

DIRECTORS' PROFILE

DATO' SRI YAP NGAN CHOY



**Executive Chairman/
Group Managing Director**

Malaysian | Male | Age 68

Dato' Sri Yap Ngan Choy was appointed to the Board on 22 August 2019 as our Executive Director and re-designated to the Group Managing Director/Group Chief Executive Officer on 25 September 2019. Subsequently, Dato' Sri Yap was re-designated to the Executive Chairman/Group Managing Director on 19 November 2019.

Dato' Sri Yap started his career as a tiling contractor and has more than 40 years of experience in property development and property related business. In 1985, Dato' Sri Yap ventured into the construction industry by setting up his own company which specialising in tiling works. In 1997, Dato' Sri Yap further established a construction company.

Among the tiling and construction projects that were successfully completed under Dato' Sri Yap included multiple notable projects for hotels, condominiums, housing commercial hubs and complexes, the Prime Minister's office and residence in Putrajaya as well as various government projects across Malaysia. In 2008, Dato' Sri Yap ventured into property development and had successfully rehabilitated various abandoned projects with the major one being Bandar Salak Perdana which was one of the largest abandoned projects in Malaysia at that time and was completed and handed over to owners in 2014.

Dato' Sri Yap further embarked on the rehabilitation of another abandoned project which was revived into the Grand Ion Delemen development in Genting Highlands in 2012. Collectively, Dato' Sri Yap has completed development projects with an estimated aggregate gross development value of approximately RM1.0 billion.

Throughout his illustrious career, Dato Sri' Yap has mastered his trade with excellence and has won numerous personal awards as testimony. In 2013, he was awarded the Asia Honesty Entrepreneur Award by the Asia Excellence Entrepreneur Federation (AEEF). He won the SME Entrepreneur of the Year 2014 award from Brand Laureate and the Excellence Entrepreneur Award at the Malaysia Golden Entrepreneur Awards 2014.

Dato' Sri Yap attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

Dato' Sri Yap does not hold any directorship in other public companies and listed issuers but holds directorships in several private limited companies.

Dato' Sri Yap is the brother of Dato' Yap Fook Choy, the father of Yap Chun Theng, Yap Pui Yee and the uncle of Sae-Yap Atthakovit. Dato' Sri Yap is the controlling shareholder of YBG Yap Consolidated Sdn Bhd, a major shareholder of the Company.

DIRECTORS' PROFILE (cont'd)

DATO' YAP FOOK CHOY



Group Executive Director

Malaysian | Male | Age 63

Dato' Yap Fook Choy was appointed to the Board on 22 August 2019 as our Executive Director. Subsequently, Dato' Yap was re-designated to our Group Executive Director on 25 September 2019.

Dato' Yap has an extensive experience in tiling, construction and property development business. Under his able and dynamic leadership, Dato' Yap had completed major multi-million dollar projects for the corporate and private sectors.

Dato' Yap has more than 37 years of experience in property development and property related business. In 2008, Dato' Yap ventured into the property development sector with his brother, Dato' Sri Yap Ngan Choy. Amongst his notable completed projects under his supervision was the rehabilitation of Bandar Salak Perdana which was one of the largest abandoned projects in Malaysia at that time. He was also instrumental in the successful revival of another abandoned project in Genting Highlands which is now known as the Grand Ion Delemen development.

Collectively, Dato' Yap has completed development projects with an estimated aggregate gross development value of more than RM1.0 billion. These projects have gone on to win various prestigious awards from the ASEAN Property Awards, Asia Pacific Property Awards, Malaysia Tourism Council Gold Award, and The Malaysia Book of Records, to name a few. Dato' Yap is currently the Deputy President of the Federation of Malaysia Chinese Guilds Association (FEMACGA).

Dato' Yap attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

Dato' Yap does not hold any directorship in other public companies and listed issuers but holds directorships in several private limited companies.

Dato' Yap is the brother of Dato' Sri Yap Ngan Choy, the father of Sae-Yap Atthakovit and the uncle of Yap Chun Theng and Yap Pui Yee. Dato' Yap is the shareholder of YBG Yap Consolidated Sdn Bhd, a major shareholder of the Company.

DIRECTORS' PROFILE (cont'd)

YAP CHUN THENG



Executive Director

Malaysian | Male | Age 42

Yap Chun Theng was appointed to the Board on 22 August 2019.

Mr. Yap obtained a Bachelor in Quantity Surveying and Construction Cost Management from the Nottingham Trent University. He started his career in 2006 as a Contract Executive. He was subsequently promoted to the Head of Contracts in 2007 where he was mainly in charge of the contracts and purchasing department and contract administration.

Mr. Yap has since accumulated approximately 18 years in the property development and property related industry wherein, he was the Group Chief Operating Officer and led the team in overseeing all the property development and construction projects of the respective companies.

Mr. Yap attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

Mr. Yap does not hold any directorship in other public companies and listed issuers but holds directorships in several private limited companies.

Mr. Yap is the son of Dato' Sri Yap Ngan Choy and the nephew of Dato' Yap Fook Choy. He is also the sibling of Yap Pui Yee and the cousin of Sae-Yap Atthakovit.

DIRECTORS' PROFILE (cont'd)

SAE-YAP ATTHAKOVIT



**Non-Independent
Non-Executive Director**

Malaysian | Male | Age 31

Sae-Yap Atthakovit was appointed to the Board on 22 August 2019. He is a member of the Audit Committee and the Nomination and Remuneration Committee.

Mr. Sae-Yap graduated from the University of Manchester, United Kingdom with a Bachelor in Business Management.

He started his career in finance with a comprehensive involvement ranging from the procurement of financing for various projects to short and long term financial planning. He has also managed and successfully executed several corporate finance transactions which included land related transactions as well as assisted in the formulation of business strategies and policies for the Company.

Mr. Sae-Yap attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

Mr. Sae-Yap does not hold any directorship in other public companies and listed issuers but holds directorships in several private limited companies.

Mr. Sae-Yap is the son of Dato' Yap Fook Choy and the nephew of Dato' Sri Yap Ngan Choy. He is also the cousin of Yap Chun Theng and Yap Pui Yee.

DIRECTORS' PROFILE (cont'd)

ALLEN YAP KUAN KEE



**Independent Non-Executive
Director**

Malaysian | Male | Age 56

Allen Yap Kuan Kee was appointed to the Board on 25 September 2019. He is the Chairman of both the Audit Committee and the Nomination and Remuneration Committee.

Mr. Allen was a registered accountant of the Malaysian Institute of Accountants ("MIA") in 1999 and is a chartered accountant of MIA since 2001. He is also a member of the Certified Public Accountant of Singapore (CPA), Fellow of Chartered Certified Accountants UK (FCCA) and ASEAN CPA. He is currently the business owner of Montree Management Services.

Mr. Allen started his career in 1993 with a Chartered Accountant firm in Singapore as an audit assistant. He then continued his career in various industries such as services, property development and construction sectors in Malaysia, Singapore and Indonesia.

With more than 30 years of working experience in accounting, taxation, finance, administration, financial management and consultancy services, he has accumulated vast invaluable experience in the areas of auditing, advisory work involving corporate exercises, liquidation, recovery and turnaround management and corporate advisory related services. He has held several senior executive positions during his working experiences.

Mr. Allen attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

Mr. Allen does not hold any directorship in other public companies and listed issuers.

DIRECTORS' PROFILE (cont'd)

YAP CHUI FAN



**Independent Non-Executive
Director**

Malaysian | Female | Age 62

Yap Chui Fan was appointed to the Board on 31 May 2023. She is a member of the Audit Committee and the Nomination and Remuneration Committee.

Ms. Yap was a registered accountant of the Malaysian Institute of Accountants ("MIA") in 1999 and is a chartered accountant of MIA since 2001. She is also a fellow member of the Association of Chartered Certified Accountants since 2004. In addition, Ms. Yap is currently an associate of the Chartered Tax Institute of Malaysia as well as an associate of the ASEAN Chartered Professional Accountant. She is also a Registered Company Secretary with the Companies Commission of Malaysia since 2018.

Ms. Yap started her career as an Accounts Clerk in 1983 and transitioned to Corporate Finance, overseeing listing and corporate exercises. In 2002, she became the Senior Manager of Group Finance & Accounts and eventually rose to the positions of Head of Group Finance and Accounts and Director of Group Finance and Accounts.

In 2006, she became the Group Financial Controller overseeing human resource, administration and finance-related functions, corporate affairs, internal control, risk management and corporate reporting matters. She led the listing of Channel Micron Holdings Company Limited on the Hong Kong Stock Exchange in 2020 and served as an Executive Director from 2019 to 2022.

Ms. Yap attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

Ms. Yap is also an Independent Non-Executive Director of Sunview Group Berhad.

Notes:

1. *Saved as disclosed above, none of the Directors have any family relationship with other Directors and/or major shareholders of the Company.*
2. *None of the Directors have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries except the recurrent related party transactions disclosed in the circular to shareholders dated 29 April 2025.*
3. *None of the Directors have been convicted of any offences within the past five (5) years or been imposed any public sanction or penalty by relevant regulatory bodies during the financial year ended 31 December 2024.*

KEY SENIOR MANAGEMENT'S PROFILE

ENG KIM HAW



Chief Financial Officer

Malaysian | Male | Age 59

Eng Kim Haw was appointed on 13 September 2024. He is a member of the Malaysian Institute of Accountants (MIA) and a fellow member of the Association of Chartered Certified Accountants (FCCA), United Kingdom.

Mr. Eng has over 25 years of experience in the financial industry, specialising in corporate finance, financial management, restructuring, strategising and devising business improvement plans.

His expertise includes developing comprehensive financial reporting frameworks, establishing internal control systems, and conducting thorough project feasibility studies for both local and international property development projects. His professional tenure spans across a wide range of industries, including property development, construction, hospitality, manufacturing, and fast-moving consumer goods.

He brings extensive experience as Chief Financial Officer from a number of prominent companies.

Mr. Eng is an Independent Non-Executive Director of IFCA MSC Berhad.

KEY SENIOR MANAGEMENT'S PROFILE (cont'd)

YAP PUI YEE



Head of Sales and Marketing

Malaysian | Female | Age 40

She has been successfully promoting existing brands and introducing new products to the market. She is responsible for analysing budgets, scheduling expenditures, and ensuring that the sales team meets their quotas and goals by researching and developing marketing opportunities and plans, understanding consumer requirements, identifying market trends, and suggesting system improvements to achieve the Company's marketing goals.

Ms. Yap is the daughter of Dato' Sri Yap Ngan Choy and the niece of Dato' Yap Fook Choy. She is also the sibling of Yap Chun Theng and the cousin of Sae-Yap Atthakovit.

Ms. Yap does not hold any directorship in public companies and listed issuers.

Yap Pui Yee was appointed on 1 September 2019.

Ms. Yap studied Accountancy at Sunway College and started her career at NCT Group of Companies in 2010. She rose through the ranks to head the Sales and Marketing Department in 2015. Under this role, she oversees all of the group's sales, marketing and corporate communications initiatives

Ms. Yap has over 14 years of experience in the property development field and played an instrumental role in the growth and success of NCT Group, where she is also the Head of Sales and Marketing. Among the notable projects under her leadership are the award-winning Grand Ion Delemen and Grand Ion Majestic in Genting Highlands.

Notes:

1. Save as disclosed above, none of the Key Senior Management have any family relationship with any Directors and/or major shareholders of the Company.
2. None of the Key Senior Management have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.
3. None of the Key Senior Management have been convicted of any offences within the past five (5) years or been imposed any public sanction or penalty by relevant regulatory bodies during the financial year ended 31 December 2024.

SUSTAINABILITY STATEMENT

BUILDING THE FOUNDATION FOR TOMORROW, TODAY

CREATING FUTURE-READY PROJECTS FOR THE NEXT GENERATIONS

With nearly four decades of experience, NCT Alliance Berhad ("NCT Alliance" or "the Group") and its subsidiaries continue to leverage their expertise in property development to create sustainable solutions for the benefit of both the environment and society.

This 2024 sustainability statement provides a comprehensive account of NCT Alliance's environmental, social, and governance (ESG) performance, outlining NCT Alliance's sustainability aspirations and strategies to drive long-term value creation. In alignment with Bursa Malaysia's Enhanced Listing Requirements, the Group conducted a materiality reassessment to identify emerging risks and opportunities within the project development sector, strengthening our strategic decision-making processes.

This year, NCT Alliance built upon last year's initiative to implement the Task Force on Climate-related Financial Disclosures (TCFD) framework by commencing reporting on our Scope 3 greenhouse gas (GHG) emissions. Simultaneously, the Group strengthened our ESG Framework by aligning it more closely with TCFD recommendations and our mission statement.

Demonstrating our dedication to responsible governance, NCT Alliance introduced a Conflict-of-Interest Policy and ensured compliance with the newly issued Code of Ethics for Company Directors and Company Secretaries. These efforts reflect the Group's commitment to building a sustainable future for the generations to come.

SETTING OUR REPORTING PERIMETERS

The Group's reporting scope encompasses the business activities of NCT Alliance's headquarters in Puchong and the ongoing development of the Grand Ion Majestic (GIM) in Genting Highlands for the fiscal year spanning January 1, 2024 to December 31, 2024 (FY2024). The report includes three years of data to highlight annual trends and monitor the Group's sustainability progress.

KEEPING ACCOUNTABILITY WITH GUIDING FRAMEWORKS

NCT Alliance provided cogent disclosures by referencing Bursa Malaysia's Sustainability Reporting Guide (3rd Edition) and the Illustrative Reporting Guidelines. The Group also aligned with the Global Reporting Initiative ("GRI") Standards and the United Nations Sustainable Development Goals ("UN SDGs"). Acknowledging the rising importance of climate-related disclosures, NCT Alliance commenced its journey with the Task Force on Climate-related Financial Disclosures ("TCFD").

UPHOLDING DATA INTEGRITY

This statement is not subjected to any specific review by the Company's internal auditors or external assurance by independent parties. Our sustainability data is subject to internal monitoring and verification processes to ensure its accuracy to the best of our capabilities. Additionally, NCT Alliance is exploring the possibility of third-party assurance for future reports to further strengthen the reliability of our information.

DRIVING CHANGE WITH FEEDBACK

All opinions and feedback on this statement and any other aspect of our sustainability performance, are highly appreciated. Please reach out to us at scyu@nctalliance.com (Ir Yu Seng Chiang).

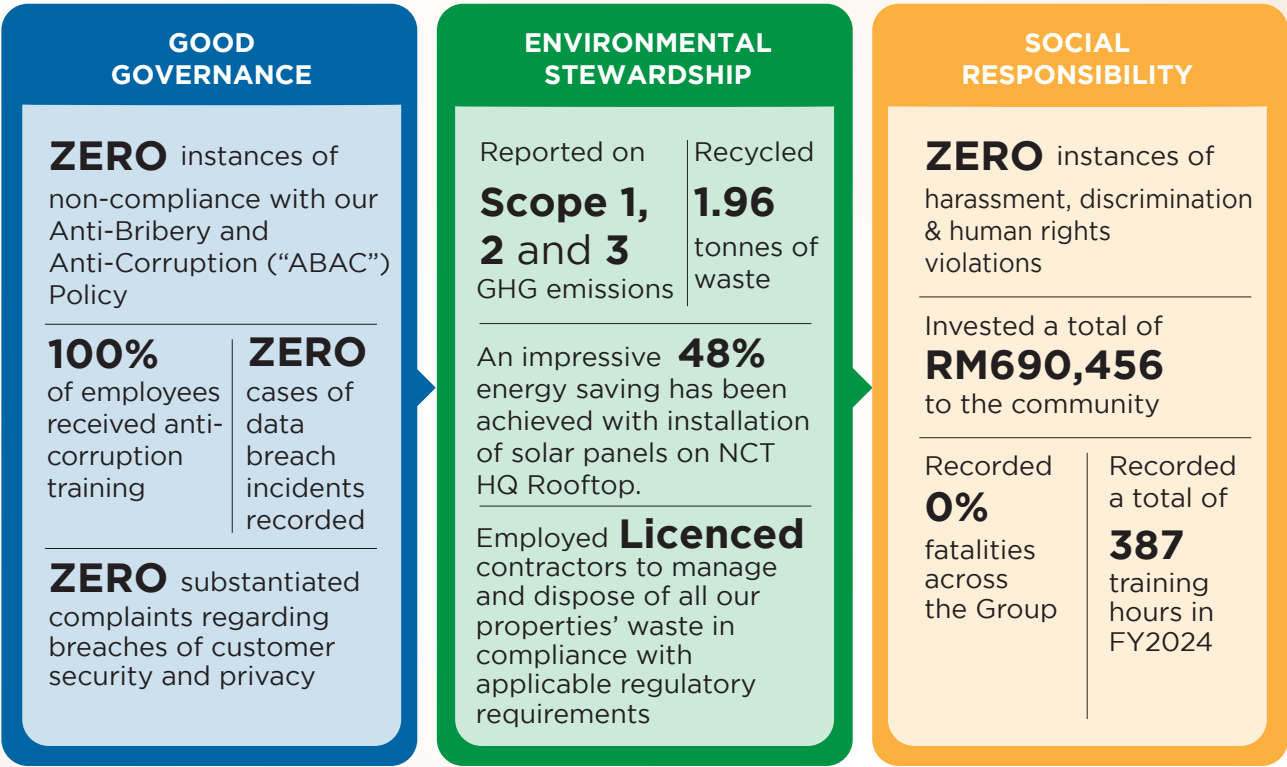
SUSTAINABILITY STATEMENT (cont'd)

FROM PAST TO PRESENT, PAVING OUR SUSTAINABILITY JOURNEY



SUSTAINABILITY STATEMENT (cont'd)

REFLECTING ON KEY 2024 ACHIEVEMENTS



OUTLINING THE BLUEPRINT OF OUR SUSTAINABLE APPROACH

The Supporting ESG Framework

In FY2024, we instituted an ESG Framework anchored on four foundational values. Acting as a centralising figure, this framework embeds ESG considerations into our corporate strategy, enhancing our ability to navigate sustainability within the project development landscape.

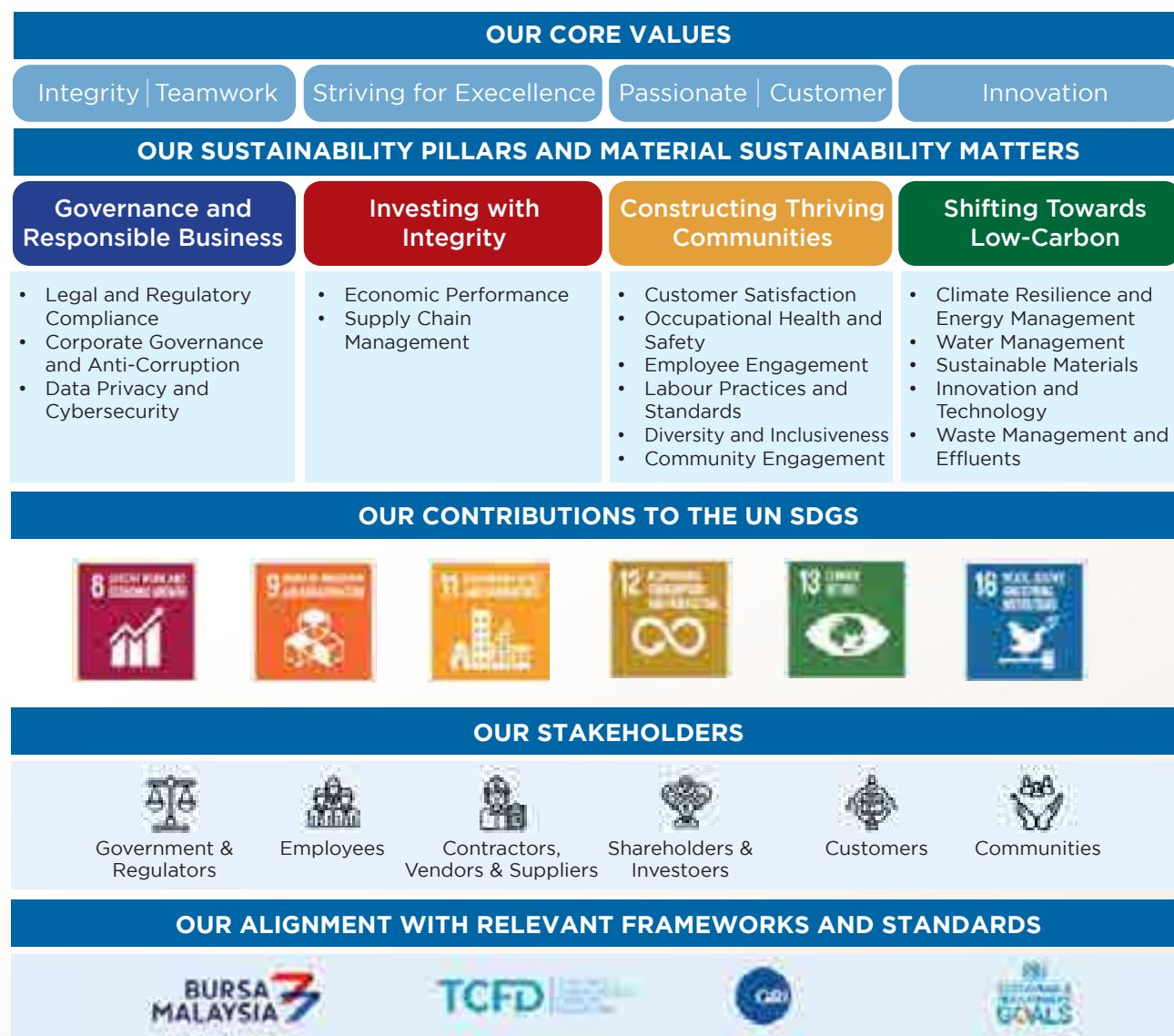
We revitalised the framework this year by aligning it with our mission statement and revisiting our material sustainability matters, ensuring its relevance amidst changing sustainability trends.



SUSTAINABILITY STATEMENT (cont'd)

OUTLINING THE BLUEPRINT OF OUR SUSTAINABLE APPROACH (cont'd)

Policies Underpinning Our Sustainability (cont'd)



Policies Underpinning Our Sustainability

Our sustainability policy serves to reinforce the core values of our framework. Delineating the ethical standards, we expect from our workforce strengthens accountability to our ESG obligations as conscientious property developers.

• Economic Resilience

Financial performance is a key indicator of our success as a business entity. An economically unsustainable company, regardless of its social and environmental performance, would struggle to survive in the market. Economic resilience is therefore a crucial component of NCT Alliance's pursuit of sustainability, as it ensures continued access for our people, clients, communities, and shareholders.

SUSTAINABILITY STATEMENT (cont'd)

OUTLINING THE BLUEPRINT OF OUR SUSTAINABLE APPROACH (cont'd)

Policies Underpinning Our Sustainability (cont'd)

- **Environmental Responsibility**

We are committed to operating our business in a responsible and environmental-friendly manner. Reducing, reusing and recycling papers, as well as switching off lights and air-conditioners when they are not in use, are among some of the conservation measures taken.

- **Energy Conservation**

NCT Alliance takes responsibility to ensure that any potential adverse impact of its operations on the environment is identified and addressed accordingly. The Group are well aware of climate change issues due to global warming and is committed to address it through the reduction of energy consumption and carbon emission. Some of the actions taken have made significant improvements in energy efficiency, including the replacement of lighting with energy-efficient LEDs to reduce energy consumption and reminding all employees to play a significant role in enhancing energy efficiency.

- **Waste Management**

We make it a priority to ensure compliance and strict adherence to environmental requirements and authorities guidelines, especially at all our development sites. In line with our efforts to comply with the regulatory requirements, we practise close engagement with relevant authorities and contractors to ensure clear mutual understanding of the requirements. As a property developer, we generate both scheduled and non-scheduled waste, including solid waste and other types such as construction or hazardous waste. In accordance with the regulations governing scheduled waste, we only store scheduled waste at a designated place and only a scheduled waste handler licensed by Department of Environment is allowed to handle the transportation and disposal of the scheduled waste.

- **Conducive Working Environment**

NCT Alliance is committed to the well-being of our employees, who have played a major role in driving the Company's growth over the years. We promote and foster a conducive working environment which includes an open communication policy to keep our employees motivated.

- **Employee Well-Being**

Our employees and contractors are empowered and expected to discontinue any work that could potentially harm themselves. We provide adequate healthcare benefits and have been increasing awareness of the importance of cybersecurity among our employees.

