



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM” or “Meeting”) of NCT Alliance Berhad (“NCT” or the “Company”) will be held at Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan, Malaysia on Friday, 2 December 2022 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

### ORDINARY RESOLUTION

**PROPOSED PRIVATE PLACEMENT OF UP TO 181,000,000 NEW ORDINARY SHARES IN NCT (“NCT SHARES” OR “SHARES”) (“PLACEMENT SHARES”), REPRESENTING APPROXIMATELY 15% OF THE ENLARGED TOTAL NUMBER OF NCT SHARES (“PROPOSED PRIVATE PLACEMENT”)**

“THAT, subject to the approvals of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of NCT (“Board”) to allot and issue up to 181,000,000 Placement Shares, representing approximately 15% of the enlarged total number of NCT Shares, by way of private placement to independent third-party investor(s) who/which qualify under Schedule and Schedule 7 of the Capital Markets and Services Act 2007, who/which shall be identified at a later date in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board, upon such terms and conditions as disclosed in the circular to the shareholders of the Company (“Shareholders”) dated 17 November 2022 (“Circular”);

THAT the issue price for each tranche of the Placement Shares will not be priced at more than 10% discount to the 5-day volume weighted average market price of NCT Shares immediately before the price-fixing date;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Private Placement for such purposes and in such manner as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approvals of the relevant authorities (where required) and in the best interest of the Company;

THAT the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as Directors may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

THAT in connection with Section 85(1) of the Companies Act 2016 (“Act”) and Clause 54 of the Constitution of the Company, the Shareholders agree to irrevocably waive their pre-emptive rights in respect to be first offered the new Placement Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement which will rank equally to the existing shares of the Company, with such waiver resulting in a dilution to their shareholding percentage in the Company **AND THAT** the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Placement Shares pursuant to the Proposed Private Placement.”

### BY ORDER OF THE BOARD

**TEA SOR HUA (SSM PC No.: 201908001272) (MACS 01324)**  
Company Secretary

Date: 17 November 2022  
Petaling Jaya, Selangor Darul Ehsan

### Notes:

- a) A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same right as the member to speak and vote at the EGM.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the EGM:-
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
  - (ii) By electronic form  
The proxy form can be electronically lodged via TIH Online website at <https://tih.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of the proxy form via TIH Online.
- g) For the purpose of determining a member who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company’s Constitution to issue a General Meeting Record of Depositors as at 25 November 2022. Only members whose names appear in the General Meeting Record of Depositors as at 25 November 2022 shall be regarded as members and entitled to attend, participate, speak and vote at the EGM.
- h) The resolution set out in this Notice of EGM will be put to vote by poll.
- i) The members are advised to refer to the Administrative Notes for the EGM on the registration process for the Meeting. The Administrative Notes had taken into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affects the holding or conduct of general meetings. The Company will closely monitor the situation and reserve the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the Meeting. Kindly check Bursa Securities’ and the Company’s website at [www.nctalliance.com](http://www.nctalliance.com) for the latest updates on the status of the Meeting.

### Explanatory Note:

Section 85(1) of the Act states that:

“Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders”.

Clause 54 of the Constitution of the Company states that:

“Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares and/or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares and/or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to any offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.”

By approving the issuance and allotment of the Placement Shares in the Company pursuant to the Proposed Private Placement which will rank equally with the existing issued shares in the Company, the Shareholders are waiving their pre-emptive rights pursuant to Section 85(1) of the Act and Clause 54 of the Constitution of the Company to be first offered the NCT Shares which will result in a dilution to their shareholding percentage in the Company.