOLDINGS

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 JULY 2020,
APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGES OF THE COMPOSITION OF
THE NOMINATION COMMITTEE**

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 July 2020, voting on all the proposed resolutions as set out in the notice of the AGM dated 3 July 2020 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 3 July 2020 (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	Abstained
1.	To re-elect Mr. Hisanori TANIGUCHI as an executive director of the Company	803,735,329 (99.82%)	1,462,867 (0.18%)	– (–%)
2.	To re-elect Mr. Akinori OHISHI as an executive director of the Company	804,469,184 (99.91%)	729,012 (0.09%)	– (–%)
3.	To re-elect Mr. Masataka WATANABE as an executive director of the Company	804,469,184 (99.91%)	729,012 (0.09%)	– (–%)
4.	To re-elect Mr. Hiroshi BANNAI as a non-executive director of the Company	804,543,534 (99.92%)	654,662 (0.08%)	– (–%)
5.	To re-elect Mr. Michio MINAKATA as an independent non-executive director/external director* (社外取締役) of the Company	804,008,391 (99.85%)	1,189,805 (0.15%)	– (–%)
6.	To re-elect Mr. Yoshihiro KOIZUMI as an independent non-executive director/external director* (社外取締役) of the Company	804,008,391 (99.85%)	1,189,805 (0.15%)	– (–%)
7.	To re-elect Mr. Kuraji KUTSUWATA as an independent non-executive director/external director * (社外取締役) of the Company	805,142,383 (99.99%)	55,813 (0.01%)	– (–%)
8.	To elect Mr. Akihito TANAKA (田中秋人) as an independent non-executive director/external director * (社外取締役) of the Company	805,142,383 (99.99%)	55,813 (0.01%)	– (–%)
9.	To re-appoint PricewaterhouseCoopers Aarata LLC as the accounting auditor of the Company pursuant to the Companies Act* (会社法) of Japan	805,198,196 (100.00%)	– (–%)	– (–%)
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	805,198,196 (100.00%)	– (–%)	– (–%)

ORDINARY RESOLUTIONS		No. of Votes (%)		
		For	Against	Abstained
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	798,042,060 (99.11%)	6,808,724 (0.85%)	347,412 (0.04%)
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	804,850,784 (99.96%)	– (–%)	347,412 (0.04%)
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	798,315,122 (99.15%)	6,883,074 (0.85%)	– (–%)

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. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Akihito TANAKA (“**Mr. Tanaka**”) has been appointed as an independent non-executive director of the Company, with effect from 29 July 2020 upon conclusion of the AGM.

The biographical detail of Mr. Tanaka has 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 appointment of Mr. Tanaka as an independent non-executive director 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 NOMINATION COMMITTEE

The Board also announces the following changes of the composition of the nomination committee of the Company, with effect from 29 July 2020:

1. Mr. Michio MINAKATA and Mr. Yoshihiro KOIZUMI resigned as the members of the Nomination Committee.
2. Mr. Kuraji KUTSUWATA and Akihito TANAKA have been appointed as the members of the Nomination Committee.

On behalf of the Board of
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 July 2020

As at the date of this announcement, the executive directors of the Company are Hisanori TANIGUCHI, Akinori OHISHI and Masataka WATANABE, the non-executive director of the Company is Hiroshi BANNAI; and the independent non-executive directors of the Company are Michio MINAKATA, Yoshihiro KOIZUMI, Kuraji KUTSUWATA and Mr. Akihito TANAKA.

* *For identification purposes only*