- **Inclusivity**

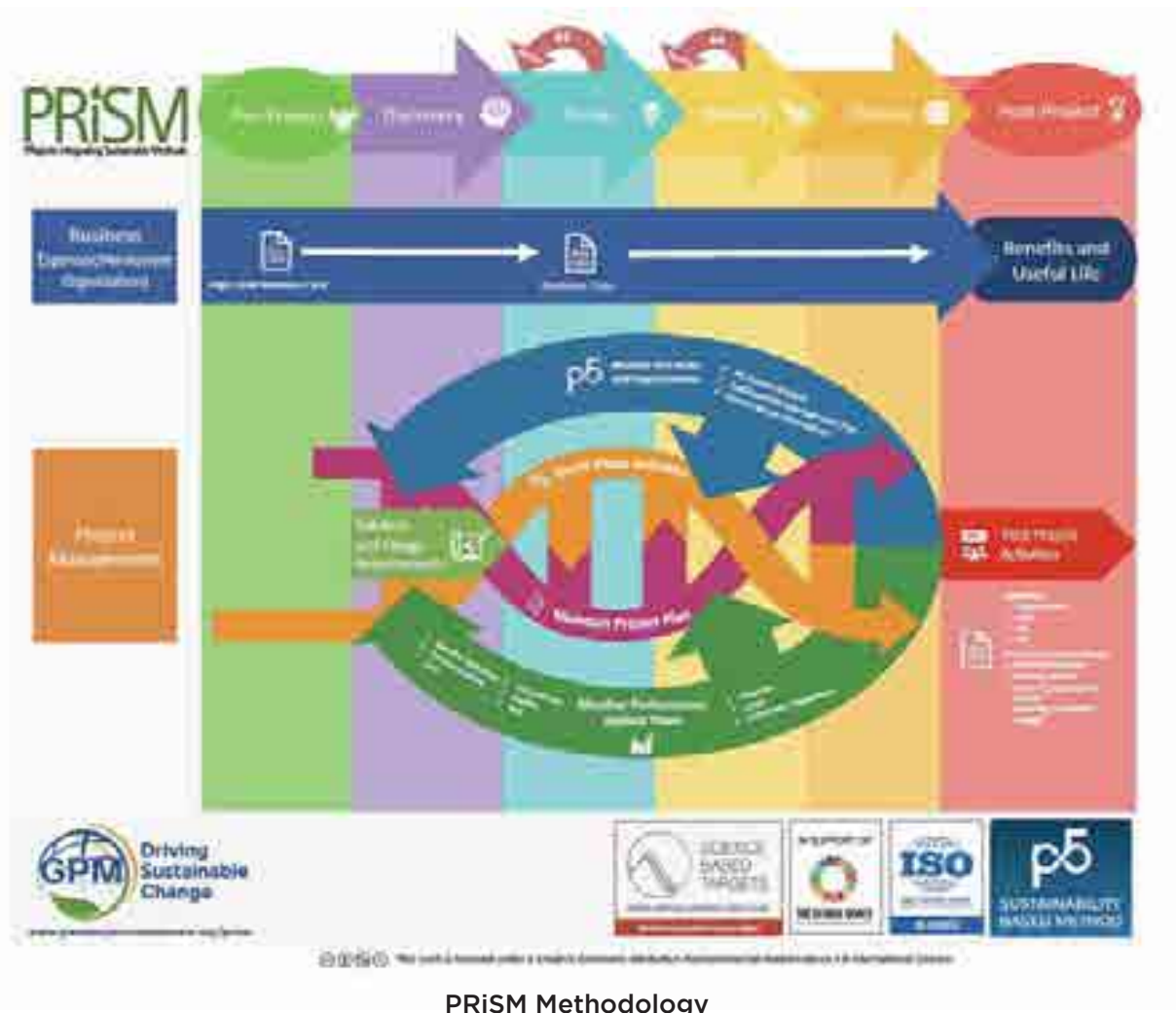
Our strong, multicultural workforce has shaped our company culture and diversity remains at the core of our people policies. We have created an inclusive environment in our workplace that celebrates the diverse backgrounds, experiences, ideas, and perspectives of our people.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES

PRiSM™ (Projects integrating Sustainable Methods)

NCT Alliance utilises the PRiSM methodology, to assess that integrate sustainable methods. PRiSM is an innovative, principles-based, and sustainable project management methodology, that sets it apart from traditional approaches. At its core, PRiSM revolves around a value maximization model that emphasizes a sustainable asset lifecycle.



PRiSM Methodology

Unlike conventional methods, PRiSM elevates projects to a strategic level by leveraging existing organizational systems to ensure comprehensive benefits are realized both horizontally and vertically. With unwavering attention to process and product sustainability, PRiSM fosters an environment that encourages lasting positive impacts.

The foundation of PRiSM is built upon the esteemed P5 Standard for Sustainability in Project Management, which has earned recognition and accolades for its effectiveness. By embracing PRiSM, projects experience a remarkable reduction in risk from environmental, social, and economic standpoints, all while expanding the range of potential benefits.

The uniqueness of PRiSM extends beyond the typical project lifecycle by adopting a five-phase approach that thoughtfully incorporates pre-project planning, product/service adoption and integration, as well as benefits realization. This comprehensive framework ensures that projects not only meet their objectives but also contribute to a sustainable future. The PRiSM Method is based on a Workflow Designed by Green Project Management (GPM) Experts.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

GPM P5 Standards

The **GPM P5 Standard** provides a comprehensive framework for integrating sustainability into project management by evaluating the impacts of projects across three categories: People, Planet, Prosperity and two perspectives: Product, and Process. This approach is particularly effective in identifying material topics for a company's sustainability agenda by ensuring relevance to stakeholders, alignment with global standards, and a focus on areas of significant impact.



The P5 Ontology

The P5 ontology has five categories for classification, People, Planet, Prosperity, Product and Process. Each category is further broken down into subcategories and elements.

- The *People* category emphasizes stakeholder engagement, focusing on how projects affect employees, customers, suppliers, and communities. This helps identify material topics such as employee well-being, diversity, inclusion, and community engagement.
- The *Planet* category addresses environmental impacts, including resource consumption, emissions, waste management, and biodiversity preservation, leading to material topics such as energy efficiency, carbon reduction, and ecological sustainability.
- The *Prosperity* category evaluates the financial and economic contributions of projects, highlighting topics such as economic value creation, supply chain sustainability, and market competitiveness.
- The *Product* perspective assesses the lifecycle impacts of a company's products or services, helping to pinpoint topics like product responsibility, sustainable innovation, and lifecycle management.
- The *Process* perspective focus on the integration of sustainability within operational practices, identifying governance, risk management, compliance, and innovation as material topics.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Aligning the GPM P5 Standard to the UN SDGs, GRI and Bursa

The GPM P5 Standard also offers a structured methodology for determining material topics. Companies can map the five dimensions against industry-specific challenges and stakeholder priorities, conduct materiality assessments to prioritize topics based on business impact and stakeholder interest, and benchmark findings against global frameworks like the Global Reporting Initiative (GRI) or the United Nations Sustainable Development Goals (SDGs). Furthermore, the standard encourages continuous monitoring and feedback to refine material topics as business and stakeholder expectations evolve.

The chart below shows the mapping between GPM P5 elements, United Nations Sustainable Development Goals (SDGs), Global Reporting Initiative (GRI) Disclosures and the Bursa Malaysia *Sustainability Reporting Guide* (3rd Edition).

Sustainability			Global Development Goals	International Reporting	National Reporting
GPM P5 Standard			UN SDGs	GRI	BURSA
					
Sustainability Category	Sustainability Sub-Category	Sustainability Elements	SDGs #	GRI Disclosures	BURSA Discloses
People Impacts (Social)	Labor Practices and Decent Work	Employment and Staffing	SDG 8	GRI 401-1 GRI 402-1 GRI 402-2	Bursa C3(a) Bursa C3(b) Bursa C6(b) Bursa C6(c)
		Labor/Management Relations	SDG 10	GRI 407-1 GRI 402-1	
		Project Health and Safety	SDG 3	GRI 403-9 GRI 403-5	Bursa C5(a) Bursa C5(b) Bursa C5(c)
		Training and Qualification	SDG 4	GRI 404-1 GRI 403-5 GRI 205-2	Bursa C1(a) Bursa C5(c) Bursa C6(a)
		Organizational Learning	SDG 16		
		Equal Opportunity	SDG 10		
		Local Competence Development	SDG 4		
		Work-Life Harmony and Mental Health	SDG 3		
	Society and Customers	Community Engagement	SDG 11	GRI 411-1 GRI 413-2	Bursa C2(a) Bursa C2(b)
		Public Policy and Compliance	SDG 10	GRI 2-23	
		Protection for Indigenous and Tribal Peoples	SDG 11	GRI 411-1	

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Aligning the GPM P5 Standard to the UN SDGs, GRI and Bursa (cont'd)

Sustainability	Global Development Goals	International Reporting	National Reporting
GPM P5 Standard	UN SDGs	GRI	BURSA



Sustainability Category	Sustainability Sub-Category	Sustainability Elements	SDGs #	GRI Disclosures	BURSA Discloses
People Impacts (Social) (cont'd)	Society and Customers (cont'd)	Customer Health and Safety	SDG 3	GRI 461-1	
		Product and Service Labeling	SDG 12	GRI 417-1	
		Customer Privacy and Data Protection	SDG 16 SDG 17	GRI 418-1	Bursa C8(a)
	Human Rights	Harassment and Discrimination	SDG 10 SDG 5	GRI 406-1	Bursa C6(d)
		Age-Appropriate Labor	SDG 8 SDG 16	GRI 408-1 GRI 409-1	
		Forced and Involuntary Labor	SDG 8	GRI 408-1 GRI 409-1	
		Dignity, Diversity, Equity, and Inclusion	SDG 8 SDG 10	GRI 405-1	
	Ethical Behavior	Sustainable Procurement Practices and Contracts	SDG 12	GRI 416-1 GRI 308-1	
		Anti-Corruption	SDG 16	GRI 205-3 GRI 205-2 GRI 205-1	Bursa C1(a) Bursa C1(b) Bursa C1(c)
		Fair Competition	SDG 16	GRI 206-1	
		Responsible Technology	SDG 17		
		Green Claims and Greenwashing	SDG 12		
Planet Impacts (Environment)	Transport	Local Procurement	SDG 12	GRI 308-1 GRI 204-1	Bursa C7(a)
		Digital Communication	SDG 9		
		Traveling and Commuting	SDG 12 SDG 13		
		Logistics	SDG 12 SDG 13		

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Aligning the GPM P5 Standard to the UN SDGs, GRI and Bursa (cont'd)

Sustainability			Global Development Goals	International Reporting	National Reporting
GPM P5 Standard			UN SDGs	GRI	BURSA
					
Sustainability Category	Sustainability Sub-Category	Sustainability Elements	SDGs #	GRI Disclosures	BURSA Discloses
Planet Impacts (Environment) (cont'd)	Energy	Energy Consumption	SDG 7 SDG 12 SDG 13	GRI 302-1 GRI 302-4	Bursa C4(a)
		Greenhouse Gas Emissions	SDG 12 SDG 13	GRI 305-1 GRI 305-2 GRI 305-5 GRI 305-3	Bursa C11(a) Bursa C11(b) Bursa C11(c)
		Renewables and Clean Energy Return	SDG 7 SDG 12 SDG 13		
	Land, Air, and Water	Biological Diversity	SDG 14 SDG 15	GRI 304-2	
		Air and Water Quality	SDG 3 SDG 15		
		Water Consumption	SDG 6	GRI 303-5	Bursa C9(a)
		Water Displacement	SDG 6		
		Soil Erosion and Regeneration	SDG 15		
		Noise Pollution	SDG 11		
	Consumption	Recycling and Reuse	SDG 12	GRI 306-4 GRI 301-2	
		Disposal	SDG 12	GRI 306-4 GRI 306-5 GRI 301-1	Bursa C10(a)(i) Bursa C10(a)(ii)
		Contamination and Pollution	SDG 12	GRI 306-3 GRI 306-4 GRI 306-5	
		Waste Generation	SDG 12	GRI 306-1 GRI 306-3	Bursa C10(a)

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Aligning the GPM P5 Standard to the UN SDGs, GRI and Bursa (cont'd)

Sustainability			Global Development Goals	International Reporting	National Reporting
GPM P5 Standard			UN SDGs	GRI	BURSA
					
Sustainability Category	Sustainability Sub-Category	Sustainability Elements	SDGs #	GRI Disclosures	BURSA Discloses
Prosperity Impacts (Economy/Governance)	Project Feasibility	Business Case Analysis	SDG 1	GRI 2-9 GRI 201-1	
		Financial Analysis	SDG 1	GRI 201-1	
		Social Return on Investment	SDG 17		
		Modeling and Simulation	SDG 1		
	Business Agility	Flexibility/Optionality	SDG 17	GRI 2-3 GRI 2-23 GRI 2-24	
		Resiliency	SDG 1	GRI 2-3 GRI 2-23 GRI 2-24	
	Market and Economic Stimulation	Local Economic Impact	SDG 1	GRI 202-1 GRI 202-2	
		Indirect Benefits	SDG 1	GRI 203-1 GRI 203-2	
		ESG Disclosures and Sustainability Reporting	SDG 17		

By applying the GPM P5 Standard, companies can ensure their material topics are comprehensive, impactful, and aligned with their sustainability strategies. This systematic approach not only enhances stakeholder trust but also positions the company as a leader in sustainable development.

National Sustainability Reporting Framework (NSRF) – Year 2025 Onwards

Listed companies on Bursa Malaysia's Main Market and ACE Market, as well as large non-listed companies with annual revenue of RM2 billion and above, will be required to comply with the newly launched National Sustainability Reporting Framework (NSRF) in phases. According to the Securities Commission Malaysia (SC), the NSRF addresses the use of the IFRS Sustainability Disclosures Standards issued by the International Sustainability Standards Board (ISSB) as the baseline for sustainability disclosures for companies in Malaysia.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Driving Progress in the Global Goals

The UN SDGs consist of 17 interconnected objectives aligned with the 5Ps (People, Planet, Prosperity, Peace, and Partnerships). Aimed at addressing urgent social and environmental challenges globally by 2030, they serve to inspire collective action among organisations and governmental bodies worldwide for a more equitable future. In line with these goals, NCT Alliance firmly aligns with six UN SDGs, contributing to global progress toward sustainability.



8.5
Achieve full and productive employment and decent work for all women and men.

8.8
Protect labour rights and promote safe and secure working environments for all employees.

- Comply with labour laws, uphold decent work standards, safe working conditions and social protection, to ensure the well-being of workers.
- Zero-tolerance towards any form of child labour, forced labour and indentured labour in our business operations.
- A total of 385 training hours recorded.
- Zero fatalities and injuries recorded across the Group.



9.1
Develop quality, reliable, sustainable, and resilient infrastructure.

- Utilising PropertyX Contactless technology to revolutionise our property sales management and improve customer experience.



11.1
Ensure access for all to adequate, safe and affordable housing.

- Provide sustainable and high-quality residences for customers by utilising sustainable materials, such as pre-packed render for plastering repairs and skim coat instead of sand and cement for apartment units.



12.5
Reduction of waste generation through prevention, reduction, recycling and reuse.

- Waste from construction sites was managed and disposed of by licensed contractors in compliance with applicable regulatory requirements.



13.2
Integration of climate change measures into national policies, strategies, and planning.

- Reported on Scope 1 and 2 GHG emissions
- Began tracking and reporting Scope 3 GHG emissions (for business travel and employee commute only).
- Actively pursued rainwater harvesting at the GIM project site, repurposing the collected rainwater for various on-site purposes.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Driving Progress in the Global Goals (cont'd)



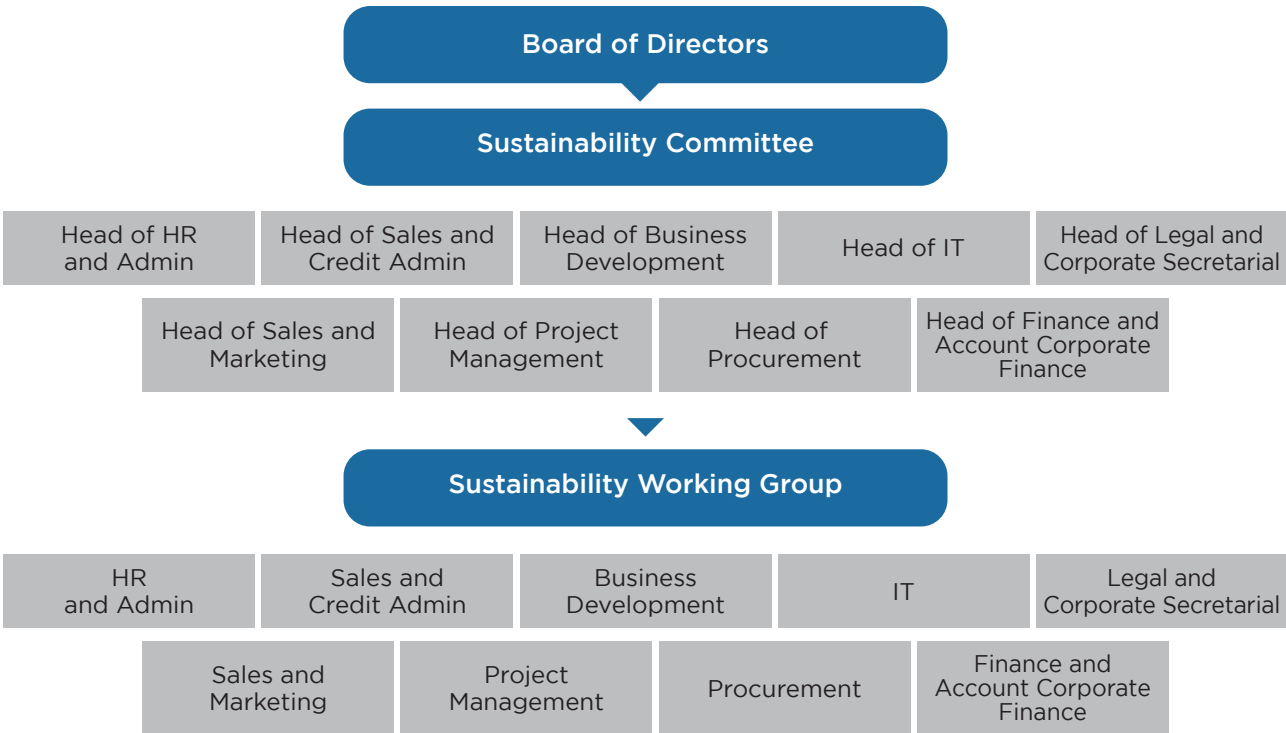
16.5
Substantial reduction of corruption and bribery in all their forms.

16.6
Development of effective, accountable and transparent institutions at all levels.

- Zero reported cases of bribery and corruption.
- Established Code of Conduct and Ethics, Anti- Bribery and Corruption Policy, and Whistleblowing Policy.

Reinforcing Integrity with Ethical Governance

Sound governance forms the foundation of our sustainability approach and fosters ESG integration throughout the Group. Our three-tier governance structure enables a top-down approach to sustainability, clearly defining the responsibilities at each level within NCT Alliance and their contributions to effective sustainability practices.



Engaging Stakeholders for Excellence

Fostering regular engagement with our stakeholder network is integral to aligning our strategies with their expectations and requirements. We gather their perspectives through diverse channels, thoroughly considering their concerns to develop responsive strategies that create shared value for both business and stakeholders.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Engaging Stakeholders for Excellence (cont'd)

 Shareholders and Investors			
Area of Concern	NCT Alliance's Response to Concerns	Engagement Channels	Frequency of Engagement
- Corporate direction and growth - Financial and sustainability performance - Risk management - Corporate governance - Return on investment	- Clearly communicate the Company's long-term vision and strategic goals to stakeholders - Publish comprehensive financial reports and sustainability reports - Regularly assess and identify risks to the business, both internal and external - Highlight strategies and initiatives aimed at creating sustainable long-term value for investors	- General meetings - Reports, press release and company's website - Announcements - Quarterly analyst - Meeting with bankers	- On-going - Periodically - Annually - Quarterly - Ad-hoc basic
 Government and Regulators			
Area of Interest/Concern	NCT Alliance's Response to Concerns	Engagement Channels	Frequency of Engagement
- Compliance - Anti-corruption - Security issue - Approval and permits - Corporate governance	- Conduct regular internal and external audits to ensure compliance with relevant laws, regulations, and industry standards - Enforce a comprehensive anti-corruption policy that clearly outlines the Group's stance on bribery and corruption - Implement robust security measures - Maintain a systematic approach to document and track all approvals and permits	- Establishment of policies - Regulator's portal - Meetings and consultations - Training programmes and dialogue - Audit and verification	- On-going - Periodically - Annually - Quarterly - Ad-hoc basic
 Contractors, Vendors and Suppliers			
Area of Interest/Concern	NCT Alliance's Response to Concerns	Engagement Channels	Frequency of Engagement
- Fair procurement practices - Payment/credit terms - Competitive pricing - Legal compliances	- Establish clear and transparent procurement policies - Establish open communication channels with vendors - Conduct thorough market research to understand prevailing pricing trends - Conduct regular legal compliance audits	- Interviews and meetings - Contract negotiation and vendor registration - Assessment and performance review	- On-going - Periodically - Ad-hoc basic

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABILITY STANDARDS & GUIDELINES (cont'd)

Engaging Stakeholders for Excellence (cont'd)

 Customers			
Area of Interest/Concern	NCT Alliance's Response to Concerns	Engagement Channels	Frequency of Engagement
- Product quality and workmanship - Pricing - Product safety - Defect rectification - Return on investment - Timely vacant possession handovers - Customer services	- Implement robust quality assurance processes - Adhere to all safety regulations - Respond promptly to customer complaints - Develop realistic project timelines - Maintain open and responsive communication channels with customers	- Corporate campaigns, corporate website/social media - Advertisement and marketing promotions, road shows - Sales galleries	- On-going - Periodically - Ad-hoc basic
 Employees			
Area of Interest/Concern	NCT Alliance's Response to Concerns	Engagement Channels	Frequency of Engagement
- Job security - Remuneration and benefits - Career development and training opportunities - Workplace health and safety	- Foster a culture of employee engagement - Offer a comprehensive benefits packages, including health insurance, retirement plans, and other perks - Provide ongoing training programmes - Conduct regular safety training for employees	- Annual survey - Performance appraisals - Meetings and discussions - Trainings - Emails, memos and other communications platform	- On-going - Periodically - Annually - Quarterly - Ad-hoc basic
 Local Communities			
Area of Interest/Concern	NCT Alliance's Response to Concerns	Engagement Channels	Frequency of Engagement
- Impact on economy - Impact on environmental - Transparency and accountability - Communities welfare	- Priorities local suppliers and contractors - Implement environmentally friendly construction and development practices - Maintain open communication channels with the community - Develop and support community programmes	- Community engagement, annual report - Corporate social responsibility programmes	- On-going - Ad-hoc basic

SUSTAINABILITY STATEMENT (cont'd)

FOCUSING ON THE MATERIAL

Assessing and Understanding

Used to discern material issues and their relative importance, materiality assessments provide organisations with a complete picture of the most significant matters at hand. Such insight informs our strategic decision-making, directing us to efficiently allocate resources towards priority matters.

By addressing emerging topics, we effectively mitigate risks and positively impact business performance, ensuring we remain in harmony with our overarching sustainability objectives. Therefore, we conducted a sustainability reassessment this year, selecting our material sustainability matters with reference to Bursa Malaysia's Main Market Listing Requirements and the Sustainability Reporting Guide (3rd Edition).



Plotting the Matrix

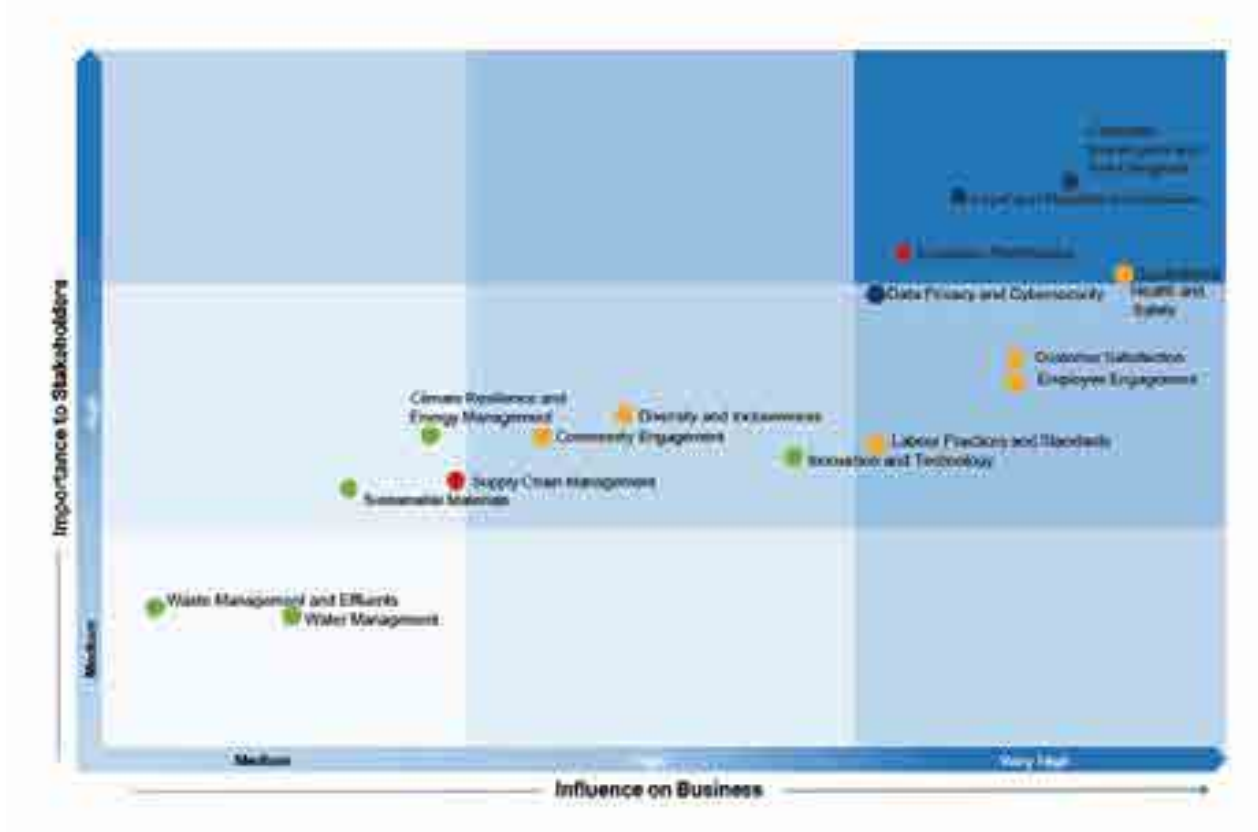
Following our materiality reassessment, we identified 16 material topics strategically plotted onto a matrix that accurately reflects their importance to our stakeholders and NCT Alliance's operations. These topics are categorised across three degrees of significance which are medium, high and very high.

