



NCT ALLIANCE

NCT ALLIANCE BERHAD

200301004972 (607392-W)
(Incorporated in Malaysia)

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 Wednesday, 19 June 2024 at 10:30 a.m. or immediately following the adjournment or adjournment of the Company’s 21st Annual General Meeting, which will be held on the same day at the same venue at 10:00 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN NCT BUILDERS GROUP HOLDINGS SDN. BHD. (“NBGH”) FOR A PURCHASE CONSIDERATION OF RM100.89 MILLION TO BE SATISFIED VIA A COMBINATION OF CASH (RM65.49 MILLION) AND ISSUANCE OF 110,625,000 NEW ORDINARY SHARES IN NCT (“NCT SHARE(S)”) AT AN ISSUE PRICE OF RM0.32 PER NCT SHARE (“PROPOSED ACQUISITION”)

“THAT subject to the approval of all the relevant authorities and/or parties being obtained (if required) and the conditions precedent as set out in the conditional share sale agreement in respect of NBGH dated 29 February 2024 entered into between the Company and NCT Venture Corporation Sdn. Bhd. (“NVC”) in respect of the Proposed Acquisition (“SSA”) being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to undertake the Proposed Acquisition for a total consideration of RM100.89 million to be satisfied via a combination of cash and issuance of 110,625,000 new NCT Shares at an issue price of RM0.32 per NCT Share (“NBGH Consideration Share(s)”), upon such terms and conditions as stipulated in the SSA;

THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to issue and allot the NBGH Consideration Shares to YBG Yap Consolidated Sdn. Bhd., being the sole nominee appointed by NVC to receive and accept the NBGH Consideration Shares in place of NVC, pursuant to the terms of the SSA, and the NBGH Consideration Shares shall, upon issuance and allotment, rank *pari passu* in all respects with each other and with the then existing issued NCT Shares, save and except that the holder of the NBGH Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of NCT, the entitlement date of which is prior to the date of issuance and allotment of the NBGH Consideration Shares;

AND THAT the Board be and is hereby authorised to sign and execute all relevant documents, do all things and acts as may be required to give effect to the Proposed Acquisition and the SSA with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition and the SSA in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF 110,937,500 NEW NCT SHARES AT AN ISSUE PRICE OF RM0.32 PER NCT SHARE TO FACILITATE THE ACQUISITION OF 10 ADJOINING PARCELS OF LEASEHOLD DEVELOPMENT LAND ALL LOCATED IN THE DISTRICT OF PENAMPANG, SABAH, MEASURING AN AGGREGATE LAND AREA OF APPROXIMATELY 11.16 ACRES BY NCT BORNEO SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF NCT, FROM HILLTOP RESIDENCES SDN. BHD. FOR A PURCHASE CONSIDERATION OF RM36.00 MILLION (“LAND ACQUISITION”) (“PROPOSED SHARE ISSUANCE”)

“THAT subject to the approvals of all the relevant authorities and/or parties being obtained (if required) and the conditions precedents as set out in the conditional sale and purchase agreement dated 29 February 2024 entered into between Hilltop Residences Sdn. Bhd. (“HRSB”) and NCT Borneo Sdn. Bhd. (“SPA”) being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to issue and allot 110,937,500 new NCT Shares at an issue price of RM0.32 per NCT Share (“Sabah Land Consideration Share(s)”) to HRSB (48,437,500 Sabah Land Consideration Shares) and Chong Keat Sdn. Bhd. (62,500,000 Sabah Land Consideration Shares) (being the nominee appointed by HRSB to receive and accept part of the Sabah Land Consideration Shares) respectively, to facilitate the implementation of the Land Acquisition, upon such terms and conditions as stipulated in the SPA;

THAT the Sabah Land Consideration Shares shall, upon issuance and allotment, rank *pari passu* in all respects with each other and with the then existing issued NCT Shares, save and except that the holders of the Sabah Land Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of NCT, the entitlement date of which is prior to the date of issuance and allotment of the Sabah Land Consideration Shares;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Share Issuance with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interests of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Share Issuance.”

By order of the Board

TEA SOR HUA (SSM PC NO. 201908001272) (MACS 01324)
LOO HUI YAN (SSM PC NO. 202308000290) (MAICSA 7069314)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
17 May 2024

Notes:

- A member who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- 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 the seal or under the hand of an officer or attorney duly authorised.
- 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.
- 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.
- 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 Meeting: -
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at 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.
 - By electronic form
The proxy form can be electronically lodged via TIH Online website at <https://tthh.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form via TIH Online.
- For the purpose of determining a member who shall be entitled to attend the Meeting, 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 11 June 2024. Only members whose names appear in the General Meeting Record of Depositors as at 11 June 2024 shall be entitled to attend, participate, speak and vote at the Meeting.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- Kindly check Bursa Securities’ and the Company’s website at www.nctalliance.com for the latest updates on the status of the Meeting.