SUSTAINABILITY STATEMENT (cont'd)

FOCUSING ON THE MATERIAL (cont'd)

Plotting the Matrix (cont'd)

Of the 16 matters, the top five for this year are **Corporate Governance and Anti-Corruption, Legal and Regulatory Compliance, Occupational Health and Safety, Economic Performance and Data Privacy and Cybersecurity**.



Governance and Responsible Business	Investing with Integrity
01 Corporate Governance and Anti-Corruption	04 Economic Performance
02 Legal and Regulatory Compliance	13 Supply Chain Management
05 Data Privacy and Cybersecurity	
Constructing Thriving Communities	Shifting Towards Low-Carbon
03 Occupational Health and Safety	09 Innovation and Technology
06 Customer Satisfaction	12 Climate Resilience and Energy Management
07 Employee Engagement	14 Sustainable Materials
08 Labour Practices and Standards	15 Water Management
10 Diversity and Inclusiveness	16 Waste Management and Effluents
11 Community Engagement	

SUSTAINABILITY STATEMENT (cont'd)

FOCUSING ON THE MATERIAL (cont'd)

Charting Our Material Issues

We organised our material matters based on their alignment with our adopted UN SDGs, key stakeholder groups and four sustainability pillars, effectively illustrating the interconnectedness between these facets.

Governance and Responsible Business

Conducting our business with a high standard of corporate governance and our company values, which emphasise managing all relationships with fairness, decency and good citizenship.



Corporate Governance and Anti-Corruption	Upholding strict ethical standards by adopting a zero-tolerance policy against corruption and enforcing the Code of Conduct and Ethics.	
Legal and Regulatory Compliance	Ensuring adherence to applicable laws and regulations pertaining to the Group, encompassing health and safety, labour practices, and environmental protection.	
Data Privacy and Security	Safeguarding digital information, including preventing unauthorised access to our networked systems and cyber threats.	

Investing with Integrity

Monitoring long-term financial stability and profitable growth, as well as the ability to operate efficiently and adapt to changing economic conditions.



Economic Performance	Efforts in managing the Group's economic performance and its impacts, including annual budgeting.	
Supply Chain Management	Integrating best practices to ensure sustainable and transparent procurement practices, in accordance with our Vendor Code of Conduct.	

SUSTAINABILITY STATEMENT (cont'd)

FOCUSING ON THE MATERIAL (cont'd)

Constructing Thriving Communities

Fostering a culture of mutual respect and security, an inclusive and diverse work environment, an array of professional development opportunities, safe working conditions and fair hiring and labour standards.



Customer Satisfaction	Offering excellent products and services to customers through high quality standards and effective communication.	
Occupational Health and Safety	Maintaining workplace safety in accordance with pertinent laws and regulations, while also ensuring the safety of the surrounding public.	
Employee Engagement	Improving organisational performance through initiatives such as performance appraisals and employee benefits.	
Labour Practices and Standards	Promoting respect for human rights and upholding integrity in labour standards.	
Diversity and Inclusiveness	Promoting a varied workforce and ensuring an inclusive environment that values different perspectives and backgrounds.	
Community Engagement	Actively engaging with and contributing to local communities through various initiatives and support programs.	

Shifting Towards Low-Carbon

Minimising our environmental impact and carbon emissions by effectively managing energy, waste and water consumption.



Climate Resilience and Energy Management	Mitigating climate risks and impacts by monitoring greenhouse gas emissions and implementing energy-efficient practices.	
Water Management	Ensuring responsible management and efficient utilisation of water resources in our operations.	

SUSTAINABILITY STATEMENT (cont'd)

FOCUSING ON THE MATERIAL (cont'd)

Shifting Towards Low-Carbon (cont'd)

Sustainable Materials	Using sustainable building materials and practicing resource optimisation in our construction projects.	
Innovation and Technology	Incorporating digital technologies into our operations and customer service.	
Waste Management and Effluents	Managing the generation and disposal of waste within our operations.	

TRANSITIONING TOWARDS A CLIMATE-RESILIENT FUTURE

The Task Force on Climate-related Financial Disclosures (TCFD), established by the Financial Stability Board, provides a framework to help companies evaluate their climate-related risks and opportunities. It is organized into four key components—governance, strategy, risk management, and metrics and targets—encompassing 11 recommended disclosures. These core areas ensure that climate-related considerations are effectively integrated into a company's governance, strategy, and risk management processes.

NCT Alliance recognizes the growing importance of addressing climate issues and advancing green initiatives. In FY2024, we took the initial steps in our TCFD journey to strengthen our climate-related disclosures and actions. Building on this foundation, in 2024, we have further enhanced sustainable practices across our projects and operations to create a greater impact in alignment with our mission and vision.

Governance

- a) The Board of Director's oversight on climate-related risks and opportunities.

Figure 1 : NCT Alliance's Board of Director



SUSTAINABILITY STATEMENT (cont'd)

TRANSITIONING TOWARDS A CLIMATE-RESILIENT FUTURE (cont'd)

Governance (cont'd)

- b) The Key Senior Management's role in assessing and managing climate-related risks and opportunities.

Figure 2: NCT Alliance's Key Senior Management Team



Key Senior Management Team is responsible for the day-to-day identification, assessment, and management of climate-related risks and opportunities. This includes implementing strategies, monitoring progress, and ensuring compliance with relevant regulations and standards. Through proactive engagement with stakeholders and alignment with the Board's directives, management drives initiatives that enhance the Company's ability to adapt to climate challenges and capitalize on sustainable opportunities.

Strategy

NCT Alliance categorizes its climate-related risks into two main types: transition risks and physical risks. Transition risks arise from challenges associated with the shift toward a sustainable, low-carbon economy, driven by regulatory changes and shifts in market dynamics. Physical risks stem from the direct effects of climate change, such as extreme weather events and rising temperatures, which can impact assets and operations. These risks lead to higher costs, revenue fluctuations, and the potential for damages and disruptions caused by both short-term and long-term climate-related events.

Transition Risks

Figure 3: The Table of Transition Risk and Physical Risk

Transition Risks	Potential Impact	Opportunities
Policy and Legal	Stringent environmental regulations and policies aimed at reducing carbon emissions may impact the property industry.	Aligning with or surpassing anticipated environmental regulations enables us to successfully enter new markets and preemptively address potential legal challenges.
Technology	Advances in technology such as breakthroughs in low-carbon or alternative construction materials, could disrupt the construction processes. Failing to adopt or invest in innovative technologies may result in competitive disadvantages.	Investing in and adopting innovative technologies that reduce carbon emissions in the property development process can position NCT Alliance as a leader in property development industry.
Supply Chain	The shift toward a low-carbon economy may necessitate changes in our supply chain. Supplier not aligning with sustainability goals.	Ensuring a sustainable and transparent supply chain, from raw material sourcing to final product delivery.

SUSTAINABILITY STATEMENT (cont'd)

TRANSITIONING TOWARDS A CLIMATE-RESILIENT FUTURE (cont'd)

Strategy (cont'd)

Physical Risks

Physical Risks	Potential Impact	Opportunities
Acute	Severe weather events or natural disasters may disrupt supply chains, damage infrastructure and threaten safety, impacting operational continuity.	Proactive planning for acute physical risks presents an opportunity to enhance strategic resilience. Thorough risk assessments, emergency response plans and investment in resilient infrastructure can mitigate immediate impacts.
Chronic	Prolonged environmental changes such as rising temperatures and shifting precipitation patterns, pose persistent challenges, potentially affecting infrastructure, resource availability and our worker's health over the long term.	Integrating sustainable practices, investing in energy efficient technologies and adopting climate-resilient infrastructure can mitigate long term impacts.

Risk Management

NCT Alliance adopts a proactive approach to managing climate-related risks by identifying, assessing, and mitigating potential impacts across its operations and value chain. This involves integrating climate risk considerations into the Company's overall risk management framework to address both transition and physical risks effectively. By monitoring regulatory changes, technological advancements, and market trends, the Company ensures readiness to adapt to a low-carbon economy. Additionally, NCT Alliance evaluates supply chain resilience and operational vulnerabilities, implementing measures to minimize disruptions and safeguard assets against the adverse effects of climate change. This comprehensive approach enables the Company to mitigate risks while leveraging opportunities for sustainable growth.

Metrics and Targets

NCT Alliance quantifies carbon emissions, waste, energy and water consumption. We measure carbon emissions in tCO₂e, electricity in kWh, water in ML, and waste in tonnes. To determine greenhouse gas ("GHG"), energy and water intensity, we calculate absolute values and normalise them by dividing against the floor space of our operations in m².

SUSTAINABILITY STATEMENT (cont'd)

GOVERNANCE AND RESPONSIBLE BUSINESS

Fundamental to our leadership's commitment to sustainable business practices, good governance guides our actions as a responsible corporate entity. It underpins our adherence to industry best practices, driving ethical conduct and compliance with legal and regulatory standards. At NCT Alliance, we also position ourselves as a trusted developer in the digital age, by implementing robust data privacy and cybersecurity measures.

Material Sustainability Matters

- Corporate Governance and Transparency
- Legal and Regulatory Compliance
- Data Privacy and Cybersecurity

Stakeholders

- Shareholders and Investors
- Government and Regulators
- Contractors, Vendors and Suppliers
- Customers
- Employees



- ZERO** instances of non-compliance with our Anti-Bribery and Anti-Corruption ("ABAC") policy
- ZERO** cases of data breach incidents recorded
- ZERO** complaints regarding breaches of customer security and privacy

SUSTAINABILITY STATEMENT (cont'd)

CORPORATE GOVERNANCE AND TRANSPARENCY

Why It Matters

Applying the principles of good governance throughout the Group's operations is essential for upholding integrity. Sound corporate governance cultivates an ethical culture throughout our operations, supporting the credibility of our operations that ultimately builds trust with stakeholders.

Our Approach

The Group is aligned with the Malaysia Code on Corporate Governance ("MCCG") 2021 and the Malaysian Anti-Corruption Commission Act 2009. To uphold ethical standards, we established a Code of Ethics and Conduct that outlines the ethical principles and standards for directors and employees. Grounded in integrity, this code governs our interactions with stakeholders to uphold the highest standards of conduct across all levels.

Employees must adhere to the guidelines delineated in the Employee Handbook and the Employee Code of Ethics and Conduct, in alignment with the Group's values and goals. Complementing these measures is the recently introduced Conflict of Interest Policy, aimed at proactively mitigating potential conflicts of interest among directors and employees.

Code of Conduct and Ethics

Emphasises the highest standards of conduct in all relationships, based on sincerity, integrity, transparency, and accountability. It applies to all directors and employees and outlines principles such as compliance with corporate governance standards, ethical business conduct, and avoidance of conflicts of interest. Enforced by the Board of Directors, the Code undergoes periodic reviews for relevance and appropriateness.

Conflict of Interest Policy

Serves as a guideline to prevent conflicts of interest within the Group. It prohibits the use of the Group's resources for personal gain and requires directors and personnel to act in the best interests of the Group. It also mandates the disclosure of any conflicts of interest and emphasises the protection of the Group's assets and confidential information. If a conflict arises, individuals must disclose the situation.

Additionally, the Group has other policies and codes in place to further support responsible business practices.

- Anti-Bribery and Anti-Corruption Policy
- Director's Fit and Proper Policy
- Remuneration Policy
- Privacy Policy
- Whistleblowing Policy
- Anti-Money Laundering and Countering Financing of Terrorism ("AMLCFT") Policy
- Vendor Code of Conduct

For further details on NCT Alliance Berhad's corporate governance, please visit <https://www.nctalliance.com/corporate/corporate-overview/corporate-information>

SUSTAINABILITY STATEMENT (cont'd)

CORPORATE GOVERNANCE AND TRANSPARENCY (cont'd)

Within the Group, there exist several established committees, each endowed with delineated responsibilities.

Audit Committee

- Operates under its own Terms of Reference within the Board's purview
- Oversees financial reporting, risk management, internal controls and ensures compliance with relevant laws and regulations



Sustainability Committee

- Identifies and approves sustainability targets
- Designs, implements and assesses sustainability strategies
- Incorporates new sustainability opportunities

Nomination and Remuneration Committee

- Operates under its own Terms of Reference within the Board's purview
- Nominates the Board and Board Committee members and determines the remuneration of Directors and Senior Management

Risk Management Committee

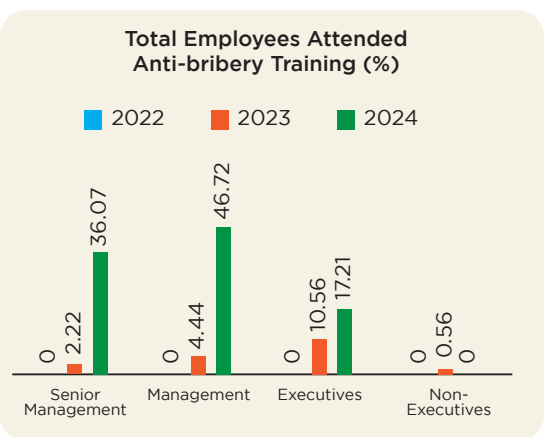
- Identifies and assesses critical risks faced by the Group
- Reviews and manages the Management's action plan
- Oversees risk-related activities
- Reviews the Group's risk profile and organisational performance

Our Performance

This year, the Board participated in an ESG briefing session to enhance their understanding of sustainability matters. These ESG training sessions are held as needed to keep the Board informed of the latest sustainability developments, empowering them to effectively address evolving challenges and opportunities.

The Group successfully conducted anti-bribery and corruption training for 122 (100%) for NCT HQ employees. Moving forward, we plan to encourage greater training participation among employees by implementing targeted awareness campaigns and offering incentives for completion. We are pleased to report zero instances of non-compliance with our anti-bribery and corruption policy in FY2024.

Figure 4: Total Employees Attended Anti-Bribery Training



In line with our commitment to fostering a culture of integrity, anti-bribery training was attended by employees across various levels of the organization. For FY2024, of those who participated, 36.07% were from senior management, 46.72% were from management, and 17.21% were executives. In comparison, for FY2023, 2.22% of senior management, 4.44% of management, and 10.56% of executives participated in the training, with only 0.56% of non-executive employees attending. While there has been a reduction in participation across the organization in FY2023, we remain dedicated to ensuring all levels of the organization are equipped with the knowledge and tools to uphold ethical standards.

SUSTAINABILITY STATEMENT (cont'd)

LEGAL AND REGULATORY COMPLIANCE

Why It Matters

Ensuring legal compliance within our project development operations is fundamental to fostering sustainable practices. By adhering to the relevant laws and regulations, we establish accountability in our operations and reinforce confidence in our operations.

Our Approach

The Group complies with the procedural regulatory requirements under Bursa Malaysia's Main Market Listing Requirements ("MMLR"), covering areas such as work health and safety, modern slavery and housing-related laws. We also adhere with the Code of Ethics for Company Directors and Company Secretaries issued by the Companies Commission of Malaysia in September 2023, along with other pertinent laws and regulations.

1. Companies Act 2016
2. Capital Markets & Services Act 2007
3. Main Market Listing Requirements of Bursa Malaysia Securities Berhad
4. Malaysian Code on Corporate Governance ("MCCG")
5. Malaysian Anti-Corruption Commission Act 2009
6. Anti-Money Laundering, Anti-Terrorism Financing & Proceeds of Unlawful Activities Act 2001
7. Unclaimed Moneys Act 1965
8. Employment Act 1955
9. Personal Data Protection Act 2010
10. Housing Development (Control and Licensing) (Amendment) Act 2012
11. Housing Development (Control and Licensing) (Amendment) Regulations 2015
12. Housing Development (Housing Development Account) (Amendment) Regulations 2015

DATA PRIVACY AND CYBERSECURITY

Why It Matters

As digital infrastructure becomes increasingly globalised, effective cybersecurity risk management is essential to comply with legal requirements and mitigate security incidents, thereby protecting organisational integrity.

Our Approach

NCT Alliance's data privacy measures are compliant with the Personal Data Protection Act ("PDPA") 2010 which governs the acquisition, use and maintenance of personal data within our property development operations. We prioritise cybersecurity awareness among our employees and established a dedicated cybersecurity team tasked with monitoring and responding to security incidents, upholding optimal data security.

NCT Alliance Data Privacy Protection Measures



Only authenticated users to access server files



Anti-virus and firewall



Adherence to Personal Data Protection Act 2010



Endpoint solution on critical servers



Two-factor authentication

In the event of a security breach, our breach response procedure enables prompt resolution.

SUSTAINABILITY STATEMENT (cont'd)

DATA PRIVACY AND CYBERSECURITY (cont'd)

NCT Alliance Data Privacy Protection Measures



Our Performance

We are pleased to report that no substantiated complaints regarding breaches of customer security and privacy were received for FY2024.

SUSTAINABILITY STATEMENT (cont'd)

INVESTING WITH INTEGRITY

Sustainable business practices are essential for maintaining the longevity of revenue streams and enriching stakeholder value. NCT Alliance prioritises the economic resilience of our operations and procurement practices to strengthen our growth trajectory, thereby enhancing our ability to adapt to the changing market landscape for long-term sustainability.



Material Sustainability Matters

- Economic Performance
- Supply Chain Management

Stakeholders

- Government and Regulators
- Contractors, Vendors and Suppliers
- Customers
- Employees

100% of procurement budget
spent on local suppliers

SUSTAINABILITY STATEMENT (cont'd)

ECONOMIC PERFORMANCE

Why It Matters

A strong economic performance sustains revenue streams and increases stakeholder value. Through strategic prioritisation of our economic robustness, we can fortify our growth trajectory and uphold long-term business sustainability, thereby driving value generation.

Our Approach

NCT Alliance prepares an annual budget that serves as a guideline for our financial decisions, ensuring efficient resource allocation and cost management. The process enhances our adaptability to changing market conditions as well as improves our financial resilience.

Our Performance

In FY2024, the Group recorded a total revenue of RM 258,198,255 million.

FY2024	
Income Statement (RM)	
Economic Value Generated (Revenue)	258,198,255
Operating Costs	44,724,566
Employee Wages and Benefits	23,680,358
Contributions (RM)	
Economic Value Retained (Profits)	34,784,833
Payment to Government (Taxes)	14,809,738
Community Investments	690,456

SUPPLY CHAIN MANAGEMENT

Why It Matters

Prioritizing local suppliers stimulates economic development in the regions where we operate. It also enables closer oversight over supplier operations, facilitating enhanced accountability in our procurement practices and climate chain resilience.

Our Approach

The Group established stringent assessment criteria for suppliers, evaluating their track record, previous project references and financial capacity before engagement. Our Vendor Code of Conduct (“VCC”) outlines the expected practices and professional conduct for all vendors engaged with the Group. All relevant parties are duly informed of the VCC and required to acknowledge its principles and standards.

Our Performance

For FY2024, we allocated 100% of our procurement budget to local suppliers and vendors.

SUSTAINABILITY STATEMENT (cont'd)

CONSTRUCTING THRIVING COMMUNITIES

Social responsibility is integral to NCT Alliance's ethos. We focus on promoting meaningful connections with our employees, customer and communities, furthering a collaborative effort towards a thriving society. Our social initiatives exemplify our vision for realising long-term growth and a prosperous future for all.



Material Sustainability Matters

- Labour Practise & Standards
- Occupational Health & Safety
- Diversity & Inclusiveness
- Community Engagement
- Customer Satisfaction
- Employee Engagement

Stakeholders

- Regulators
- Employees
- Shareholder & Investors
- Customers
- Communities

ZERO cases of harassment, discrimination and human rights violation

Invested a total of **RM 690,456** to the community

Recorded **ZERO** fatalities across the Group

Recorded a total of **387** training hours in FY2024

SUSTAINABILITY STATEMENT (cont'd)

LABOUR PRACTICES AND STANDARDS

Why It Matters

As the foundation of our operations, the caliber of our employees directly corresponds to our success. At NCT Alliance, we invest in their growth, providing them with the necessary resources for excellence and fostering a culture of mutual success where both the Group and the workforce thrive together.

Our Approach

We invest in a broad spectrum of training programs covering a variety of topics, from general career development and latest industry best practices to specific business functions, arming our employees with the necessary competencies to consistently deliver exceptional results.

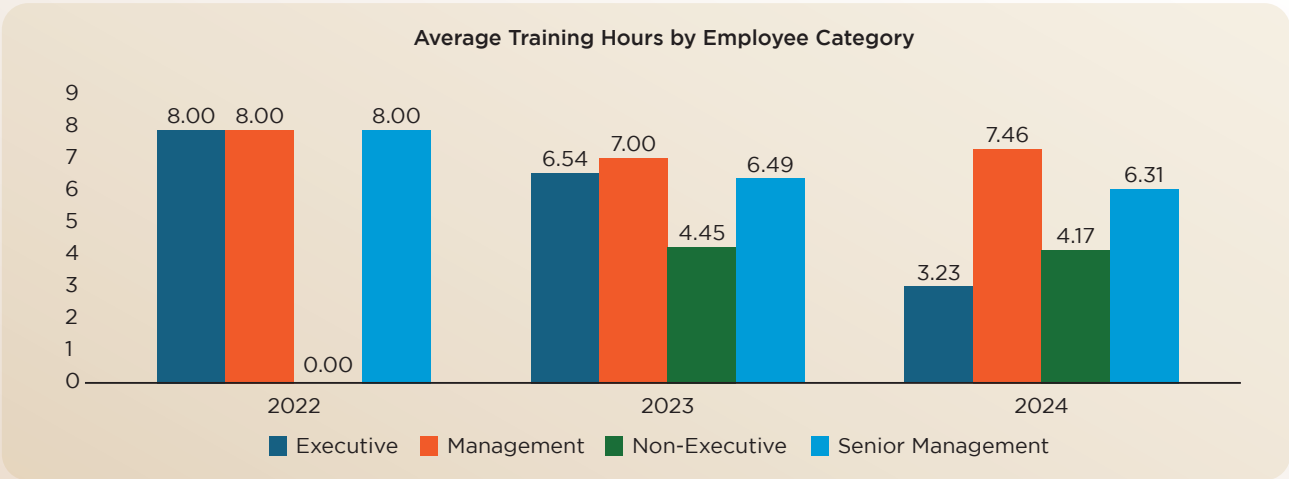
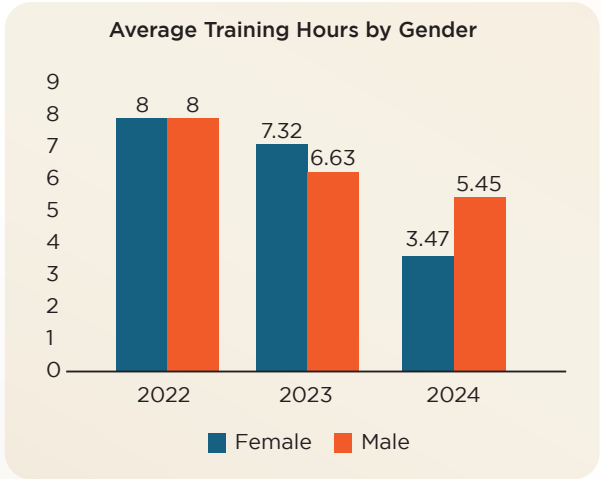
Our Performance

In FY2024, NCT Alliance organized 11 training programs across five distinct categories: Compliance, General Knowledge, Leadership, Orientation, and Skill- based Training. Together, these programs amounted to a total of 387 training hours.

NCT invests in human capital by empowering all our employees in all categories by sending them for training to upgrade their skills and knowledge. In FY 2024, on average, every employee in the company attended a total of 8.9 hours of training.

On average, male employees completed 5.45 training hours while female employees averaged 3.47 hours. Acknowledging the diverse needs across career stages, we tailored training hours to suit individual roles accordingly. Management roles received the highest number of training hours, totaling 7.46 hours, followed by senior management at 6.31 hours, executive positions at 4.17 hours, and non-executive roles at 3.23 hours.

Figure 5: Average Training Hours by Gender and Employee Category



SUSTAINABILITY STATEMENT (cont'd)

OCCUPATIONAL HEALTH AND SAFETY

Why It Matters

Property development involves various operational risks, such as working at heights, using heavy machinery, and conducting hot work. These risks emphasize the importance of maintaining safe working environments. Beyond compliance with safety regulations, ensuring secure daily operations is vital for protecting the safety and well-being of our employees at worksites.

Our Approach

Our safety and health committee ("SHC") oversees the Group's occupational health and safety system ("OSH") to consistently monitor safety performance at our worksites. The system is integral to upholding established standards and promotes swift response to risks that may arise within our operations.

A key aspect of NCT Alliance's health and safety management is conducting regular risk assessments. We perform monthly Hazard Identification, Risk Assessment, and Risk Control (HIRARC) activities at the GIM Project site to proactively identify and mitigate potential risks. In addition, Health, Safety, and Environment (HSE) inspections are conducted weekly to address any non-conformities promptly.

Complementing these efforts is our internal Safety and Health Policy which serves as a guideline to raise employee awareness of potential workplace hazards and thus prevent accidents from occurring.

Our Performance

a. Health and Safety Trainings

In FY2024, the GIM Project achieved a significant milestone by initiating the collection of occupational health and safety ("OHS") data and implementing health and safety training programs from the second quarter onwards. This initiative, which saw 280 participants undergo training sessions, highlights our commitment to enhancing data-driven decision-making and upholding high standards for workplace well-being and safety at the project site.

Financial Year	2024
Number of employees trained on health and safety standards	280

In FY2024, the GIM Project successfully conducted a comprehensive range of health and safety training programs. These included regular Safety Inductions for new employees, weekly Safety Walkabouts and Meetings to ensure continuous site safety monitoring, monthly Safety Committee Meetings for collaborative safety discussions, and weekly Toolbox talks to reinforce key safety topics. This consistent focus on training and safety engagement reflects the project's ongoing commitment to maintaining a safe and well-informed work environment.

SUSTAINABILITY STATEMENT (cont'd)

OCCUPATIONAL HEALTH AND SAFETY (cont'd)

Our Performance (cont'd)

b. Work related-injury

Ensuring the safety and well-being of all workers is of paramount importance in FY2024. The primary objective is that every employee returns home safely at the end of each workday. The commitment to preventing workplace incidents remains steadfast, with a continuous effort to achieve a zero-accident environment.

In FY2024, the Group recorded zero recordable lost-time injuries (LTIs) and zero fatalities resulting from work-related injuries or ill health. With no LTIs reported, the Lost Time Injury (LTI) rate is calculated as 0 for both the Headquarters (HQ) and the GIM project site.

This outstanding safety performance underscores the effectiveness of NCT's commitment to worker well-being and safety. A key contributor to this achievement has been the robust implementation of Occupational Safety and Health (OSH) training programs, which have played a critical role in fostering a safe and proactive work environment.

FY2024	
Title of Training Program	Description
Safety Induction	A safety briefing provided to new employees.
Safety Walkabout and Meetings	Weekly site safety walkabouts and regular safety meetings.
Safety Committee Meeting	Quarterly meetings held with the safety committee, including a walkabout.
Toolbox	Weekly safety toolbox talks to discuss specific safety topics.

	FY2024		FY2024		FY2024	
	HQ	GIM	HQ	GIM	HQ	GIM
Total number of hours worked	184,320	2,130,070	345,600	7,768,400	492,000	71,520
Number of lost-time injuries	0	0	0	0	0	0
Number of fatalities as a result of work-related injuries or ill health	0	0	0	0	0	0
Lost-time incident frequency rate	0	0	0	0	0	0

SUSTAINABILITY STATEMENT (cont'd)

DIVERSITY AND INCLUSIVENESS

Why It Matters

Embracing workplace diversity fuels our growth and empowers our employees to contribute diverse perspectives, ultimately driving the Group's long-term success. By embracing employees from diverse backgrounds, we nurture a workforce rich in talent and skills, creating an inclusive environment conducive to innovation.

Our Approach

NCT Alliance's advocacy for diversity and inclusiveness is reflected in our recruitment practices. We prioritize merit above all else, focusing on skills, qualifications and experience rather than factors such as race, gender or age, providing every candidate with an equal opportunity to succeed. Our merit-based approach promotes an equal work environment that values individuals for their unique contributions.

Our Performance

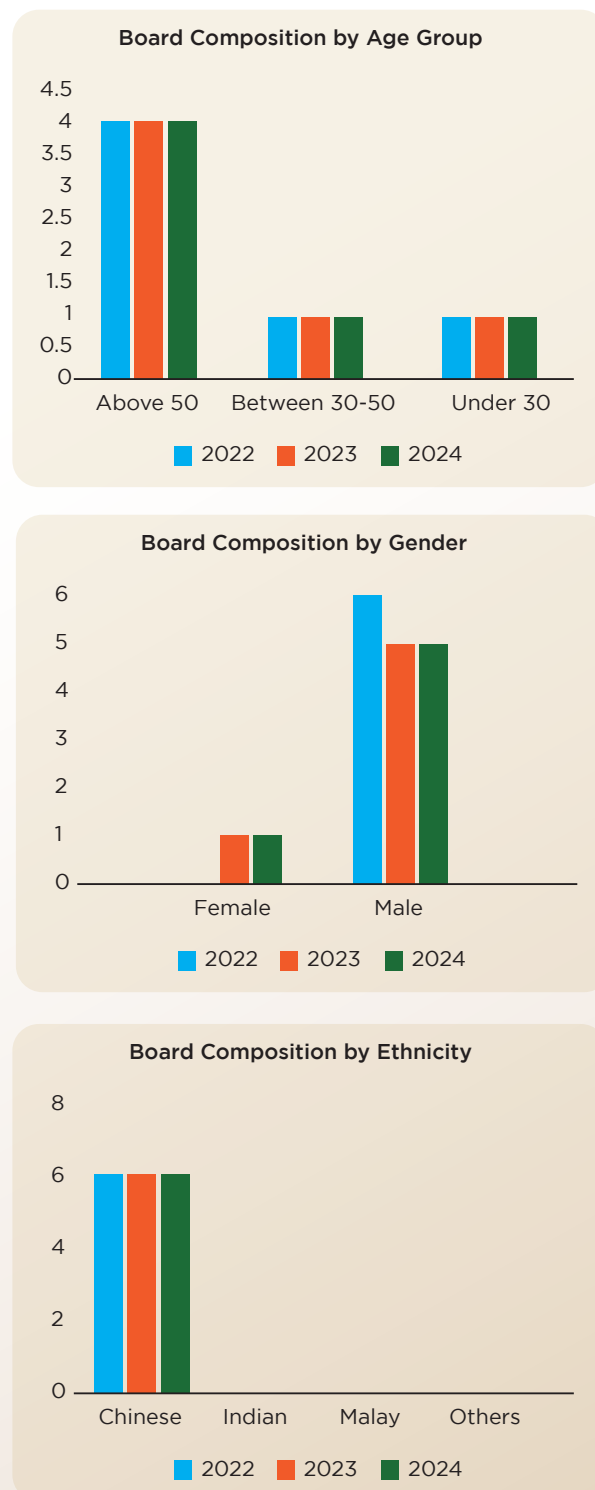
In FY2024, our workforce comprised 65% men and 35% women, with the age demographics as follows: 12% under 30, 58% between 30 and 50 years old, and 31% over 50 years old. Conversely, our board composition consisted of 83% men and 17% women.

In FY2024, within the managerial categories, 65% were male and 35% were female, with 70% in the 30-50 age range and 30% over 50 years old.

In the executive category, 37% were male and 63% were female, with 54% under 30 years old and 46% over 30.

For non-executive roles, 52% were male and 48% female, with 33% under 30 and 67% over 30.

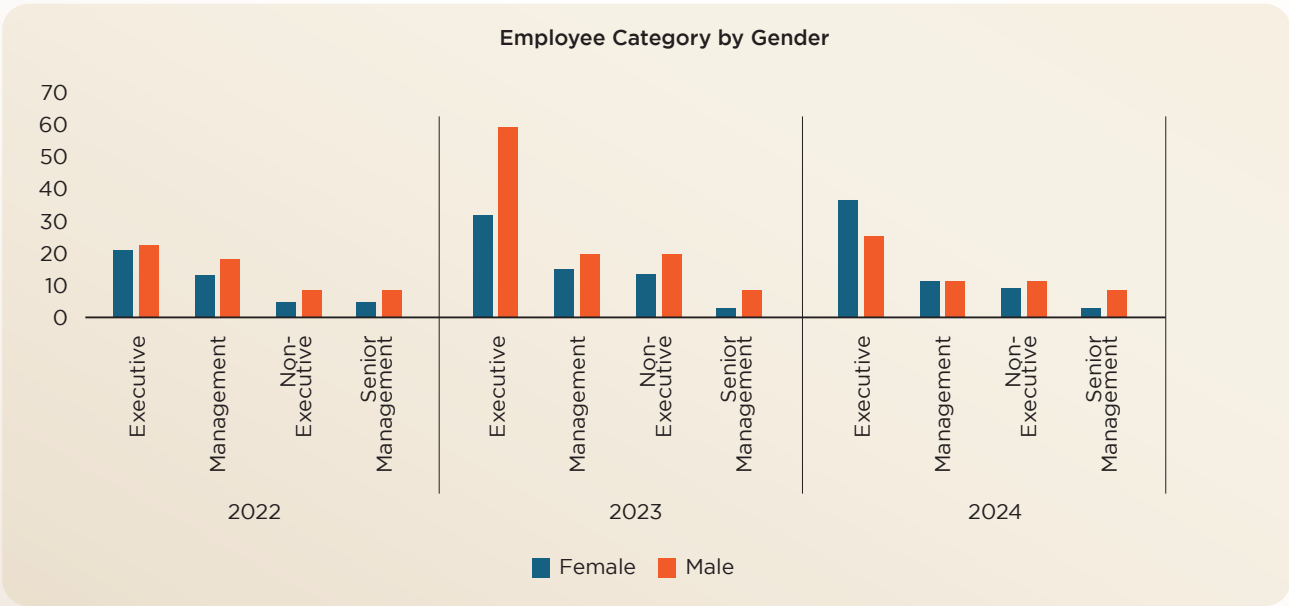
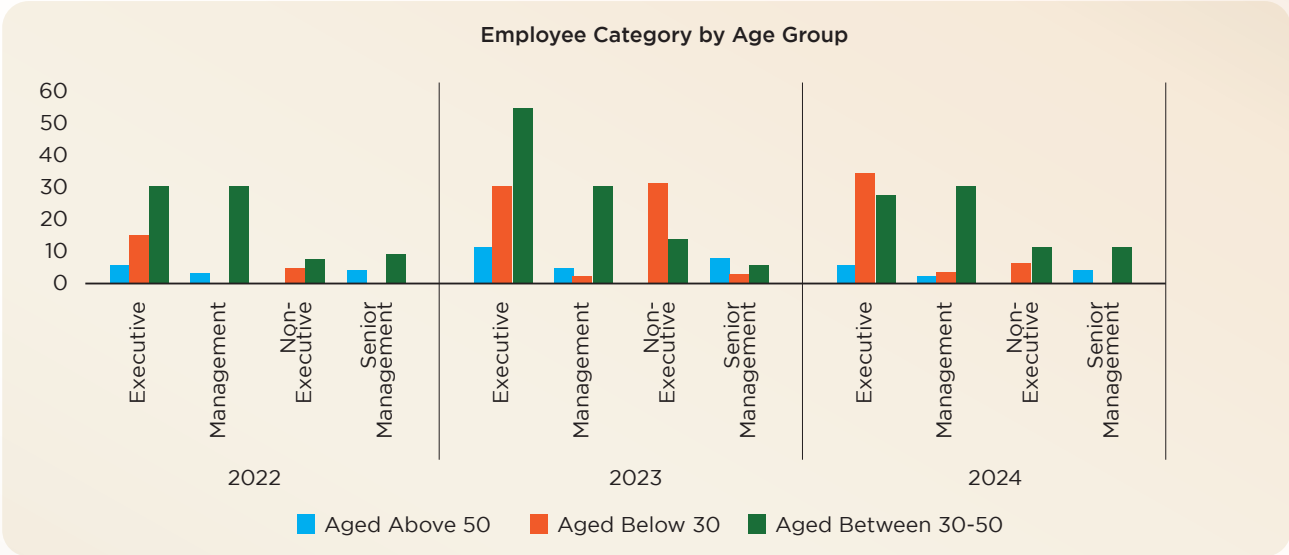
Figure 6: Employee Category by Age and Gender



SUSTAINABILITY STATEMENT (cont'd)

DIVERSITY AND INCLUSIVENESS (cont'd)

Our Performance (cont'd)



SUSTAINABILITY STATEMENT (cont'd)

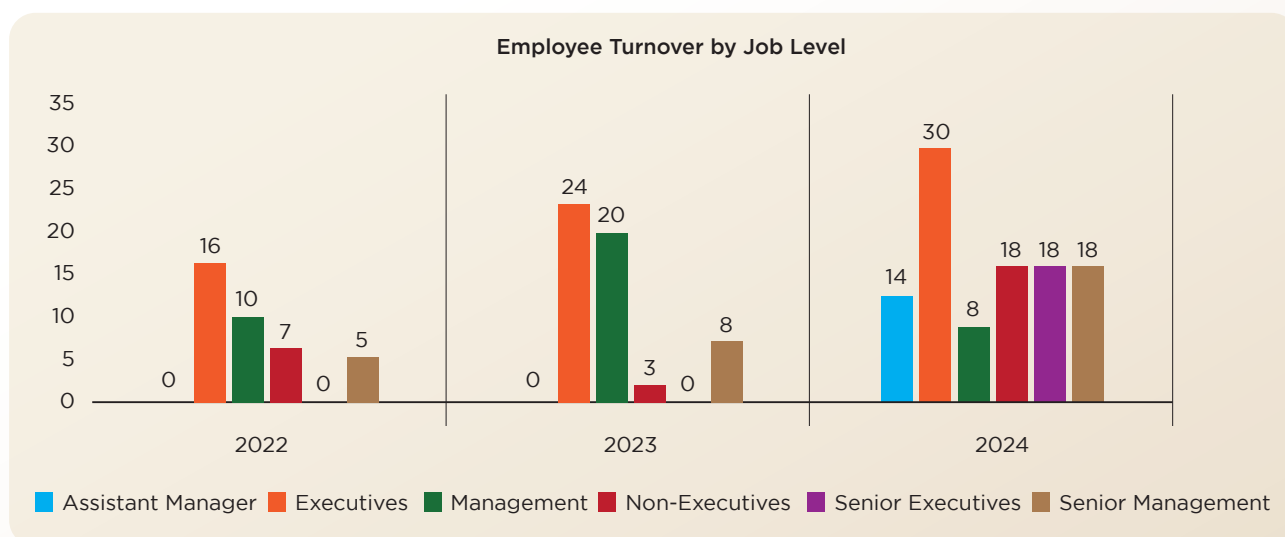
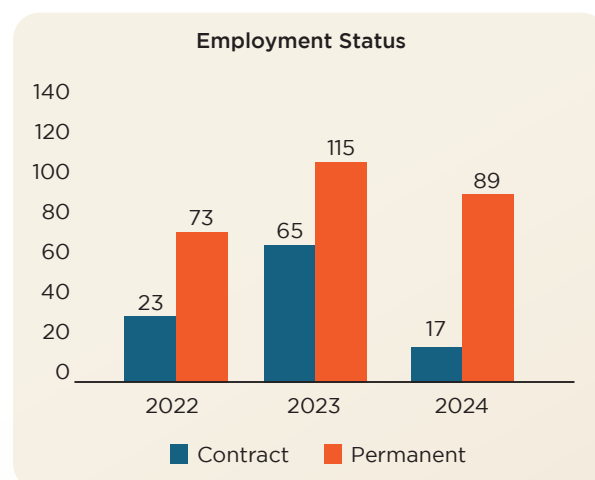
DIVERSITY AND INCLUSIVENESS (cont'd)

Our Performance (cont'd)

Employment Status and Turnover

The Group provides opportunities for contract/temporary (16%) seeking employment. For FY 2024, NCT registered 30 resignations at the Executive levels and 18 resignations at Senior Executives, Senior Management and Non-Executive respectively for each level. Whereas eight (8) resignations at the managerial level.

Figure 7: Employee Turnover by Category



COMMUNITY ENGAGEMENT

Why It Matters

We recognize the challenges faced by our communities and strive to make a difference through impactful corporate social responsibility (“CSR”) endeavours. Investing in empowering initiatives drives societal progress, elevating lives within our communities and forges lasting relationships built on trust. It also strengthens our corporate reputation, securing our social license to operate.

Our Approach

Part of our CSR endeavors involve engagement with several local organizations, contributing to initiatives aligned with our values and mission. Our CSR Partner selection process begins with the identification of primary stakeholders significantly impacted by our operations. Directly engaging with these stakeholder groups helps us gain valuable insights into their needs and priorities, informing our selection of CSR activities to effectively address these identified concerns.

SUSTAINABILITY STATEMENT (cont'd)

COMMUNITY ENGAGEMENT (cont'd)

Our Approach (cont'd)

Part of our CSR endeavors involves the implementation of a systematic CSR activities mechanism, which strategically channels our resources towards initiatives that create tangible benefits for the communities we serve.

NCT Alliance Mechanism for Facilitating CSR Activities



Our Performance

In FY2024, a total of RM690,456 in monetary contributions was made to different CSR programmes.

Figure 8: NCT Alliance CSR Event and ESG Initiatives

Event/Initiative	Description	Location	Participants/Impact
'Road to NCT' Junior Badminton Championship	The Road To NCT tour covered Melaka, Pahang, Selangor, Sabah, and Penang, culminating in the Grand Prix Final in Kuala Lumpur, which featured key badminton figures and an exclusive coaching clinic with NCT Ambassadors Man Wei Chong and Tee Kai Wun in Sabah.	Melaka, Pahang, Selangor, Sabah, Penang, KL	Kids between the ages of 9 and 15



<https://www.facebook.com/nctgroupmy/videos/the-roadtonct-grand-prix-final-was-one-for-the-books-watch-the-emotional-moments/1620575912118309/>

SUSTAINABILITY STATEMENT (cont'd)

COMMUNITY ENGAGEMENT (cont'd)

Our Performance (cont'd)

NCT Alliance Mechanism for Facilitating CSR Activities (cont'd)

Event/Initiative	Description	Location	Participants/Impact
B40 Financial Support to Attend GP Final	Financial support given to 3 participants from Sabah to fly to KL for the grand finale of the championship.	Sabah, Kuala Lumpur	3 participants from B40 communities 
Coaching Clinic - Rumah Kasih Amal	Coaching session for children aged 7 to 18 from Rumah Kasih Amal in Kota Kinabalu. Spark the passion for badminton in the children of Rumah Amal Kasih by providing them with a special chance to engage and train with Malaysian men's doubles pair, Man Wei Chong and Tee Kai Wun.	Kota Kinabalu, Sabah	Group of children (7-18 years old) from Rumah Kasih Amal https://wartaoriental.com/2024/04/22/sabahan-youth-takes-part-in-road-to-nct-junior-badminton-championship/ 
Coaching Clinic by Coach Kwan Yoke Meng - Rumah Victory	Coaching session by Coach Kwan Yoke Meng for children from Rumah Victory Children and Youth Home. During the Grand Prix Finale, the children from the home performed an inspiring Olympic Torch Relay, symbolising the spirit of unity and sportsmanship.	Kuala Lumpur	Children from Rumah Victory Children and Youth Home 

SUSTAINABILITY STATEMENT (cont'd)

COMMUNITY ENGAGEMENT (cont'd)

Our Performance (cont'd)

NCT Alliance Mechanism for Facilitating CSR Activities (cont'd)

Event/Initiative	Description	Location	Participants/Impact
Badminton Session with NCT Ambassadors (Man Wei Chong & Tee Kai Wun) for House of Joy	Badminton session with children at House of Joy conducted by NCT Ambassadors, alongside a RM3,000 donation.	Puchong, Selangor	Children at House of Joy 
https://www.nst.com.my/business/corporate/2024/10/1119488/nct-hosts-badminton-day-event-house-joy			
Chinese New Year Celebration at Yi Xing USJ Old Folks Home	Celebration with the elderly residents of Yi Xing USJ Old Folks Home, including a donation of RM3,000.	USJ, Selangor	Residents of Yi Xing USJ Old Folks Home https://yamchatime.com/nct-group-brings-chinese-new-year-joy-to-residents-of-yi-xing-usj-old-folks-home/ 
Support for Warta Online Media Portal	Supported Media Warta Online, which covers news in multiple languages including Bahasa Malaysia, English, Chinese, and Kadazandusun.		Warta Online portal, readers in diverse language demographics

SUSTAINABILITY STATEMENT (cont'd)

COMMUNITY ENGAGEMENT (cont'd)

Our Performance (cont'd)

Sponsorships

**Miss World Kebaya 2024 at
GIM Grand Ballroom**



Grand Ion Majestic hosted the prestigious Miss World Kebaya 2024, celebrating cultural heritage and elegance on an international stage.

**The 61st Asian Pacific Film Festival at
GIM Grand Ballroom**



The Grand Ion Majestic Grand Ballroom became the stage for the 61st Asian Pacific Film Festival, gathering renowned filmmakers and industry leaders.

NCT 6000ft Run Up – Tower running National Championship 2024



Elite athletes and fitness enthusiasts took on the challenge of climbing 50 levels of the Grand Ion Majestic in Malaysia's premier tower running event, setting a new record in the Malaysian Book of Records for the highest altitude tower run championship.

Business Dialogue



**Malaysia – China Semiconductor and High
Technology Industry Association (MCSH) and China
Semiconductor Equipment Annual Conference
(CSEAC)**

NCT participated in a business dialogue with MCSH and CSEAC, fostering discussions on semiconductor advancements and strengthening Malaysia-China industry collaborations.

SUSTAINABILITY STATEMENT (cont'd)

COMMUNITY ENGAGEMENT (cont'd)

Our Performance (cont'd)

News

Collaboration Announcement: Hard Rock Café Opening at Grand Ion Majestic



NCT announced its collaboration to bring Hard Rock Café to Grand Ion Majestic, adding a vibrant dining and entertainment experience to Genting Highlands.

Grand Ion Majestic M1 Owners VP Welcome Luncheon



Grand Ion Majestic welcomed M1 owners with an exclusive luncheon, celebrating their investment and providing project updates.

The Unveiling of 1001 Nights Hotel, A Trademark Collection by Wyndham



NCT introduced the 1001 Nights Hotel at Grand Ion Majestic, a uniquely themed hospitality experience set to redefine luxury stays in Genting Highlands.

Memorandum of Understanding Signing with Setara Juara Shareholders and Directors Herman Lee Show Kien and Melvin Lee Ying



NCT signed an MoU to acquire a 51% equity interest in Setara Juara Sdn Bhd for the development of Ion Marina Bay, expanding its strategic growth in Sabah.

SUSTAINABILITY STATEMENT (cont'd)

CUSTOMER SATISFACTION

Why It Matters

Customer satisfaction is a key driver of economic success for any business. In property development, it serves to bolster customer retention and expanding market influence. Satisfied customers not only generate repeat business but also act as ambassadors, amplifying our brand reach and strengthening our reputation.

Our Approach

We remain abreast of the current market and customer preferences through consistent engagement with our agents and business partners through various platforms, such as networking events and appreciation dinners. NCT Alliance also takes proactive steps to collect direct feedback from our customers, encouraging them to share their feedback with us on our Facebook page. This two-way communication approach allows us to remain responsive to the evolving market and enhance our product and service offerings.

Our Performance

In 2024, while no formal customer satisfaction survey was conducted, we continued to engage with our stakeholders through various channels, ensuring that their feedback was acknowledged and integrated into our services. Moving forward, we recognize the importance of structured feedback mechanisms and are committed to implementing a formal customer satisfaction assessment in the upcoming year. This will enhance our ability to address stakeholder expectations and continuously improve our sustainability initiatives.

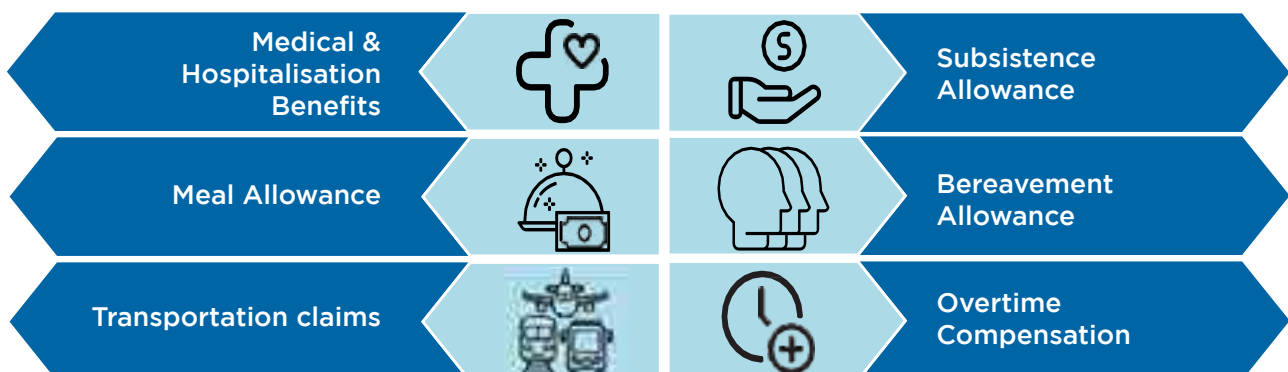
EMPLOYEE ENGAGEMENT

Why It Matters

Employee workplace satisfaction is just as important as customer satisfaction. Engaged employees foster a collaborative relationship that encourages high performance, contributing to a positive working culture. A well-cultivated workspace boosts morale and enhances employee loyalty, which leads to greater productivity and overall operational success.

Our Approach

We prioritize employee welfare by offering a comprehensive range of benefits, ensuring equity among all employees by providing equivalent benefits to both full-time and contract staff members. Management discretion determines additional benefits beyond those already provided to part-time employees.



SUSTAINABILITY STATEMENT (cont'd)

EMPLOYEE ENGAGEMENT (cont'd)

Our Approach (cont'd)



Our Performance

In FY2024, we conducted programmes aimed at enhancing our employees’ health and well-being experience and fostering a positive work environment at our headquarters. These programmes, consisting of cultural celebrations, wellness activities and social events, strengthen bonds and promote a sense of community within the Group.

Figure 9 : Program for Employee Engagement

Programme Tittle	Engagement Decriptions
NCT Pinktober 2024-Awareness Breast Cancer	A special event dedicated to raising awareness about breast cancer and featuring informative sessions.
Eid Mubarak Afternoon Feast	A festive gathering to celebrate Eid, with a delicious meal, and a chance for the employees to come together in joy and gratitude.
Yoga	A wellness session focused on promoting physical and mental well-being through yoga poses, breathing exercises, and mindfulness.
Badminton Day	A fun-filled day of badminton games and friendly competition, encouraging fitness, teamwork, and sportsmanship among employees.
Christmas Party 2024	A joyful celebration of Christmas with festive decorations, gift exchanges, delicious food, and engaging activities designed to foster employee camaraderie and team spirit.

SUSTAINABILITY STATEMENT (cont'd)

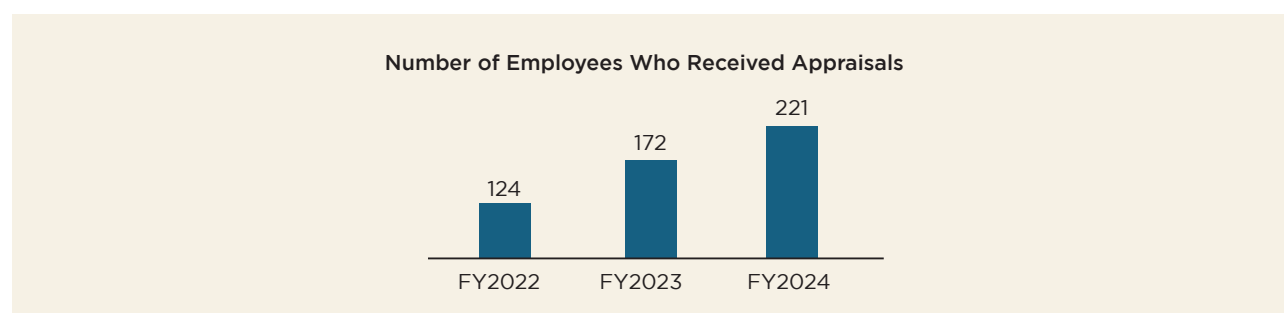
EMPLOYEE ENGAGEMENT (cont'd)

Our Performance (cont'd)

Employee Appraisal

In FY2024, as we conducted annual appraisals, 221 employees received appraisals for outstanding performance at our Headquarters compared to the previous year with 172 appraisal receivers. NCT Alliance aims to expand the scope of our appraisals to include more employees in future.

Figure 10: Number of Employees Who Received Appraisals



Parental Leave

In FY2024, nine employees from our Headquarters took parental leave, and all of them resumed their duties after their completion. Twelve months later, six out of the initial nine employees remained with the company.

Figure 11: Number of Employees Who Took Parental Leave

Parental Leave	FY2022		FY2023		FY2024	
	Male	Female	Male	Female	Male	Female
Number of employees that took parental leave	3	0	2	6	5	4
Number of employees that returned after parental leave	3	0	2	6	5	4
Number of employees that returned to work after parental leave ended that were still employed 12 months after their return to work	2	0	1	5	5	1

SUSTAINABILITY STATEMENT (cont'd)

SHIFTING TOWARDS LOW-CARBON

Project development is a resource-intensive sector with the potential to impact the environment. As a conscientious developer, NCT Alliance recognises the imperative to minimise our ecological footprint, integrating resource-efficient solutions into our daily operations. Beyond mitigating our environmental impact, these initiatives ensure we sustainably develop our assets for future generations.



Material Sustainability Matters

- Climate Resilience and Energy Management
- Water Management
- Sustainable Materials
- Innovation and Technology
- Waste Management and Effluents

Stakeholders

- Government and Regulators
- Contractors, Vendors and Suppliers
- Local Communities



Began reporting Scope 3 GHG emissions

Recycled **1.96** tonnes of waste

48% Energy saving achieved through installation of solar panel at HQ

SUSTAINABILITY STATEMENT (cont'd)

CLIMATE RESILIENCE AND ENERGY MANAGEMENT

Why It Matters

Managing energy consumption and building climate resilience are vital for long-term sustainability. By addressing climate risks and reducing energy use, NCT Alliance contributes to global environmental objectives, bolstering our resilience against evolving regulations and market expectations.

Our Approach

In accordance with TCFD recommendations, NCT Alliance reports on Scope 1, Scope 2, and Scope 3 emissions. Scope 1 emissions are directly generated from our consumption of petrol, while Scope 2 emissions encompass indirect emissions resulting from our use of electricity from the grid. To further support energy reduction, NCT has implemented a PV (Photovoltaic) System at our HQ.

Our Performance

In FY2024, the Group's electricity usage totalled 633 MWh, marking a 48.9% decrease compared to the previous year. For the Group's fuel consumption, we noted a 31% decrease compared to the previous year, primarily due to the completion of GIM project. In FY2024, NCT energy usage totalled 4,222 GJ.

To further of NCT's broader decarbonization initiatives, the installation of solar panels on the rooftop of NCT HQ has been a key step toward reducing our carbon footprint. This initiative aligns with our commitment to sustainable energy practices and is aimed at reducing reliance on conventional energy sources. By harnessing solar energy, we are taking proactive measures to lower emissions and contribute to our long-term sustainability goals.

Figure 12: Electricity Consumption (MWh) FY2024

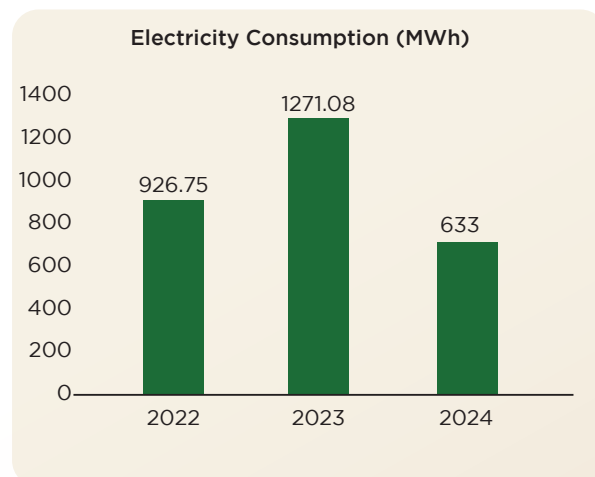
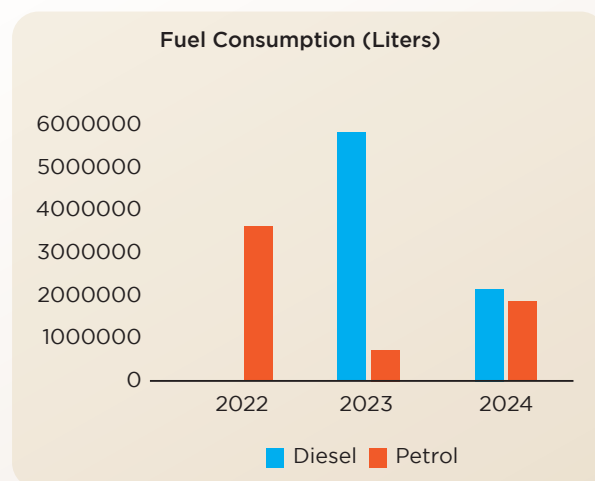


Figure 13: Fuel Consumption (Liters) FY2024



SUSTAINABILITY STATEMENT (cont'd)

CLIMATE RESILIENCE AND ENERGY MANAGEMENT (cont'd)

Our Performance (cont'd)

In FY2024, the Group’s overall emission was totalled to 36,415 tCO₂e, comprising 271 tCO₂e of scope 1 emissions, 507 tCO₂e of Scope 2 emissions and 35,637 tCO₂e of Scope 3 emissions. NCT GHG Emissions Scope 1 FY2024 was reduced about 35% compare to previous year FY2023 due to the less operation activity in GIM. NCT GHG Emissions for Scope 2 were reduced by about 48% as a result from energy saving from solar panel installed at NCT HQ roof top.

Figure 14 : Total Emissions in Tonnes (tCO₂e)

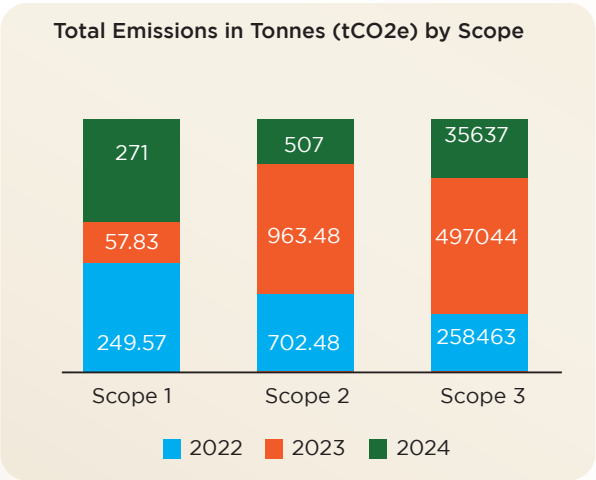
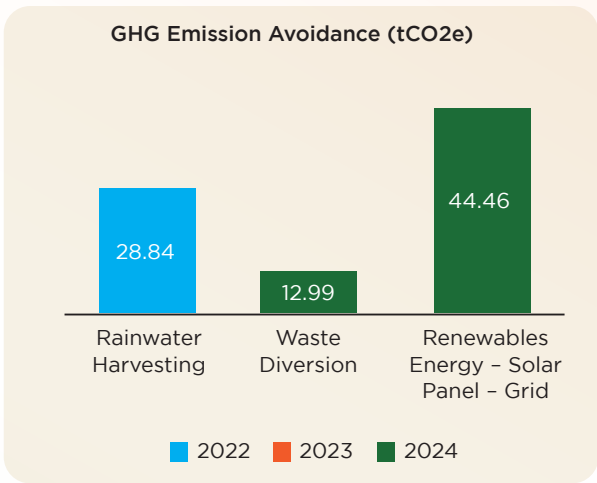


Figure 15: GHG Emission Avoidance (tCO₂e)



CLIMATE RESILIENCE AND ENERGY MANAGEMENT (cont'd)

Our Performance (cont'd)

As part of our ongoing commitment to sustainability, NCT has focused on calculating Scope 3 indirect emissions for the category of waste generated in operations, specifically for the GIM Construction Project and NCT Headquarters (HQ). Significant efforts have been made to accurately assess and report the emissions arising from waste disposal and management within these key areas. Moving forward, NCT aims to expand the scope of its emissions calculation to include Business Travel and Employee Commuting. This will further enhance the understanding of the full environmental impact of the operations, enabling us to implement targeted measures to reduce our carbon footprint and drive continuous improvements in sustainability.

Figure 17: Solar Panel at NCT HQ Rooftop



SUSTAINABILITY STATEMENT (cont'd)

WATER MANAGEMENT

Why It Matters

Our operational continuity is dependent on efficient water management. Beyond optimising water consumption, efficient water management serves to safeguard local water resources and bolsters our ability to navigate potential water scarcity issues in the future.

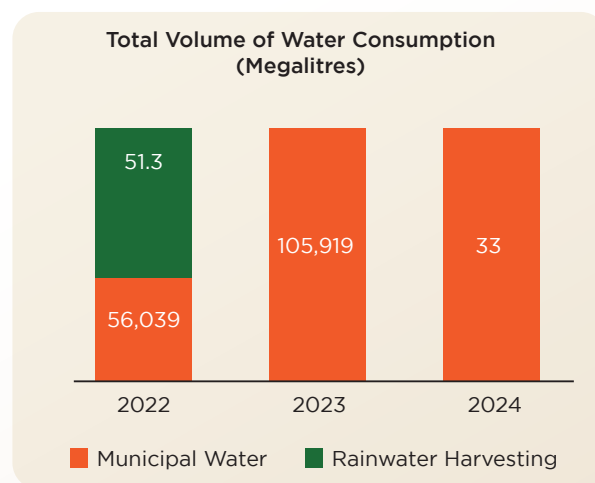
Our Approach

Since 2020, we actively pursued rainwater harvesting at the GIM project site, repurposing the collected rainwater for various purposes on-site. This initiative has significantly diminished our dependency on municipal water supplies.

Our Performance

In FY2024, the Group's water consumption amounted to 33 Megalitres, representing a decrease compared to the previous year due to completion of GIM project.

Figure 18: Total Volume of Water Consumption (Megalitres)



SUSTAINABLE MATERIALS

Why It Matters

Integrating sustainable materials into property development projects minimises waste generation, conserves resource and promotes a circular economy. Moreover, prioritizing sustainable materials embeds sustainability into the designs of our projects, allowing us to construct properties beneficial to our customers and contribute positively to the environment.

Our Approach

The Group diligently monitors our material use across construction sites, enabling effective resource optimization. We emphasize the use of sustainable materials, such as employing pre-packed render for plastering repairs and skim coat instead of sand and cement for apartment units. NCT Alliance also utilized innovative solutions like British Reinforced Concrete ("BRC") wire mesh instead of traditional rebar for typical floor material requirements. Our efforts to use sustainable materials extend to recycling and reusing aluminum formwork.

SUSTAINABILITY STATEMENT (cont'd)

SUSTAINABLE MATERIALS (cont'd)

	FY2022	FY2023	FY2024
Raw Materials	5500	6900	6813
Sand (tonnes)	30	90	444
Aggregates (tonnes)			
Manufactured Materials	2509	2320	150.987
Rebar (tonnes)	20,870	405	0
Cement (tonnes)	30,000	66000	16900
Brick (m2)	21,918.33	33000	0
Glass (m2)	26,699	23014	3200
Concrete (m2)			
Renewable Materials			
Aluminium Formwork (m2)	4750	0	0

INNOVATION AND TECHNOLOGY

Why It Matters

Innovation and technological advancements are key drivers of competitiveness and operational excellence. Through embracing innovation, we unlock new growth possibilities and streamline working processes. Keeping pace with technological advancements is crucial for driving our relevance and refining our products and service offerings, culminating in enhanced customer satisfaction.

Our Approach

NCT Alliance continues to employ PropertyX Contactless technology to revolutionize our property sales management. By transitioning all aspects of property sales, from viewings to handovers, to an online experience, this solution improves the customer experience. With PropertyX Contactless, both property managers and customers benefit from 24/7 connectivity via mobile phone to the system, allowing for seamless loan management, property development progress tracking and accessible updates on project-related developments.

WASTE MANAGEMENT AND EFFLUENTS

Why It Matters

Effective waste and wastewater management are paramount to mitigating the environmental impact of our property developments. Prioritizing efficient management practices across our operations also safeguards the health of local communities by reducing pollution risks and ensures compliance with regulatory requirements.

Our Approach

The Group manages waste and effluents through licensed third-party contractors, who are responsible for collecting, transporting and disposing of our operational by-products. To comply with the Environmental Quality Act 1974 and its amendments, we ensure that our contractors maintain strict adherence to its set guidelines and only dispose of waste at prescribed premises. We also conduct weekly inspections to ensure efficient waste monitoring and management that meet environmental standards throughout the process.

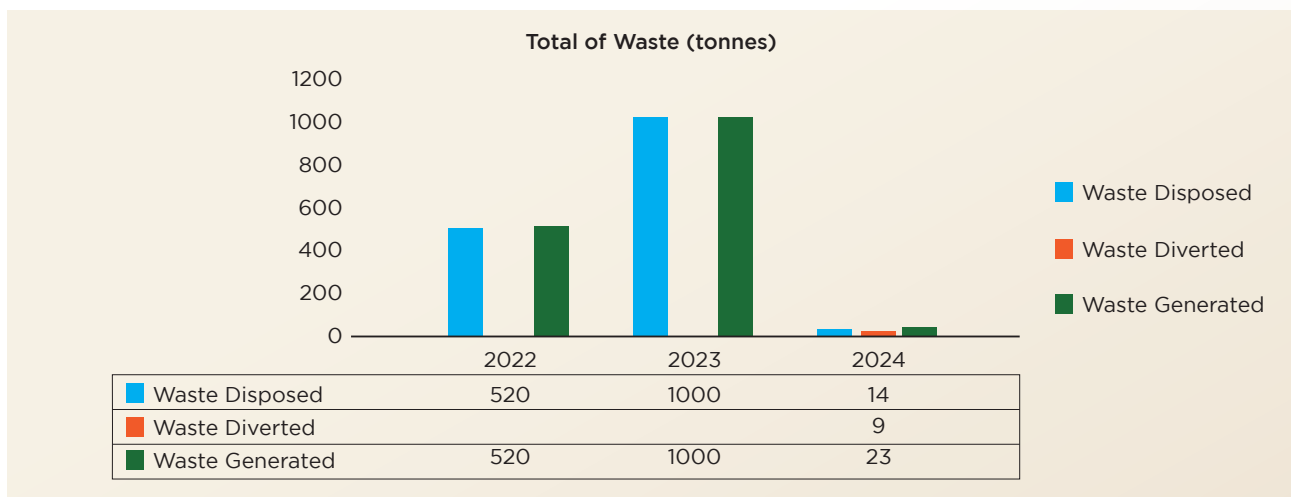
SUSTAINABILITY STATEMENT (cont'd)

WASTE MANAGEMENT AND EFFLUENTS (cont'd)

Our Performance

In FY2024, the Group reported a total waste generation of 23.02 tonnes, with 39% being recycled and the remaining 61% being responsibly managed and disposed of in landfills through our contracted waste management partners. The decrease in waste generation for FY2024 can be primarily attributed to the completion of the GIM project site. During the course of this project, a significant amount of waste was generated due to construction, material handling, and site preparation activities. With the completion of the project, these processes have been substantially reduced, resulting in a lower volume of waste produced.

Figure 20: Total of Waste Disposed, Diverted and Generated for FY2024



A waste recycling program has been implemented at our HQ to minimize waste sent to landfills and promote the responsible management of resources. This initiative, alongside our efforts to track and monitor the total waste generated at HQ, underscores our commitment to sustainability and resource efficiency.

Figure 21: The Recycle Bin Provided at NCT HQ for Recycle Waste



BUILDING THE FUTURE ON TODAY'S FOUNDATIONS

At NCT Alliance, sustainability is more than just an objective; it's deeply rooted in our core values, steering our aspirations as we venture forward. Through our concerted efforts to integrate impactful sustainability initiatives throughout our development operations, we made strides in reducing our environmental footprint, advancing social responsibility both within and beyond the Group, and nurturing stable economic growth.

As we propel towards a sustainable future, NCT Alliance is committed to seeking continual opportunities to advance our ESG performance. We aspire to not only build upon our current achievements but also to set new benchmarks, ensuring that we are constantly evolving and striving for excellence in all aspects of our project development.

SUSTAINABILITY STATEMENT (cont'd)

PERFORMANCE DATA TABLE

Indicator	Measurement Unit	2022	2023	2024
Bursa (Anti-corruption)				
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category				
Management	Percentage	-	33.30	36.00
Executive	Percentage	-	20.00	64.00
Non-executive/Technical Staff	Percentage	-	20.90	0.00
General Workers	Percentage	-	0.00	0.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	-	0.00	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	-	0	0
Bursa (Community/Society)				
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	-	482,300.00	690,456.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	-	9	3,640
Bursa (Diversity)				
Bursa C3(a) Percentage of employees by gender and age group, for each employee category				
Age Group by Employee Category				
Management Under 30	Percentage	-	5.77	8.30
Management Between 30-50	Percentage	-	63.46	87.50
Management Above 50	Percentage	-	21.15	4.20
Executive Under 30	Percentage	-	57.14	54.40
Executive Between 30-50	Percentage	-	31.88	38.60
Executive Above 50	Percentage	-	10.98	7.00
Non-executive/Technical Staff Under 30	Percentage	-	0.00	33.30
Non-executive/Technical Staff Between 30-50	Percentage	-	62.16	66.70
Non-executive/Technical Staff Above 50	Percentage	-	37.84	0.00
General Workers Under 30	Percentage	-	0.00	0.00
General Workers Between 30-50	Percentage	-	0.00	0.00
General Workers Above 50	Percentage	-	0.00	0.00
Gender Group by Employee Category				
Management Male	Percentage	-	63.46	50.00
Management Female	Percentage	-	36.54	50.00
Executive Male	Percentage	-	67.03	36.80
Executive Female	Percentage	-	32.97	63.20
Non-executive/Technical Staff Male	Percentage	-	62.16	52.40
Non-executive/Technical Staff Female	Percentage	-	32.84	47.60
General Workers Male	Percentage	-	0.00	0.00
General Workers Female	Percentage	-	0.00	0.00

SUSTAINABILITY STATEMENT (cont'd)

PERFORMANCE DATA TABLE (cont'd)

Indicator	Measurement Unit	2022	2023	2024
Bursa C3(b) Percentage of directors by gender and age group				
Male	Percentage	-	83.37	83.30
Female	Percentage	-	16.70	16.70
Under 30	Percentage	-	16.70	0.00
Between 30-50	Percentage	-	16.70	16.70
Above 50	Percentage	-	66.60	83.40
Bursa (Energy management)				
Bursa C4(a) Total energy consumption	Megawatt	-	1,271,079.00	1,173.00
Bursa (Health and safety)				
Bursa C5(a) Number of work-related fatalities	Number	-	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	-	0.00	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	-	0	280
Bursa (Labour practices and standards)				
Bursa C6(a) Total hours of training by employee category				
Management	Hours	-	409	152
Executive	Hours	-	1,286	222
Non-executive/Technical	Hours	-	98	13
Staff				
General Workers	Hours	-	0	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	-	36.10	16.00
Bursa C6(c) Total number of employee turnover by employee category				
Management	Number	-	8	40
Executive	Number	-	20	48
Non-executive/Technical	Number	-	24	18
Staff				
General Workers	Number	-	3	0
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	-	0	0
Bursa (Supply chain management)				
Bursa C7(a) Proportion of spending on local suppliers	Percentage	-	100.00	100.00
Bursa (Data privacy and security)				
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	-	0	0
Bursa (Water)				
Bursa C9(a) Total volume of water used	Megalitres	-	105,919.000000	33.000000
Bursa (Waste management)				
Bursa C10(a) Total waste generated	Metric tonnes	-	-	23.00
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	-	-	9.00
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	-	-	14.00
Bursa (Emissions management)				
Bursa C11(a) Scope 1 emissions in tonnes of CO ₂ e	Metric tonnes	-	-	271.00
Bursa C11(b) Scope 2 emissions in tonnes of CO ₂ e	Metric tonnes	-	-	507.00
Bursa C11(c) Scope 3 emissions in tonnes of CO ₂ e (at least for the categories of business travel and employee commuting)	Metric tonnes	-	-	35,637.00

Internal assurance External assurance No assurance

(*)Restated

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of NCT Alliance Berhad (“the Company”) acknowledges the importance of establishing and maintaining good corporate governance within the Company and its subsidiaries (“Group”) and is committed to ensure the principles and guidance of the Malaysian Code on Corporate Governance (“MCCG”) and the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) are practiced.

This Corporate Governance Overview Statement provides a summary of the corporate governance practices of the Group during the financial year ended 31 December 2024 (“FYE 2024”) with reference to the three (3) key principles of good corporate practices as set out in the MCCG, as follows:-

- A. Board leadership and effectiveness;
- B. Effective audit and risk management; and
- C. Integrity in corporate reporting and meaningful relationships with stakeholders.

The Corporate Governance Overview Statement augmented with a Corporate Governance Report, serves in compliance with Paragraph 15.25(1) of the Listing Requirements to provide a detailed articulation of the application of the Group’s corporate governance practices vis-à-vis the MCCG throughout the FYE 2024. The Corporate Governance Report is available on the Company’s website at www.nctalliance.com, as well as via an announcement on the website of Bursa Securities.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

PART I – BOARD RESPONSIBILITIES

1.1 Board and Board Committees

The Board leads and has effective controls over the Group whereby collective decisions and/or close monitoring are conducted on issues relating to strategy, performance, resources, standards of conduct and financial matters.

The Board directs the Group’s risk assessment, strategic planning, succession planning and financial and operational management to ensure that obligations to shareholders and other stakeholders are understood and met. The Board provides the leadership necessary to enable the Group’s business objectives to be met within the framework of risk management and internal controls as described in this Statement.

The Group is led and managed by an effective and experienced Board comprising members with a wide range of experience and qualifications.

In order to ensure the effective discharge of its fiduciary duties and execution of specific responsibilities, the Board has established the following Board Committees to assist the Board in the running of the Group:-

- (a) Audit Committee (“AC”); and
- (b) Nomination and Remuneration Committee (“NRC”).

Each Committee operates in accordance with clearly defined Terms of Reference. These Committees are authorised by the Board to deal with and to deliberate on matters delegated to them within their respective Terms of Reference and report to the Board on their proceedings and deliberation together with its recommendations to the Board for approval.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1.2 Chairman of the Board

The Board is led by an experienced Executive Chairman/Group Managing Director of the Company. The Board is mindful that the Chairman holds an executive position and recognized his prominent role and contribution to the Company. The Board is comfortable that there is no undue risk involved as the Executive Directors will be informed and consulted before the Chairman makes any significant decision and all major matters are referred to the Board for consideration and approval.

The responsibilities of the Executive Chairman/Group Managing Director are stated in the Board Charter and is available on the Company's website at www.nctalliance.com.

1.3 Chairman and Managing Director

The Board is aware that it is not in compliance with the best practices of the MCCG as the roles of the Chairman and the GMD are currently assumed by Dato' Sri Yap Ngan Choy, the Executive Chairman/Group Managing Director.

However, the Board believes that Dato' Sri Yap Ngan Choy's extensive experience of over 40 years in property development and property-related business provides the necessary expertise and insight to effectively manage the operations of the Company. Additionally, the presence of two Independent Non-Executive Directors on the Board, both of whom possess relevant industry and technical knowledge and experience, ensures the necessary checks and balances are in place.

The Board recognizes the importance of complying with best practices as outlined in the MCCG and is committed to continuously reviewing and improving its corporate governance practices to ensure the best interests of the company and its stakeholders are served.

1.4 Qualified and Competent Company Secretary

The Board is supported by two (2) Company Secretaries who are experienced and qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 and are registered holders of the Practicing Certificate issued by the Companies Commission of Malaysia. All Directors have access to the advice and services of the Company Secretaries.

The Company Secretaries consistently participate in the relevant training programmes, conferences or seminars organised by the relevant authorities and/or professional bodies to keep themselves abreast with the latest developments in corporate governance developments and changes in regulatory requirements that are relevant to their role and enable them to provide the necessary advisory services to the Board.

The Board acknowledges that the Company Secretaries play an important role and will ensure that the Company Secretaries fulfil the functions for which they have been appointed.

During the FYE 2024, all Board and Board committee meetings were properly convened, accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.

Overall, the Board is satisfied with the performance and support rendered by the Company Secretaries and their team to the Board in the discharge of their duties and functions.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1.5 Meeting of Board and Board Committees

To facilitate the Directors' time planning, an annual meeting calendar is prepared in advance of each new year by the Company Secretaries. The calendar provides the Directors with scheduled dates for meetings of the Board and Board committees as well as the annual general meeting ("AGM"). The closed periods for dealings in securities by Directors and principal officers aligning with scheduled dates of meetings for making announcements of the Group's quarterly results were also provided therein.

The notices of Board and Board Committees meetings together with the meeting papers are generally furnished to the Board members within five (5) business days prior to the dates of meetings. This is to ensure that the Directors have sufficient preparation time and information to make an informed decision at each meeting.

The deliberations and conclusions of matters discussed in the Board or Board Committees meetings are duly recorded in the minutes of meetings and kept at the registered office of the Company. The draft minutes are circulated for the Board or Committee Chairman's review within a reasonable timeframe after the meetings. The minutes of meetings accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter.

For matters which require the Board's decision on an urgent basis outside of Board Meetings, board papers along with Directors' Written Resolution will be circulated for the Board's consideration. All written resolutions approved by the Board will be tabled for notation at the next Board Meeting.

1.6 Board Charter

The Company has formalised and adopted a Board Charter which sets out the functions, authority, roles and responsibilities of the Board as well as the various internal processes and principles governing the Board. The Board Charter also serves as a source of reference and primary induction literature, providing insights to new Board members.

The Board Charter is subject to periodic review and will be updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

The Board Charter is available on the Company's website at www.nctalliance.com.

1.7 Code of Conduct and Ethics

The Board has adopted a Code of Conduct and Ethics for Directors in order to adhere to the general principles and standards of business conduct and ethical behaviour in the performance and exercise of their responsibilities as Directors of the Company in order to uphold good corporate integrity which ultimately serves as a ground rule to the employees of the Company in their discharge of respective duties and responsibilities.

The Code of Conduct and Ethics will be reviewed from time to time to ensure the information remains relevant and appropriate. The Code of Conduct and Ethics is available on the Company's website at www.nctalliance.com.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1.8 Whistle Blowing Policy

The Board has adopted a Whistle Blowing Policy to provide an avenue for all employees of the Group and members of the public to report or disclose any violations or wrongdoings that may be observed in the Group without fear of retaliation should they act in good faith when reporting such concerns.

The Whistle Blowing Policy is available on the Company's website at www.nctalliance.com.

1.9 Anti-Bribery and Anti-Corruption Policy and Procedures ("ABAC Policy")

In line with the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act 2018"), the Company has put in place ABAC Policy to encourage a culture of integrity and transparency in all of the Group's activities. This policy which adheres to the Listing Requirements of Bursa Securities and the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the MACC Act 2018, generally sets out the responsibilities of the Company, and all individuals who work for the Group, in observing and upholding the Group's position on bribery and corruption and provides key anti-bribery and corruption principles that apply to all interactions with the Group's customers, business partners, and other third parties, as well as guidelines for the prevention, management, and remediation of bribery and corruption related risks.

The ABAC Policy will be reviewed at least once every three (3) years and in accordance with the needs of the Company. The ABAC Policy is published on the Company's website at www.nctalliance.com.

1.10 Directors' Fit and Proper Policy

In line with the new Paragraph 15.01A of the Listing Requirements of Bursa Securities, the Board had adopted a Directors' Fit and Proper Policy which serves as a guide to the NRC and the Board in their review and assessment of the potential candidates for appointment to the Board as well as the retiring Directors who are seeking re-election at the AGM.

The Directors' Fit and Proper Policy shall be reviewed periodically by the Board as it may deem necessary to ensure that they remain consistent with the Board's objectives, current law and practices. The Directors' Fit and Proper Policy is published on the Company's website at www.nctalliance.com.

The Board has also adopted the Nomination and Appointment of New Directors Process and Procedures to formalise the process for the nomination and appointment of a new Director to be undertaken by the NRC and the Board in discharging their responsibilities in terms of the nomination and appointment of new Directors of the Group.

1.11 Conflict of Interest Policy

The Board had adopted a Conflict of Interest Policy which sets forth guidelines and procedures to identify, disclose, and address conflicts of interest that may arise within the Group. This ensures that any actual, potential and perceived conflicts of interest are effectively managed. This policy is also designed to ensure compliance with the Listing Requirements of Bursa Securities and the provisions under the Companies Act 2016, as well as to uphold the highest standards of corporate governance and transparency.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1.11 Conflict of Interest Policy (cont'd)

The Board will review the Conflict of Interest Policy from time to time and make any necessary amendments to ensure it remains consistent with the Board's objectives, current law, and practices.

1.12 Sustainability Governance

The Board recognizes that sustainable business practices are essential for long-term value creation and believes that responsible business practices are fundamental to achieving operational excellence.

The Board is committed to overseeing sustainability strategies, priorities, and targets, with management responsibility for the operational execution of Environmental, Social, and Governance (ESG) factors as part of the Group's corporate strategy. As fiduciaries to the company's shareholders, the Board is dedicated to upholding exemplary corporate governance practices that prioritize ethics, integrity, and corporate responsibility.

The Board ensures that the Company's internal and external stakeholders are well-informed about the sustainability strategies, priorities, targets, and overall performance. This Annual Report provides a detailed articulation of the Company's sustainability efforts.

The Board reviewed and approved relevant amendments by incorporating an assessment of their understanding of sustainability issues in the annual performance evaluation, which is critical to the Company's performance. The Board remains committed to continuously reviewing and enhancing its sustainability practices to ensure alignment with best practices and to create long-term value for all stakeholders.

PART II – BOARD COMPOSITION

2.1 Composition of the Board

The Board presently has six (6) members, comprising three (3) Executive Directors including the Executive Chairman/Group Managing Director, one (1) Non-Independent Non-Executive Director and two (2) Independent Non-Executive Directors. This composition complies with Paragraph 15.02 of the Listing Requirements of Bursa Securities, which requires that at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, are Independent Directors.

There is a clear separation of functions between the Board and the Management. The Executive Chairman/Group Managing Director together with the Executive Directors are entrusted with the responsibility for managing the Group's day-to-day business operations and resources. The Non-Executive Directors are actively involved in various Board Committees and contribute to areas such as performance monitoring and enhancement of corporate governance and controls.

The presence of two (2) Independent Non-Executive Directors ensures that views, consideration, judgement and discretion exercised by the Board in decision making remain objective and independent whilst ensuring the interest of other parties such as minority shareholders are adequately addressed and protected as well as ensuring that their views are being given due consideration.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

2.2 Tenure of Independent Directors

The Board acknowledges that the tenure of an Independent Non-Executive Director shall not exceed a cumulative term of nine (9) years as recommended by the MCCG. However, if the Board intends to retain an Independent Non-Executive Director who has served the Board for a cumulative term of more than nine (9) years, the Board must justify its decision and seek the shareholders' approval through a two-tier voting process at a general meeting. Furthermore, the Board recognizes that under the Listing Requirements of Bursa Securities, the tenure of an Independent Director should not exceed a cumulative term of twelve (12) years.

Based on the assessment carried out during the financial year under review, the Board is satisfied with the level of independence demonstrated by all the Independent Non-Executive Directors and their abilities to act in the best interest of the Company.

The Company has not adopted a policy that limits the tenure of its Independent Directors to nine (9) years, being a step-up practice. Notwithstanding that, the assessment of the independence of Independent Non-Executive Directors will be conducted annually via the Annual Evaluation of Independence of Directors to ensure that they are independent of Management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.

During the financial year under review, none of our Directors has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years.

2.3 Appointment of Board and Senior Management

Appointment to the Board is reviewed by the NRC and is made via a formal, rigorous and transparent process, premised on meritocracy and taking into account objective criteria such as qualification, skills, experience, professionalism, integrity and diversity needed on the Board in the context of the Group's strategic direction. In the case of Independent Directors, the NRC assesses the candidate's ability to bring the element of detached impartiality and objective judgement to the Board deliberation.

In fostering the commitment of the Board to devote sufficient time to carry out their responsibilities, each Director is required to notify the Chairman of the NRC and the Board prior to accepting directorships, his or her directorship in listed issuers other than the Group. All Directors shall not hold more than five (5) directorships in listed issuers as required under Paragraph 15.06 of the Listing Requirements of Bursa Securities.

The new appointment of Senior Management is based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

2.4 Gender Diversity

The Board is supportive of the diversity of the Board and Senior Management Team. The Group strictly adheres to the practice of non-discrimination of any form, whether based on race, age, religion and gender throughout the organisation, including the selection of Board members and Senior Management. The Board encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with competency, skills, experience, character, time commitment, integrity and other qualities in meeting the future needs of the Group.

In line with the recommendation under the MCCG, the Company had adopted a Gender Diversity Policy which provides a framework for the Company to improve its gender diversity at the Board and Senior Management levels.

Presently, there is one (1) woman director on the Board, namely Ms. Yap Chui Fan, representing 16.67% of the Board composition.

2.5 Board Committees

The Board Committees are set up to manage specific tasks for which the Board is responsible within clearly defined Terms of Reference. This ensures that the Board members can spend their time more efficiently while the Board Committees are entrusted with the authority to examine particular issues.

The composition of the Board Committees, namely AC and NRC is set out in the Corporate Information contained in this Annual Report.

2.6 NRC

The NRC of the Company is responsible for identifying and recommending suitable candidates for Board membership and also for assessing the performance of the Directors on an ongoing basis. The Board will have the ultimate responsibility and final decision on the appointment of the Directors. This process shall ensure that the Board membership accurately reflects the long-term strategic direction and needs of the Company and determine a skills matrix to support the strategic direction and needs of the Company.

The NRC has written Terms of Reference dealing with its authority and duties which include the selection and assessment of directors.

The Terms of Reference of the NRC is available on the Company's website at www.nctalliance.com.my.

The activities undertaken by the NRC during the FYE 2024 are as follows:-

- (a) Evaluated the balance of skills, knowledge and experience of the Board. Carried out the assessment and rating of each Director's performances against the criteria as set out in the annual assessment form. The performance of Non-Executive Directors was also carefully considered, including whether he could devote sufficient time to the role.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

2.6 NRC (cont'd)

- (b) Undertaken an effectiveness evaluation exercise of the Board and its Committees as a whole with the objective of assessing its effectiveness.
- (c) Reviewed and recommended to the Board the contribution and performance of the AC.
- (d) Reviewed and recommended to the Board the re-election of the Directors who retired pursuant to the Company's Constitution at the AGM.
- (e) Reviewed and assessed the independence of the Independent Directors of the Company.
- (f) Reviewed and recommended the remuneration packages for all Directors of the Company for the financial year ended 31 December 2024, to the Board for approval.
- (g) Reviewed and recommended to the Board for approval, the appointment of new Chief Financial Officer of the Group and his remuneration package.

2.7 Board Appointment and Re-appointment Process

The NRC is tasked by the Board to make independent recommendations for appointments to the Board. In evaluating the suitability of candidates, the NRC considers, inter-alia, the character, experience, integrity, commitment, competency, qualification and track record of the proposed new nominee for appointment to the Board. In the case of a nominee for the position of Independent Non-Executive Director, NRC evaluates the nominee's ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors. The Board has in the review of the skills of Directors, including information technology, legal, public relations and experience in the retailing industry as the matrix of skills of Directors that would be prioritised when selecting candidates for appointment to the Board.

In accordance with the Listing Requirements of Bursa Securities and the Company's Constitution, one-third (1/3) of the Directors of the Company for the time being shall retire at the AGM of the Company provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election at the AGM. Additionally, the Directors appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the conclusion of the next AGM and shall be eligible for re-election.

In assessing the candidates' eligibility for re-election, the NRC considers their competencies, commitment, contribution, and performance based on their respective performance evaluation to the Board and their ability to act in the best interest of the Company.

The Board makes recommendations concerning the re-election, re-appointment and continuation in office of any Director for shareholders' approval at the AGM.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

2.8 Annual Assessment of the Board and Board Committees as a whole

The Board recognises the importance of assessing the effectiveness of the Board and Board Committees as a whole as well as the individual director's performance. Facilitated by the NRC, the Company conducted an annual assessment to determine the effectiveness of the Board and Board Committees as a whole as well as the contribution of each individual Director. The process was carried out by sending the following customised annual assessment forms to the Directors:-

- (i) Performance of Executive Chairman/Group Managing Director and Executive Directors;
- (ii) Performance of Non-Executive Directors;
- (iii) Independence of the Independent Directors;
- (iv) Performance of the AC; and
- (v) Effectiveness of the Board and Board Committees as a whole.

The annual assessment was facilitated by the Company Secretaries and conducted on a peer and self-evaluation basis through questionnaires circulated to the Directors.

The annual assessment forms for the FYE 2024, duly completed by the Directors and/or AC were collated and tabled to the NRC for deliberations and subsequently escalated to the Board for consideration on the key issues arising thereon, if any.

2.9 Attendance of Board and Board Committees' Meetings

The Board meets at least once every quarter on a scheduled basis and additional meetings are to be convened as and when deemed necessary by the Board. All the Directors have attended all Board meetings held during the FYE 2024 and complied with the Listing Requirements on attendance at Board meetings.

The attendance record of each Board member at the Board and Board Committees meetings held during the FYE 2024 are as follows:-

Directors	Designation	Board	AC	NRC
Dato' Sri Yap Ngan Choy	Executive Chairman/ Group Managing Director	6/6	N/A	N/A
Dato' Yap Fook Choy	Group Executive Director	6/6	N/A	N/A
Yap Chun Theng	Executive Director	6/6	N/A	N/A
Sae-Yap Atthakovit	Non-Independent Non-Executive Director	6/6	6/6	1/1
Allen Yap Kuan Kee	Independent Non-Executive Director	6/6	6/6	1/1
Yap Chui Fan	Independent Non-Executive Director	6/6	6/6	1/1

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

2.10 Directors' Training

The NRC has taken on the responsibility of evaluating and determining the specific and continuous training needs of the Directors on a regular basis. The Directors have attended courses/conferences and/or in house training from time to time to enhance their skills and knowledge and to keep abreast with the relevant changes in laws, listing requirements, regulations and business environment in order to discharge their duties more effectively.

The training programmes, seminars and/or conferences attended by the Directors during the financial year are as follows:-

Directors	Title of Seminar/Training/Workshop
Dato' Sri Yap Ngan Choy	- Beneficial Ownership Reporting - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Dato' Yap Fook Choy	- Beneficial Ownership Reporting - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Yap Chun Theng	- Beneficial Ownership Reporting - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Sae-Yap Atthakovit	- Beneficial Ownership Reporting - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Allen Yap Kuan Kee	- Capital Gains Tax (CGT) on Foreign and Domestic Transactions 2024 Fuel Your Business – Principal's SME & Corporate Seminar - ESG Matters@ACCA: Applying IFRS Sustainability Disclosures Standards (ISSB S1 & S2) - Beneficial Ownership Reporting - Mandatory Accreditation Programme Part II: Leading for Impact (LIP) - Building Sustainable Credibility: Assurance, Greenwashing and the Rise of Green-Hushing
Yap Chui Fan	- Double Materiality Assessment for Sustainability Reporting: Challenges of Regulatory Evolutions - Beneficial Ownership Reporting - Board Ethics: Growing Concerns from New Technology, Stakeholder Interests & Conflict of Interest - Conflict of Interest ("COI") and Governance of COI - Navigating Sustainability Reporting: Insights on NSRF, IFRS S1 & S2

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

2.10 Directors' Training (cont'd)

In order to effectively carry out their roles and duties, the Directors are committed to participating in professional development programs as necessary. This ongoing commitment to professional development ensures that the Directors stay up-to-date with best practices and emerging trends in their respective areas of expertise. The Company encourages and supports the Directors' participation in such programs, recognising the importance of maintaining a skilled and knowledgeable Board.

PART III – REMUNERATION

3.1 Remuneration Policy

The Board has in place a formal Remuneration Policy for Directors and Senior Management. The Remuneration Policy establishes a formal and transparent procedure for developing a structure for the remuneration of Directors and Senior Management of the Company with the objective of supporting and driving business strategy and the long-term interests of the Company.

The Remuneration Policy is available on the Company's website at www.nctalliance.com.

3.2 Remuneration of Directors

The detailed remuneration of each individual Director of the Company and the Group for the FYE 2024 are as follows:-

The Company

Name of Directors	Fee RM ('000)	Allowance RM ('000)	Salary RM ('000)	Bonus RM ('000)	Benefits- in-kind RM ('000)	Others Emoluments RM ('000)	Total RM ('000)
Dato' Sri Yap Ngan Choy	-	-	-	-	-	-	-
Dato' Yap Fook Choy	-	-	-	-	-	-	-
Yap Chun Theng	-	-	-	-	-	-	-
Allen Yap Kuan Kee	84	3.5	-	-	-	-	87.5
Sae-Yap Atthakovit	96	3.5	-	-	-	-	99.5
Yap Chui Fan	72	3.5	-	-	-	-	75.5
TOTAL	252	10.5	-	-	-	-	262.5

The Group

Name of Directors	Fee RM ('000)	Allowance RM ('000)	Salary RM ('000)	Bonus RM ('000)	Benefits- in-kind RM ('000)	Others Emoluments RM ('000)	Total RM ('000)
Dato' Sri Yap Ngan Choy	-	-	1,200	100	-	247.8	1,547.8
Dato' Yap Fook Choy	-	-	738	61.5	-	211.1	1,010.6
Yap Chun Theng	-	-	546	51	-	114.6	711.6
Allen Yap Kuan Kee	84	3.5	-	-	-	-	87.5
Sae-Yap Atthakovit	96	3.5	-	-	-	-	99.5
Yap Chui Fan	72	3.5	-	-	-	-	75.5
TOTAL	252	10.5	2,484	212.5	-	573.5	3,532.5

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART III – REMUNERATION (cont'd)

3.3 Remuneration of Key Senior Management

The aggregate remuneration of the top three (3) Key Senior Management positions received for the FYE 2024 was RM1.3 million. The remuneration value is computed on an aggregate basis, taking into account the relevant personnel's salary, allowance, bonus, benefits-in-kind and other emoluments.

The Board recognizes that the remuneration packages of our Key Senior Management are confidential and sensitive information. To protect the security of our Key Senior Management and the Company's best interests, the Board has opted not to disclose the Key Senior Management's remuneration components on a named basis.

The Board believes that disclosing the Key Senior Management's remuneration components may not be in the Company's best interest as such disclosure may lead to recruitment and talent retention issues in the competitive human resources environment. Therefore, the Board has decided to maintain the confidentiality of our Key Senior Management's remuneration packages.

The Board would like to assure our stakeholders that the remuneration packages of our Key Senior Management are set at levels that are appropriate and competitive in the industry. The Company's compensation policies are designed to attract, retain, and motivate top talent while aligning with the Company's strategic objectives and long-term performance goals.

The Board remains committed to maintaining transparency and accountability in all aspects of the Company's operations while also protecting the interests of our stakeholders and Key Senior Management.

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

PART I – AC

4.1 Effective and Independent AC

The AC is relied upon by the Board to, amongst others, provide advice in the areas of financial reporting, external audit, internal control environment and internal audit process, review of related party transactions as well as conflict of interest situations. The AC also undertakes to provide oversight on the risk management framework of the Group.

The AC is chaired by the Independent Director, Mr. Allen Yap Kuan Kee, who is distinct from the Chairman of the Board. All members of the AC are financially literate, whilst the Chairman of the AC is a member of the Malaysian Institute of Accountants (MIA).

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT (cont'd)

PART I – AC (cont'd)

4.1 Effective and Independent AC (cont'd)

The term of office and performance of the AC and its members are reviewed by the NRC annually to determine whether such AC and members have carried out their duties in accordance with the Terms of Reference of the AC.

4.2 External Auditors

The Group has established a transparent and appropriate relationship with the External Auditors which has been accorded the authority to communicate directly with the External Auditors. The External Auditors, in turn, are able to highlight matters which require the attention of the Board to the AC in terms of compliance with the accounting standards and other related regulatory requirements.

During the FYE 2024, the AC met with the External Auditors once without the presence of the Executive Directors and the Management. This allowed the AC and the External Auditors to exchange independent views on the matters which required the AC's attention.

The Board has established the External Auditors Assessment Policy together with the Annual Performance Evaluation Form. The said policy aims to outline the guidelines and procedures for AC to review, assess and monitor the performance, suitability and independence of the External Auditors. The factors considered by the AC in its assessment include the adequacy of professionalism and experience of the staff, the resources of the External Auditors, fees, independence, and the level of non-audit services rendered to the Group.

During the FYE 2024, the AC had carried out an annual performance assessment of the External Auditors and concluded that the External Auditors were of competence and had provided the necessary quality of service to continue serving the Company and the Group.

The AC is satisfied with the performance, suitability and independence of the External Auditors of the Company, Moore Stephens Associates PLT. Having assessed their performance, the AC had recommended to the Board, the re-appointment of the External Auditors upon which the shareholders' approval will be sought at the forthcoming AGM of the Company.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

5.1 Risk Management and Internal Control Framework

The Board acknowledges its responsibility for maintaining a sound system of internal control to safeguard shareholders' investments and the Company's assets. The system of internal control covers not only financial controls but operational and compliance controls and risk management.

The Board has adopted a Risk Management Framework to manage its risk and opportunities and delegated the responsibility of reviewing the adequacy and effectiveness of the risk management and internal control systems to the AC.

Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in this Annual Report.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT (cont'd)

PART II - RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (cont'd)

5.2 Internal Audit Function

The Group's Internal Audit Function for the FYE 2024 was outsourced to an independent professional service firm to assist the Board in maintaining a system of internal control to safeguard shareholders' investment and the Group's assets. The internal audit findings and investigations of business units of the Group will be reported directly to the AC.

The outsourced Internal Auditors are free from any relationship or conflict of interest, which could impair their objectivity and independence.

The AC had obtained assurance from the outsourced Internal Auditors confirming that they are, and have been, independent throughout the conduct of the internal audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

The internal audit functions and activities carried out during the FYE 2024 are disclosed in the AC Report in this Annual Report.

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

PART I - ENGAGEMENT WITH STAKEHOLDERS

6.1 Continuous Communication with Stakeholders

The Company recognises the need for stakeholders and the wider investment community to ensure that they are kept informed of all material business matters affecting the Group. This is done through the timely dissemination of information on the Group's performance and major developments which are communicated via the following channels:-

- (a) the Annual Report and relevant circulars published on the Company's website and Bursa Securities' website;
- (b) the convening of AGM and/or Extraordinary General Meeting;
- (c) the release of various disclosures and announcements including quarterly financial results; and
- (d) press releases.

The Company's website at www.nctalliance.com also serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, news and events relating to the Group.

CORPORATE GOVERNANCE OVERVIEW

STATEMENT (cont'd)

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (cont'd)

PART I – ENGAGEMENT WITH STAKEHOLDERS (cont'd)

6.2 Corporate Disclosure Policy

The Board is committed to provide effective communication to its shareholders and the general public regarding the business, operations and financial performance of the Group and where necessary, information filed with regulators is in accordance with all applicable legal and regulatory requirements.

The Corporate Disclosure Policy was formalised to promote comprehensive, accurate and timely disclosures pertaining to the Company and the Group to regulators, shareholders and stakeholders.

PART II – CONDUCT OF GENERAL MEETINGS

7.1 Conduct of General Meetings

The AGM remains the principal forum for dialogue with shareholders where they may seek clarifications on the Company's business and reports. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions.

The notice of the 21st AGM held on 19 June 2024 was sent to shareholders more than twenty-eight (28) days before the meeting date. Items of special business included in the Notice of AGM were accompanied by an explanation of the proposed resolutions.

At the AGM, the shareholders are encouraged to participate in discussing the resolutions proposed or future developments of the Group's operations in general. The Board, the Management team and the Company's External Auditors, are present to answer the questions raised and provide clarification as requested by the shareholders.

All resolutions set out in the notice of the 21st AGM were put to vote by poll and the votes cast were validated by an independent scrutineer appointed by the Company. The outcome of all resolutions proposed at the general meetings is announced to Bursa Securities at the end of the meeting day.

7.2 Effective Communication and Proactive Engagement

All the Directors were present at the 21st AGM and Extraordinary General Meeting ("EGM") of the Company, both held on 19 June 2024 to provide response to questions raised by the shareholders.

The Chairman of the Board and its Board Committees members were available to respond to shareholders' queries concerning the Company and the Group in the 21st AGM and EGM. The External Auditors were also invited to attend the 21st AGM and assist the Board in addressing relevant queries made by the shareholders.

From the Company's perspective, the AGM also serves as a forum for Directors to engage with the shareholders personally to understand their needs and seek their feedback. The Board welcomes questions and feedback from the shareholders during and at the end of shareholders' meetings and ensures their queries are responded to properly and systematically.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE C – INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (cont'd)

PART II – CONDUCT OF GENERAL MEETINGS (cont'd)

7.2 Effective Communication and Proactive Engagement (cont'd)

The Chairman ensures that a reasonable time is provided to the shareholders for discussion at the AGM before each resolution is proposed. The minutes and summary of the key matters discussed at the 21st AGM were also published on the Company's website for the shareholders' information.

STATEMENT BY THE BOARD ON CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board has deliberated, reviewed and approved this Statement. The Board considers and is satisfied that to the best of its knowledge, the Company has fulfilled its obligations under the MCCG, the relevant chapters of the Listing Requirements of Bursa Securities on corporate governance and all applicable laws and regulations throughout the FYE 2024, except for the departures set out in the Corporate Governance Report.

The Board shall continue to strive for high standards of corporate governance throughout the Group, and the highest level of integrity and ethical standards in all of its business dealings.

AUDIT COMMITTEE REPORT

A. OBJECTIVES

The primary objective of the Audit Committee (“AC” or “the Committee”) is to assist the Board of Directors (“the Board”) of NCT Alliance Berhad (“the Company”) in discharging its statutory duties and responsibilities, among others, providing additional assurance to the Board by giving an objective and independent review of financial, operational and administrative controls and procedures, establishing and maintaining internal controls and reinforce the independence of the Company’s External and Internal Auditors, thereby ensuring that the Auditors have free reign in the audit process.

B. COMPOSITION OF THE COMMITTEE

The members of the Committee comprise all Non-Executive Directors with a majority of them being Independent Non-Executive Directors. Mr. Allen Yap Kuan Kee, the AC Chairman is a member of the Malaysian Institute of Accountants (MIA), Certified Public Accountants of Singapore (CPA), Fellow of Chartered Certified Accountants UK (FCCA) and ASEAN CPA. The Committee comprises the following members:

Name	Designation
Allen Yap Kuan Kee, Chairman	Independent Non-Executive Director
Sae-Yap Atthakovit, Member	Non-Independent Non-Executive Director
Yap Chui Fan, Member	Independent Non-Executive Director

The Company complies with Paragraph 15.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) which requires all members of the AC to be Non-Executive Directors with a majority of them being Independent Directors, and Practice 9.1 of the Malaysian Code on Corporate Governance where the Chairman of the AC is not chairman of the Board.

The authorities and duties of the Committee are governed by the Terms of Reference of the Committee. The Terms of Reference of the Committee can be accessed from the corporate website of the Company at www.nctalliance.com.

C. MEETINGS

A total of six (6) AC meetings were held during the financial year ended 31 December 2024. The details of attendance of each member are as follows:

AC Members	Attendance
Allen Yap Kuan Kee, Chairman	6/6
Sae-Yap Atthakovit, Member	6/6
Yap Chui Fan, Member	6/6

The Chief Financial Officer was invited to attend all AC meetings to facilitate direct communications and to provide clarification on the financial reports. Minutes of each meeting were recorded and tabled for confirmation at the next AC meeting and subsequently presented to the Board for notation.

The presence of the External Auditors and/or the Internal Auditors at the Committee meetings can be requested if required by the Committee. Other members of the Board and officers of the Company and the Group may attend the meeting (specific to the relevant meeting and the matters being discussed) upon the invitation of the Committee.

AUDIT COMMITTEE REPORT (cont'd)

D. SUMMARY OF WORK OF THE COMMITTEE DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The summary of the works undertaken by the Committee during the financial year ended 31 December 2024, amongst others, included the following:-

1. In overseeing the Company's financial reporting, the AC reviewed the four (4) quarterly financial results and annual audited financial statements of the Group and the Company including the announcements pertaining thereto. The discussion focused particularly on any change in accounting policies and practices, significant adjustments arising from the audit and compliance with accounting standards and other legal requirements before recommending to the Board for approval and release of the announcements to Bursa Securities.
2. Reviewed the External Auditors' Audit Planning Memorandum covering the audit objectives and approach, audit plan, key audit areas, accounting standards and proposed audit and non-audit fees.
3. Reviewed the External Auditors' Audit Review Memorandum upon completion of the annual audit, covering findings on the results and issues from their audit of the financial statements of the Group and their resolutions of such issues highlighted in their report to the AC.
4. Reviewed with the External Auditors, the annual audited financial statements of the Company and the Group and issues arising from the audit of the financial statements highlighted by the External Auditors.
5. Reviewed with the Internal Auditors, the internal audit plan, work done and reports, for the internal audit function and considered the findings of internal audit reviews and management responses thereon, and ensure that appropriate actions were taken in addressing the issues reported by the Internal Auditors.
6. Self-appraised the performance of the AC and submitted the evaluation form to the Nomination and Remuneration Committee for assessment.
7. Evaluated the performance of the External Auditors and Internal Auditors.
8. Considered and recommended the re-appointment of Moore Stephens Associates PLT as the External Auditors and their audit fee to the Board for consideration based on annual assessment of the competency, efficiency, performance and transparency as demonstrated by the External Auditors during their audit.
9. Reviewed the related party transactions and recurrent related party transactions that transpired within the Group to ensure that the transactions entered into were at arm's length basis and on normal commercial terms.
10. Reviewed the Corporate Governance Overview Statement, Sustainability Statement, AC Report, Statement on Risk Management and Internal Control and Additional Compliance Information to ensure adherence to legal and regulatory requirements before recommending to the Board for approval for inclusion in the Company's Annual Report.

AUDIT COMMITTEE REPORT (cont'd)

D. SUMMARY OF WORK OF THE COMMITTEE DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (cont'd)

11. Reviewed the Corporate Governance Report before recommending it to the Board for approval.
12. Reviewed the circular to shareholders in relation to the proposed renewal of existing shareholders' mandate and proposed new shareholders' mandate for recurrent related party transactions of a revenue and/or trading nature before recommending to the Board for approval.
13. Reviewed the proposed acquisition by the Company of the entire equity interest in NCT Builders Group Holdings Sdn. Bhd. from NCT Venture Corporation Sdn. Bhd. for a purchase consideration of RM100.89 million to be satisfied via a combination of cash and issuance of new ordinary shares in the Company.
14. Reviewed the Risk Management Report which consists of a Risk Profile/Matrix, Summary of Gross Risks and Residual Risks, and Summary of High-Risk Areas.
15. Reviewed and verified the allocation and granting of new ordinary shares in the Company pursuant to the Employees' Share Scheme granted to the eligible Directors and employees of the Group.
16. Reviewed the conflict of interest ("COI") questionnaires submitted by the Directors and Key Senior Management of the Group. Based on this review, no significant COI were identified that would necessitate further examination and implementation of specific mitigation measures. The only exceptions were related party transactions that had been duly disclosed and entered into with the Group, which are being managed in accordance with the established governance and approval processes.

E. INTERNAL AUDIT FUNCTION

The Board has entrusted the Committee to review the effectiveness of the Group's system of internal control and the integrity of the management reporting system on behalf of the Board. The internal audit function is outsourced to an independent professional services firm to provide an objective evaluation of risks and controls in the audited activities to ensure a sound system of internal controls. Internal audit reports are presented, together with Management's response and proposed action plans to the Committee on a half-yearly basis.

The Internal Auditors undertake internal audit functions based on the operational, compliance and risk based audit plan approved by the Committee. The risk-based audit plans cover the review of the key operational and financial activities including the efficacy of risk management practices, efficiency and effectiveness of operational controls and compliance with relevant laws and regulations. Scheduled audits are carried out on various subsidiaries of the Company in accordance to the approved Internal Audit Plan. A risk-based methodology is adopted to evaluate the adequacy and effectiveness of the risk management, financial, operational and governance processes.

AUDIT COMMITTEE REPORT (cont'd)

E. INTERNAL AUDIT FUNCTION (cont'd)

For the financial year ended 31 December 2024, the following internal audit reviews had been carried out by the Internal Auditors:-

Reporting month	Name of entity audited	Audited areas
May 2024	NCT Group	Human Resource and Payroll Management
	NCT Harmony Sdn. Bhd. ("NCT Harmony")	Follow-up review on Sales Administration, Billing, Collection and Credit Control for the Grand Ion Majestic ("GIM") project
November 2024	NCT Harmony	Project Management and Contractor Claim Processing for the GIM project
	NCT Group	Follow-up review on the Group Human Resource and Payroll Management

The fee incurred during the financial year in relation to the internal audit function is RM39,000.

The internal audits conducted did not reveal any significant weakness which would result in material losses, contingencies or uncertainties that would require disclosure in the Annual Report.

For the financial year ended 31 December 2024, the Committee noted that the internal audit function is independent and Internal Auditors have performed their audit assignments with impartiality, proficiency and due professional care.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors (“the Board”) of NCT Alliance Berhad (“NCT” or “the Company”) is pleased to present the Statement on Risk Management and Internal Control for the financial year ended 31 December 2024, pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad and Principle B of the Malaysian Code on Corporate Governance. This Statement has been prepared with reference to the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

This Statement outlines the key aspects of risk management and internal control systems within the Company and its subsidiaries (“the Group”).

A. BOARD RESPONSIBILITY

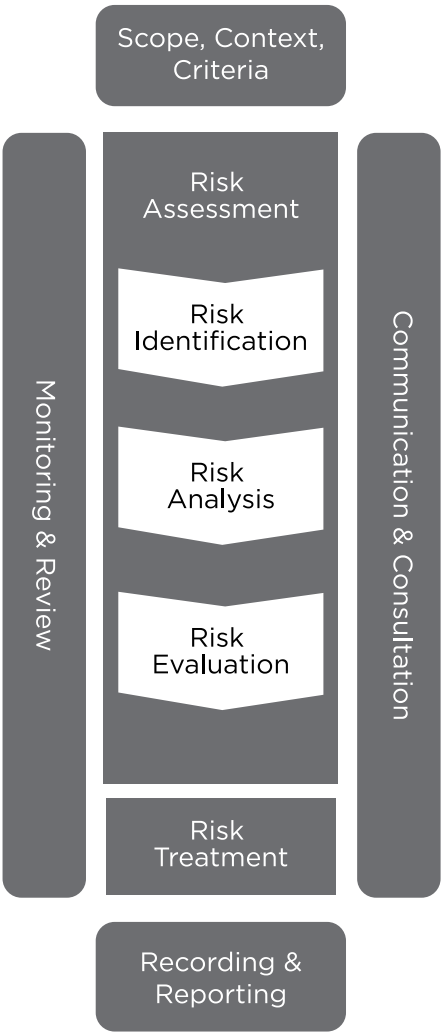
The Board acknowledges its responsibility for establishing, maintaining, and reviewing the effectiveness of the Group’s system of internal controls and risk management. This system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives. While the Board ensures that the systems provide reasonable assurance against material misstatements or losses, it recognizes that absolute assurance cannot be provided.

The Board is responsible for overseeing the design and implementation of the Group’s risk management framework and internal control systems, which cover financial, operational, and compliance risks. The Board also reviews the adequacy and effectiveness of these systems periodically to safeguard shareholders’ investments and the Group’s assets.

B. RISK MANAGEMENT FRAMEWORK

The Group’s risk management framework is built on the principles of effective risk identification, assessment, and mitigation, aligning with the internationally recognised International Organisation for Standardisation (“ISO”) 31000:2018 Risk Management Guidelines. With the assistance of Management, the Board is committed to identifying and addressing key risks that could impact the achievement of the Group’s strategic objectives.

The overview of the risk management process of the Group is depicted in the following diagram:



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

B. RISK MANAGEMENT FRAMEWORK (cont'd)

The Risk Management Framework consists of the following components:

- **Risk Identification** : Identifying significant risk areas across the Group's processes, projects, activities, and assets.
- **Risk Assessment** : Evaluating the potential causes, likelihood, impacts, and consequences of identified risks.
- **Control Evaluation** : Reviewing existing internal controls to determine their effectiveness in mitigating risks.
- **Risk Response** : Developing appropriate strategies and additional controls to manage and mitigate identified risks.
- **Monitoring and Reporting** : Regular monitoring and reporting of risk status to the Audit Committee and the Board.

To assist in managing these risks, the Group has established a Risk Management Committee ("RMC"), which is chaired by the Executive Chairman/ Group Managing Director. The RMC is responsible for overseeing the following activities:

- Identifying critical risks and reviewing changes to the risk landscape.
- Evaluating and recommending action plans to mitigate identified risks.
- Reviewing the risk profile of the Group and its subsidiaries.
- Reporting to the Audit Committee and Board on the risk status and any actions taken to manage risks.

During the financial year under review, the RMC successfully identified and assessed key risks, ensuring that Management's action plans were developed and implemented to mitigate these risks. As part of this process, an annual update of the Group's risk profiles was undertaken, with risk assessments conducted alongside related risk owners. All risk identified were individually assessed and ranked, having regard to the impact of the identified risk, likelihood of risk occurring, and effectiveness of the internal control systems currently in place to manage these key risks. The results of these assessments and the actions taken were presented to the Audit Committee for review, which were then reported to the Board for approval. Risk management activities are reported to the RMC to keep RMC informed and advised of key risks and risk trends.

The key risks identified for the year, and the corresponding management strategies, are summarized below:

KEY RISKS IDENTIFIED AND MANAGEMENT STRATEGIES

Risk	Specific Risk	Management Strategy
R-1	Liquidity risk	Closely monitor cash flow and financial forecasts. Ensure adequate funding and explore potential bank facilities to support future project costs and working capital.
R-2	Long gestation of unsold units	Explore innovative ownership schemes, such as "Rent-to-Own," for completed projects, to enhance affordability and accessibility for potential buyers.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

C. INTERNAL CONTROL SYSTEMS

The Group's internal control system consists of the following key elements, designed to ensure the effectiveness and reliability of operations, financial reporting, and compliance with laws and regulations:

1. **Organisational Structure** : The Group has a clearly defined organisational structure, with delegated authorities and responsibilities communicated throughout the Group.
2. **Competent Staff** : Competent personnel are assigned to critical areas to oversee and monitor the effectiveness of internal controls.
3. **Regular Review Meetings** : The Management holds regular meetings to discuss operational issues, resolve financial, human resource, and other key matters, and make strategic decisions.
4. **Financial and Operational Reporting** : Timely financial and operational reports are generated to allow Management to review and make informed decisions.
5. **Internal Audit** : The internal audit function plays a critical role in evaluating the effectiveness and efficiency of operations, as well as compliance with internal policies, regulatory requirements, and guidelines. The internal audit work is closely aligned with the International Professional Practices Framework ("IPPF"), promulgated by the Institute of Internal Auditors.
6. **Audit Committee Oversight** : The Audit Committee reviews quarterly and annual financial statements, as well as announcements, before recommending them for Board approval.
7. **Budget Control** : Each operating subsidiary's budget is reviewed and approved by Management before being incorporated into the Group's overall budget for Board approval.
8. **Management Visits** : Board and senior management members conduct periodic visits to operating subsidiaries, as deemed necessary, to ensure alignment with the Group's operational and strategic objectives.

D. REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

In line with Paragraph 15.23 of the Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Control and reported that nothing has come to their attention that would suggest the Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the Group's internal control systems.

E. CONCLUSION AND ASSURANCE FROM MANAGEMENT

The Board is of the view that, for the financial year under review, the Group's risk management and internal control systems were adequate and effective in safeguarding the interests of stakeholders, as well as the Group's operations and assets.

The Board has received the necessary assurance from the Executive Chairman/Group Managing Director and Chief Financial Officer that, to the best of their knowledge and belief, the Group's risk management and internal control systems were operating effectively and in line with the required standards. There were no material control failures or compliance issues that resulted in material loss to the Group during the financial year.

ADDITIONAL COMPLIANCE INFORMATION

AUDIT AND NON-AUDIT FEES

For the financial year ended 31 December 2024 (“FYE 2024”), the amounts of audit and non-audit fees paid or payable by the Company and its subsidiaries (“NCT Group” or “Group”) to the External Auditors and firm affiliated with the External Auditors are as follows:-

	Company RM	Group RM
Audit fees	85,000	275,002
Non-audit fees	80,800 *	122,052 *

* The non-audit fees include professional fees paid or payable to the firm affiliated with the External Auditors in relation to the corporate tax and tax advisory services.

UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

There were no proceeds raised from corporate proposals during the FYE 2024.

EMPLOYEES’ SHARE SCHEME (“ESS”)

The ESS comprising the Employees’ Share Option Scheme (“ESOS”) and Restricted Share Grant Plan (“RSG”) was implemented on 30 September 2022 and is in force for a period of 5 years.

There were no ESOS Options and/or RSG Shares granted under the ESS during the FYE 2024.

The ESOS Options vested, exercised, lapsed and outstanding during the FYE 2024, are set out in the table below:

ESOS Options	Eligible Executive Directors	Eligible Non-Executive Directors	Senior Management	Middle Management	Junior Management	Executive	Non-executive	Total
Granted	-	-	-	-	-	-	-	-
Vested	-	38,700 4%	289,000 31%	67,300 7%	337,300 36%	191,100 21%	8,300 1%	931,700 100%
Exercised	-	116,200 8%	474,400 32%	201,900 13%	519,200 34%	200,600 13%	- 0%	1,512,300 100%
Lapsed	-	- 0%	100,600 13%	274,600 37%	214,000 29%	152,700 20%	3,500 1%	745,400 100%
Outstanding	-	38,900 2%	581,500 32%	67,300 4%	658,900 36%	443,000 24%	30,000 2%	1,819,600 100%

	Aggregate maximum allocation (%)	Actual percentage granted (%) Since commencement of the ESS	During the FYE 2024
Directors and senior management	80%	56.43%	-

ADDITIONAL COMPLIANCE INFORMATION (cont'd)

EMPLOYEES' SHARE SCHEME ("ESS") (cont'd)

ESOS Options granted and/or exercised by the Non-Executive Directors of the Company in respect of the FYE 2024 are as follows:

Name	Amount of ESOS Options	
	Granted	Exercised
Sae-Yap Atthakovit	-	116,200

For avoidance of doubt, no RSG Shares were allocated and granted to the Non-Executive Directors of the Company.

MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed below, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) which involved the interests of Directors and/or major shareholders, either still subsisting at the end of the FYE 2024 or, if not then subsisting, entered into since the end of the previous financial year:

- (1) Conditional share sale agreement entered into between the Company and NCT Venture Corporation Sdn. Bhd. ("NVC") on 29 February 2024, for the acquisition of the entire equity interest in NCT Builders Group Holdings Sdn. Bhd. ("NBGH"), representing 30,411,700 ordinary shares in NBGH, for a purchase consideration of RM100.89 million to be satisfied via a combination of cash and issuance of new ordinary shares of the Company.

This acquisition has been completed on 2 July 2024.

Notes:

- (i) *Dato' Sri Yap Ngan Choy ("Dato' Sri YNC") is the Executive Chairman/Group Managing Director and major shareholder of NCT. He is also a major shareholder of NVC and the brother of Dato' Yap Fook Choy ("Dato' YFC");*
- (ii) *Dato' YFC is the Group Executive Director and major shareholder of NCT. He is also a major shareholder of NVC and the brother of Dato' Sri YNC;*
- (iii) *Yap Chun Theng ("YCT"), the Executive Director of NCT, is the son of Dato' Sri YNC and the nephew of Dato' YFC; and*
- (iv) *Sae-Yap Atthakovit ("SYA"), the Non-Independent Non-Executive Director of NCT, is the son of Dato' YFC and the nephew of Dato' Sri YNC.*

RECURRENT RELATED PARTY TRANSACTION

At the 21st Annual General Meeting ("AGM") of the Company held on 19 June 2024, the Company obtained shareholders' mandate pursuant to Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to allow the Group to enter into recurrent related party transactions ("RRPTs") of a revenue or trading nature which are necessary for the day to day operations of the Group and in the ordinary course of business with the related parties ("Mandate"). This Mandate will lapse at the conclusion of the forthcoming 22nd AGM of the Company.

ADDITIONAL COMPLIANCE INFORMATION

(cont'd)

RECURRENT RELATED PARTY TRANSACTION (cont'd)

Details of the RRPTs entered into by the Group during the financial year under the Mandate are as follows:

Transacting company (Recipient)	Related party (Provider)	Nature of transaction	Interested related party	Actual value transacted for the financial year ended 31 December 2024 (RM)
NCT Harmony Sdn Bhd ("Harmony")	NCT Building & Civil Engineering Sdn Bhd ("NCT BCE")	Construction and Completion of Main Building ⁽¹⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	YBG Yap Consolidated Sdn. Bhd. ("YBG Yap") ⁽⁶⁾ Dato' Sri YNC ⁽⁷⁾ Dato' YFC ⁽⁸⁾ YCT ⁽⁹⁾ SYA ⁽¹⁰⁾	239,682,532
Innoceria Sdn Bhd ("Innoceria")	NCT BCE	Construction and Completion of Main Building ⁽²⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	YBG Yap ⁽⁶⁾ Dato' Sri YNC ⁽⁷⁾ Dato' YFC ⁽⁸⁾ YCT ⁽⁹⁾ SYA ⁽¹⁰⁾	NIL
NCT Green City Sdn Bhd ("Green City")	NCT BCE	Construction and Completion of Main Building ⁽³⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	YBG Yap ⁽⁶⁾ Dato' Sri YNC ⁽⁷⁾ Dato' YFC ⁽⁸⁾ YCT ⁽⁹⁾ SYA ⁽¹⁰⁾	NIL
NCT Platinum Sdn Bhd ("Platinum")	NCT BCE	Construction and Completion of Main Building ⁽⁴⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	YBG Yap ⁽⁶⁾ Dato' Sri YNC ⁽⁷⁾ Dato' YFC ⁽⁸⁾ YCT ⁽⁹⁾ SYA ⁽¹⁰⁾	37,936,170
NCT Group	NCT BCE	Provision of construction, project management and construction related services by related parties to NCT Group ⁽⁵⁾	YBG Yap ⁽⁶⁾ Dato' Sri YNC ⁽⁷⁾ Dato' YFC ⁽⁸⁾ YCT ⁽⁹⁾ SYA ⁽¹⁰⁾	NIL

ADDITIONAL COMPLIANCE INFORMATION (cont'd)

RECURRENT RELATED PARTY TRANSACTION (cont'd)

Notes:

- ⁽¹⁾ This Main Building refers to the Grand Ion Majestic Project ("GIM Project"), a mixed development project undertaken on a parcel of freehold land identified as Lot No. 42985 held under Title No. Geran 45455, Mukim and District of Bentong, Pahang Darul Makmur, measuring approximately 8,066 square metres in area. The GIM Project comprises 1,885 units of serviced apartments, 24 units of commercial retail lots and 6 units of office lots together with 45 accessory parcels, known as 'Grand Ion Majestic'. The GIM project has been completed during the financial year.
- ⁽²⁾ This Main Building refers to the Ion Vivace Project, a development project undertaken on a parcel of freehold land held identified as HSD 51395 Lot 20999, Mukim 14, District of Seberang Perai Selatan, State of Pulau Pinang, measuring approximately 2.32-acres. The Ion Vivace Project comprises 2 blocks of a total of 528 units of serviced apartments, known as 'Ion Vivace Residences'. The Ion Vivace Project has been rebranded and will proceed as a Centralised Labour Quarters development.
- ⁽³⁾ The Main Building refers to the Ion Estuary Park Project (previously known as Ion Forte Green City), an upcoming mixed-development project undertaken on a parcel of leasehold land identified as PT. 34430 to 34433 and PT 34435 to 34439. The Ion Forte Green City Project comprises 5 blocks of serviced apartments which consists of 2,872 units of serviced apartment unit, 14 units of zero-lot bungalow and commercial retail lots, together with other supporting facilities and amenities attached thereto. The Ion Forte Green City Project is expected to commence in the second half of 2025 and is expected to be completed in first half of 2029.
- ⁽⁴⁾ The Main Building refers to the Ion Belian Garden Project, an ongoing development project undertaken on a parcel of land identified as Lot Nos. PT 11452 to PT 12618 held under Title Nos. HSD 65596 to HSD 66762, all located within Mukim Batang Kali, District of Ulu Selangor, Selangor Darul Ehsan. The Ion Belian Garden Project comprises 332 units of double-storey terraced houses, 667 units of single-storey terraced houses, 149 units of affordable single-storey terraced houses (Rumah Selangorku) and 9 units of double-storey terraced shop-offices together with other supporting infrastructures and amenities. The Ion Belian Garden Project commenced in the first quarter of 2022 and is expected to be completed in fourth quarter of 2026.
- ⁽⁵⁾ Including inter alia, interior decorations, renovation works and related services, property management and related services, construction of civil and building works, contracting in mechanical, electrical and engineering works, piling contracts, ancillary infrastructure and associated works.
- ⁽⁶⁾ YBG Yap, the major shareholder of the Company, is deemed interested in the Mandate in view that Dato' Sri YNC and Dato' YFC, the Directors of Harmony, Innoceria, Green City and NCT, are also the Directors and the shareholders of YBG Yap.
- ⁽⁷⁾ Dato' Sri YNC is the Executive Chairman/Group Managing Director and major shareholder of the Company by virtue of his shareholdings in YBG Yap pursuant to Section 8(4) of the Companies Act 2016 ("Act"). He is also a major shareholder of NCT BCE by virtue of his shareholdings in NVC, the holding company of NCT BCE pursuant to Section 8(4) of the Act. He is the brother of Dato' YFC, the father of YCT and the uncle of SYA.
- ⁽⁸⁾ Dato' YFC is the Group Executive Director and major shareholder of the Company by virtue of his shareholdings in YBG Yap pursuant to Section 8(4) of the Act. He is also a major shareholder of NCT BCE by virtue of his shareholdings in NVC, the holding company of NCT BCE pursuant to Section 8(4) of the Act. He is the brother of Dato' Sri YNC, the father of SYA and the uncle of YCT.
- ⁽⁹⁾ YCT being a Director of Innoceria, Harmony and NCT, is the son of Dato' Sri YNC and the nephew of Dato' YFC.
- ⁽¹⁰⁾ SYA being a Director of Innoceria, Harmony and NCT, is the son of Dato' YFC and the nephew of Dato' Sri YNC.

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Board of Directors of the Company ("**Board**") is fully accountable to ensure that the financial statements are drawn up in accordance with the Companies Act 2016 ("**Act**") and the applicable approved accounting standards prescribed by the Malaysian Accounting Standards Board so as to give a true and fair view of the state of affairs of the Company and its subsidiaries ("**the Group**") as at 31 December 2024 and of the results and cash flows of the Company and the Group for the financial year then ended.

In the preparation of the financial statements for the financial year ended 31 December 2024, the Board has taken the following measures:-

- a. applied relevant and appropriate accounting policies consistently and in accordance with applicable approved accounting standards;
- b. made judgments and estimates that are prudent and reasonable; and
- c. used the going concern basis for the preparation of the financial statements.

The Board has ensured that the quarterly reports and annual audited financial statements of the Group are released to Bursa Malaysia Securities Berhad in a timely manner in order to keep our investing public informed of the Group's latest performance and developments.

The Board has also ensured that the Company and the Group maintain proper accounting records in accordance with the Act. The Board also has the overall responsibility of taking such steps as are reasonably open to them to safeguard the assets of the Company and of the Group and to prevent and detect fraud and other irregularities.

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DIRECTORS' REPORT

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The details and principal activities of its subsidiaries are disclosed in Note 11 to the financial statements.

There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

RESULTS

	Group RM	Company RM
Profit/(Loss) after tax for the financial year	34,784,833	(6,696,512)
Profit/(Loss) attributable to:		
– Owners of the Company	34,503,934	(6,696,512)
– Non-controlling interest	280,899	-
	34,784,833	(6,696,512)

DIVIDENDS

No dividend has been paid or declared by the Company since the end of the previous financial year. The Directors do not recommend any dividend in respect of the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the financial statements.

ISSUANCE OF SHARES AND DEBENTURES

Ordinary shares

During the financial year, the Company increased its issued and paid-up ordinary share capital from 1,579,470,752 shares to 1,883,474,458 shares by way of the following issuance:

- (i) 1,512,300 ordinary shares pursuant to the exercise of options under the Company's employees' share option scheme ("ESOS") at an exercise price of RM0.365 per ordinary share;
- (ii) 110,625,000 ordinary shares at a market value of RM0.54 per ordinary share to facilitate the acquisition of the entire equity interest in NCT Builders Group Holdings Sdn. Bhd.;

DIRECTORS' REPORT (cont'd)

ISSUANCE OF SHARES AND DEBENTURES (cont'd)

Ordinary shares (cont'd)

During the financial year, the Company increased its issued and paid-up ordinary share capital from 1,579,470,752 shares to 1,883,474,458 shares by way of the following issuance: (cont'd)

- (iii) 110,937,500 ordinary shares at an issue price of RM0.32 per ordinary share to facilitate the acquisition of 10 adjoining parcels of Sabah leasehold development land by a subsidiary; and
- (iv) 80,928,906 ordinary shares pursuant to conversion of Redeemable Convertible Unsecured Loan Stocks ("RCULS") at the conversion ratio of 1 RCULS for 1 new ordinary share.

The new ordinary shares issued rank pari passu in all respects with the existing ordinary shares of the Company. The proceeds raised were used for working capital purposes.

Redeemable Convertible Unsecured Loan Stocks ("RCULS")

During the financial year, the Company has issued and allotted 80,928,906 new RCULS (Tranche 4) at an issue price of RM0.32 per RCULS.

The salient terms and details of the RCULS are disclosed in Note 23 to the financial statements.

Details of RCULS held by the Directors are disclosed in the Directors' Interests section of this report.

Other than the foregoing, the Company did not issue any other shares and debentures during the financial year.

TREASURY SHARES

During the financial year, the Company repurchased 11,691,000 of its issued ordinary shares from the open market at an average price of RM0.32 (including transaction costs) per ordinary share. The total consideration paid for the shares repurchased was RM3,768,715 and are being held as treasury shares in accordance with Section 127 of the Companies Act 2016 in Malaysia.

As at 31 December 2024, the Company had a total of 20,316,809 ordinary shares of its 1,883,474,458 ordinary shares as treasury shares. Such treasury shares are held at carrying amount of RM7,873,286. Further details are disclosed in Note 24 to the financial statements.

DIRECTORS' REPORT (cont'd)

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year other than the employees' share scheme ("ESS") which entails an employees' share option scheme ("ESOS") and a restricted share grant plan ("RSG") as disclosed below.

The Company's ESS is governed by the By-Laws approved by the shareholders at the Extraordinary General Meeting held on 14 June 2022. The ESS entitle eligible Directors and employees of the Group of up to 15% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any point in time during the existence of the ESS and shall be in force for a period of five (5) years from the effective date of the implementation of the ESS and may be extended for a period of up to another 5 years and shall not in aggregate exceed ten (10) years from the effective date.

The salient features, terms and details of the ESOS and RSG are disclosed in the Note 25 to the financial statements.

Details of the ESOS and RSG granted to Directors of the Company are disclosed in the section on Directors' Interests in this report.

DIRECTORS OF THE COMPANY

The Directors in office since the beginning of the financial year up to the date of this report are:

Dato' Sri Yap Ngan Choy *
 Dato' Yap Fook Choy *
 Yap Chun Theng *
 Sae-Yap Atthakovit *
 Allen Yap Kuan Kee
 Yap Chui Fan

* *Being a Director of one or more subsidiaries*

DIRECTORS OF SUBSIDIARIES OF THE COMPANY

Pursuant to Section 253(2) of the Companies Act 2016, the Directors who served in the subsidiaries (excluding Directors who are also Directors of the Company) since the beginning of the financial year up to the date of this report are:

Datuk Lum Kim Soong
 Yeoh Siew Kim

DIRECTORS' REPORT (cont'd)

DIRECTORS' INTERESTS

According to the register of Directors' shareholdings, the interest of Directors in office at the end of financial year in shares, RCULS and ESOS of the Company and its related corporations during the financial year were as follows:

	Number of ordinary shares				At 31.12.2024
	At 1.1.2024	Conversion of RCULS/ Exercise of ESOS	Bought/ Allotment	Sold	
Ordinary shares in the Company					
Direct interest:					
– Dato’ Sri Yap Ngan Choy	12,217,700	-	54,293,000	(770,000)	65,740,700
– Dato’ Yap Fook Choy	6,320,400	-	32,360,200	(500,000)	38,180,600
– Yap Chun Theng	387,300	-	-	(387,300)	-
– Sae-Yap Atthakovit	-	116,200	-	(116,200)	-
Indirect interest:					
– Dato’ Sri Yap Ngan Choy ⁽¹⁾	786,923,832	81,103,306	131,905,000 ⁽³⁾	(47,344,300)	952,587,838
– Dato’ Yap Fook Choy ⁽²⁾	786,729,732	80,928,906	131,905,000 ⁽³⁾	(47,118,000)	952,445,638

Ordinary shares in the holding company, YBG Yap Consolidated Sdn. Bhd.

Direct interest:					
– Dato' Sri Yap Ngan Choy	6,400,000	-	-	-	6,400,000
– Dato' Yap Fook Choy	1,600,000	-	-	-	1,600,000

	Number of RCULS				
	At 1.1.2024	Issued	Conversion	Sold	At 31.12.2024
RCULS of the Company held by holding company, YBG Yap Consolidatied Sdn. Bhd.					
Indirect interest					
– Dato’ Sri Yap Ngan Choy ⁽²⁾	-	80,928,906	(80,928,906)	-	-
– Dato’ Yap Fook Choy ⁽²⁾	-	80,928,906	(80,928,906)	-	-

	At 1.1.2024	Number of ESOS		At 31.12.2024
		Granted	Exercised	
ESOS of the Company				
Direct interest:				
– Sae-Yap Atthakovit	155,100	-	(116,200)	38,900

DIRECTORS' REPORT (cont'd)

DIRECTORS' INTERESTS (cont'd)

- ⁽¹⁾ Indirect interested by virtue of his shareholdings in YBG Yap Consolidated Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and the shares held by his immediate family members pursuant to Section 59(11)(c) of the Companies Act 2016.
- ⁽²⁾ Indirect interested by virtue of his shareholdings in YBG Yap Consolidated Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.
- ⁽³⁾ Included allotment of 110,625,000 new ordinary shares as part payment of the purchase consideration pursuant to the acquisition of the entire equity interest in NCT Builders Group Holdings Sdn. Bhd. by the Company as disclosed in Note 11(b) to the financial statements.

None of the other Directors in office at the end of the financial year had any interest in the ordinary shares, RCULS and ESOS of the Company or its related corporations during the financial year.

Dato' Sri Yap Ngan Choy and Dato' Yap Fook Choy are deemed to have interest in the shares held by the Company and its subsidiaries by virtue of their substantial interest in the shares of the Company.

DIRECTORS' REMUNERATION AND BENEFITS

The amount of fees and other benefits paid to or receivable by the Directors of the Company and the estimated money value of any other benefits received or receivable by them otherwise than in cash from the Company and its subsidiaries for their services to the Company and its subsidiaries were as follows:

	Company RM	Subsidiaries RM
Directors' fee	252,000	-
Salaries, allowances and bonuses	10,500	2,696,500
Contributions to defined contribution plan	-	570,760
Other benefits	-	2,778
Benefit-in-kind	-	-
Total fees and other benefits	262,500	3,270,038

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than Directors' emoluments received or due and receivable as disclosed in the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than the related party transactions disclosed in the notes to the financial statements.

There were no arrangements during or at the end of the financial year which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than those arising from the ESOS and RSG granted under the Company's ESS.

DIRECTORS' REPORT (cont'd)

HOLDING COMPANY

The Directors regard YBG Yap Consolidated Sdn. Bhd. ("YBG Yap"), a private limited company incorporated and domiciled in Malaysia as holding company of the Company.

OTHER STATUTORY INFORMATION

- (a) Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps:
 - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and had satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances:
 - (i) which would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent;
 - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading;
 - (iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; and
 - (iv) not otherwise dealt with in the report or financial statements which would render any amount stated in the financial statements misleading.
- (c) At the date of this report, there does not exist:
 - (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person other than as disclosed in the financial statements; or
 - (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.
- (d) In the opinion of the Directors:
 - (i) no contingent or other liability has become enforceable, or likely to become enforceable, within the period of twelve months after the end of the financial year, which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;
 - (ii) the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature other than as disclosed in the financial statements; and

DIRECTORS' REPORT (cont'd)

OTHER STATUTORY INFORMATION (cont'd)

(d) In the opinion of the Directors: (cont'd)

(iii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

(e) The total amount paid to or receivable by the auditors as remuneration for their services as auditors for the financial year from the Company and its subsidiaries are disclosed in Note 6 to the financial statements.

(f) There was no amount paid to or receivable by any third party in respect of the services provided to the Company or any of its subsidiaries by any Director or past Director of the Company.

(g) There was no indemnity given to or insurance effected for any Director, officer or auditor of the Company.

EVENTS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Details of the events subsequent to the end of the financial year are disclosed in Note 36 to the financial statements.

AUDITORS

The auditors, Messrs. Moore Stephens Associates PLT, have expressed their willingness to continue in office.

Approved and signed on behalf of the Board in accordance with a resolution of the Directors:

DATO' SRI YAP NGAN CHOY

Date: 18 April 2025

DATO' YAP FOOK CHOY

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the financial statements as set out on pages 127 to 218 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia, so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of their financial performance and cash flows for the financial year then ended.

Approved and signed on behalf of the Board in accordance with a resolution of the Directors:

DATO' SRI YAP NGAN CHOY

DATO' YAP FOOK CHOY

Date: 18 April 2025

STATUTORY DECLARATION

PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT 2016

I, ENG KIM HAW, (MIA No.: 10061), being the officer primarily responsible for the financial management of the Company, do solemnly and sincerely declare that the financial statements as set out on pages 127 to 218 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the
abovenamed Eng Kim Haw
at Kuala Lumpur in the Federal Territory
on 18 April 2025

ENG KIM HAW

Before me,

Commissioner for oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NCT ALLIANCE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of NCT Alliance Berhad, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 127 to 218.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of the most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF NCT ALLIANCE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (cont'd)

Key Audit Matters (cont'd)

Key Audit Matters	Our audit procedures performed and responses thereon
<i>Revenue and cost of sales recognition for property development activities</i> <i>(Note 4 and 5 to the financial statements)</i> Significant proportion of the Group's revenue and profits are derived from property development contracts which span more than one accounting period. For the financial year ended 31 December 2024, property development revenue, net of liquidated ascertained damages ("LAD") and cost of sales from on-going projects of approximately RM168.8 million and RM128.0 million respectively accounted for approximately 65% and 67% of the Group's revenue and cost of sales respectively. For units that have been sold, property development revenue is recognised over time, whereby the Group uses the input method in determining the percentage of completion, which is based on the actual cost incurred to date as a proportion of the estimated total property development costs to be incurred for the respective development projects in accounting for the progress towards complete satisfaction of the Group's performance obligation. We identified revenue and cost of sales from property development activities as areas requiring audit focus as significant management's judgement and estimates are involved in estimating the total property development costs, which include the common infrastructure costs (which is used to determine progress towards complete satisfaction of the Group's performance obligation and gross profit margin of the property development activities undertaken by the Group), and the overall progress of the project as to whether provision for LAD is adequate.	We have performed the following audit procedures: • Verified the actual sales to supporting evidence such as the Sale and Purchase Agreements and loan approval documents from financier; • Verified the costs incurred to supporting evidence such as the contractors' claim certificates and invoices from vendors on sample basis; • Checked reasonableness of the stage of completion based on actual costs incurred to date over the estimated total property development costs with architect certificates; • Performed verification on accrued contractor costs incurred by the Group, including invoices/progress claims yet to receive; • Performed budget review on estimated net development value and development costs; • Performed re-computation of percentage of completion and percentage of sales; • Examined material non-standard journal entries sales accounts; • Obtained explanation from management on the cause of delay, inspected correspondences and supporting evidence, thereafter corroborated key judgement applied by management on the adequacy of the LAD provided for; and • Observed the progress of the ongoing development projects by performing site visit.

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF NCT ALLIANCE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (cont'd)

Key Audit Matters (cont'd)

Key Audit Matters	Our audit procedures performed and responses thereon
<i>Fair value of investment properties</i> <i>(Note 10 to the financial statements)</i> The Group adopts fair value model for its investment properties, whereby the fair value is derived based on valuation reports by an external independent professionally qualified valuer using valuation technique that is relevant to the usage of the properties i.e. income approach. We consider this to be an area of audit focus as the estimation of fair value involved significant estimates and judgement in determining the fair value of the investment properties. The areas that involved significant audit effort and judgement were the assessment of the basis and assumptions used by the external expert to derive the fair value of these properties. The basis and assumptions include amongst others, estimated rental revenue, discount rates and allowance for void which are based on current and future market or economic conditions.	We have performed the following audit procedures: • Considered the objectivity, competency and expertise of the firm independent valuer; • Obtained an understanding of the methodology used and the appropriateness of the key assumptions used by the external valuer in estimating the fair values; • Discussed with the independent valuer to obtain an understanding of the property related data used as input to the respective valuation models; • Checked the accuracy and relevance of the input data used; and • Assessed the adequacy and appropriateness of the disclosures relating to the valuation methodology and estimation made in the financial statements.

Valuation of goodwill *(Note 13 to the financial statements)*

As disclosed in Note 11(b) to the financial statements, the Company had on 2 July 2024 completed the acquisition of the entire equity interest in NCT Builders Group Holdings Sdn. Bhd. together with its subsidiaries ("NCT Builders Group"). Arising from the business combination is goodwill on consolidation of RM14,939,425.

The Group is required to perform impairment test on the goodwill at least once a year at the end of the reporting period and applies the value-in-use ("VIU") method to estimate the recoverable amount of the goodwill.

We have performed the following audit procedures:

- Obtained and read the share sale agreement to agree the purchase consideration and compared against the fair value of the net identifiable assets acquired;
- Assessed whether the recoverable amount prepared by management was based on approved budgets by the Directors;
- Compared the key assumptions including forecasted revenue, growth rates, gross margin and discount rates against our knowledge of the business and cost management strategies based on facts and circumstances currently available;

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF NCT ALLIANCE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (cont'd)

Key Audit Matters (cont'd)

Key Audit Matters	Our audit procedures performed and responses thereon
Valuation of goodwill (cont'd) (Note 13 to the financial statements)	
We have identified the valuation of goodwill as a key audit matter as the impairment test involves significant management judgement in determining the allocation of goodwill to the cash-generating unit ("CGU") and in estimating the underlying assumptions to be applied in the discounted cash flow projections of the VIU calculation. The recoverable amount of the goodwill is highly sensitive to key assumptions applied in respect of future revenue growth rate, gross margin, the long-term growth rate and the pre-tax discount rate used in the cash flow projections. A small change in the assumption can have a significant impact on the estimation of the recoverable amount.	• Performed sensitivity analysis by changing certain key assumptions used in the VIU calculations and assessed the impact of the recoverable amount of the goodwill; and • Checked and assessed the appropriateness of disclosures in the financial statements of the Group.

We have determined that there are no Key Audit Matters for the Company to be communicated in our report.

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company do not cover the Annual Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the Annual Report and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Annual Report, we are required to report the fact. We have nothing to report in this regard.

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF NCT ALLIANCE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (cont'd)

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are also responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF NCT ALLIANCE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (cont'd)

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

This report is made solely to the members of the Company as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the contents of this report.

MOORE STEPHENS ASSOCIATES PLT
201304000972 (LLP0000963-LCA)
Chartered Accountants (AF002096)

Penang

Date: 18 April 2025

THAM SHIEN HONG
03266/04/2027 J
Chartered Accountant

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Revenue	4	258,198,255	279,478,907	-	30,000
Cost of sales	5	(190,920,836)	(175,706,982)	-	-
Gross profit		67,277,419	103,771,925	-	30,000
Other income		62,397,686	14,152,546	5,195,903	10,367,491
Reversal of impairment loss on receivables		29,604	766,888	-	-
Selling and marketing expenses		(25,690,196)	(13,586,921)	(4,704)	-
Administrative expenses		(44,724,566)	(40,988,704)	(3,803,262)	(1,784,816)
Other expenses		-	-	-	(1,509,685)
Profit from operations		59,289,947	64,115,734	1,387,937	7,102,990
Finance costs		(9,695,376)	(11,486,370)	(7,983,189)	(10,440,166)
Profit/(Loss) before tax	6	49,594,571	52,629,364	(6,595,252)	(3,337,176)
Tax expense	7	(14,809,738)	(14,748,125)	(101,260)	-
Net profit/(loss), representing total comprehensive income/(loss) for the financial year		34,784,833	37,881,239	(6,696,512)	(3,337,176)
Total comprehensive income attributable to:					
Owners of the Company		34,503,934	37,881,239	(6,696,512)	(3,337,176)
Non-controlling interest		280,899	-	-	-
		34,784,833	37,881,239	(6,696,512)	(3,337,176)
Earnings per ordinary share attributable to owners of the Company					
Basic (sen)	8	2.08	2.71		
Diluted (sen)	8	2.07	2.42		

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

		Group (Restated)		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
ASSETS					
Non-current assets					
Property, plant and equipment	9	30,334,602	9,142,479	2,613	27,826
Investment properties	10	320,000,000	192,294,218	-	-
Investment in subsidiaries	11	-	-	621,048,085	560,700,228
Inventories	12	25,772,279	-	-	-
Goodwill	13	14,939,425	-	-	-
Deferred tax assets	14	-	3,328,029	-	-
		391,046,306	204,764,726	621,050,698	560,728,054
Current assets					
Inventories	12	459,614,592	345,238,549	-	-
Trade receivables	15	83,470,426	91,584,374	-	-
Other receivables	16	9,095,100	7,540,708	1,105,593	705,848
Contract assets	17	45,018,836	153,615,949	-	-
Amount due from related parties	18	52,124,859	1,106,273	-	-
Amount due from subsidiaries	19	-	-	66,222,516	7,179,712
Tax recoverable		115,493	192,065	40,822	141,613
Fixed deposits with licensed banks	20	2,506,727	-	-	-
Cash and bank balances	21	40,060,933	34,840,583	11,831,376	21,193,692
		692,006,966	634,118,501	79,200,307	29,220,865
TOTAL ASSETS		1,083,053,272	838,883,227	700,251,005	589,948,919
EQUITY AND LIABILITIES					
Equity					
Share capital	22	556,209,853	435,193,770	556,209,853	435,193,770
RCULS	23	-	25,601,125	-	25,601,125
Treasury shares	24	(7,873,286)	(4,104,571)	(7,873,286)	(4,104,571)
Other reserves	25	142,174	593,505	142,174	593,505
Retained earnings		187,751,954	153,099,009	10,041,462	16,588,963
Equity attributable to owners of the Company		736,230,695	610,382,838	558,520,203	473,872,792
Non-controlling interest		14,982,637	-	-	-
Total equity		751,213,332	610,382,838	558,520,203	473,872,792

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION (cont'd)

AS AT 31 DECEMBER 2024

		Group (Restated)		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
Non-current liabilities					
Trade payables	26	14,635,947	4,245,731	-	-
RCULS	23	-	360,180	-	360,180
Borrowings	27	104,691,393	68,423,078	91,605,443	63,214,264
Lease liabilities	28	770,574	4,111,219	-	-
Deferred tax liabilities	14	21,293,990	667,799	-	-
		141,391,904	77,808,007	91,605,443	63,574,444
Current liabilities					
Trade payables	26	31,941,107	13,593,029	-	-
Other payables	29	21,904,994	22,376,528	1,511,537	123,365
Contract liabilities	17	29,694,325	20,385,770	-	-
Amount due to related parties	18	18,283,692	3,515,598	-	-
Amount due to subsidiaries	19	-	-	2,063,640	2,077,361
Borrowings	27	55,358,996	51,246,257	46,550,182	50,300,957
Lease liabilities	28	280,210	1,710,045	-	-
Tax payable		32,984,712	37,865,155	-	-
		190,448,036	150,692,382	50,125,359	52,501,683
Total liabilities		331,839,940	228,500,389	141,730,802	116,076,127
TOTAL EQUITY AND LIABILITIES		1,083,053,272	838,883,227	700,251,005	589,948,919

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

←----- Attributable to owners of the Company -----→
 ←----- Non-distributable -----→ Distributable

	Note	Share capital RM	RCULS RM	Treasury shares RM	ESOS and RSG reserve RM	Retained earnings RM	Total RM	Non-controlling interest RM	Total equity RM
Group									
At 1 January 2024		435,193,770	25,601,125	(4,104,571)	593,505	153,099,009	610,382,838	-	610,382,838
Net profit, representing total comprehensive income for the financial year		-	-	-	-	34,503,934	34,503,934	280,899	34,784,833
Transactions with owners of the Company:									
Conversion of RCULS	23	25,601,125	(25,601,125)	-	-	-	-	-	-
Shares repurchased		-	-	(3,768,715)	-	-	(3,768,715)	-	(3,768,715)
Issuance of ordinary shares pursuant to:									
– Acquisition of subsidiaries	11(b)/22	59,737,500	-	-	-	-	59,737,500	-	59,737,500
– Acquisition of leasehold land by a subsidiary	12(c)/22	35,500,000	-	-	-	-	35,500,000	-	35,500,000
Exercise of ESOS	25	854,310	-	-	(302,320)	-	551,990	-	551,990
ESOS lapsed due to resignation	25	-	-	-	(149,011)	149,011	-	-	-
Non-controlling interest arising from acquisition of subsidiaries	11(b)	-	-	-	-	-	-	14,701,738	14,701,738
Transaction costs of shares issued	22	(676,852)	-	-	-	-	(676,852)	-	(676,852)
Total transactions with owners of the Company		121,016,083	(25,601,125)	(3,768,715)	(451,331)	149,011	91,343,923	14,701,738	106,045,661
At 31 December 2024		556,209,853	-	(7,873,286)	142,174	187,751,954	736,230,695	14,982,637	751,213,332

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Attributable to owners of the Company					Total equity RM
		Share capital RM	RCULS RM	Treasury shares RM	ESOS and RSG reserve RM	Retained earnings RM	
Group				Non-distributable		Distributable	
At 1 January 2023		297,415,010	87,736,455	(4,104,571)	-	115,217,770	496,264,664
Net profit, representing total comprehensive income for the financial year		-	-	-	-	37,881,239	37,881,239
Transactions with owners of the Company:							
Conversion of RCULS	23	62,135,330	(62,135,330)	-	-	-	-
Share-based payment transactions:							
– grant of ESOS	25	-	-	-	593,505	-	593,505
– grant of RSG	25	-	-	-	3,007,344	-	3,007,344
Issuance of ordinary shares pursuant to:							
– RSG	22	3,007,344	-	-	(3,007,344)	-	-
– private placements	22	73,252,510	-	-	-	-	73,252,510
Transaction costs of shares issued	22	(616,424)	-	-	-	-	(616,424)
Total transactions with owners of the Company		137,778,760	(62,135,330)	-	593,505	-	76,236,935
At 31 December 2023		435,193,770	25,601,125	(4,104,571)	593,505	153,099,009	610,382,838

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Company	Note	Non-distributable			Distributable		Total equity RM
		Share capital RM	RCULS RM	Treasury shares RM	ESOS and RSG reserve RM	Retained earnings RM	
At 1 January 2024		435,193,770	25,601,125	(4,104,571)	593,505	16,588,963	473,872,792
Net loss, representing total comprehensive loss for the financial year		-	-	-	-	(6,696,512)	(6,696,512)
Transactions with owners of the Company:							
Conversion of RCULS	23	25,601,125	(25,601,125)	-	-	-	-
Shares repurchased		-	-	(3,768,715)	-	-	(3,768,715)
Issuance of ordinary shares pursuant to:							
– Acquisition of subsidiaries	11(b)/22	59,737,500	-	-	-	-	59,737,500
– Acquisition of leasehold land by a subsidiary	12(c)/22	35,500,000	-	-	-	-	35,500,000
Exercise of ESOS	25	854,310	-	-	(302,320)	-	551,990
ESOS lapsed due to resignation	25	-	-	-	(149,011)	149,011	-
Transaction costs of shares issued	22	(676,852)	-	-	-	-	(676,852)
Total transactions with owners of the Company		121,016,083	(25,601,125)	(3,768,715)	(451,331)	149,011	91,343,923
At 31 December 2024		556,209,853	-	(7,873,286)	142,174	10,041,462	558,520,203

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Company	Note	Non-distributable			Distributable		Total equity RM
		Share capital RM	RCULS RM	Treasury shares RM	ESOS and RSG reserve RM	Retained earnings RM	
At 1 January 2023		297,415,010	87,736,455	(4,104,571)	-	19,926,139	400,973,033
Net loss, representing total comprehensive loss for the financial year		-	-	-	-	(3,337,176)	(3,337,176)
Transactions with owners of the Company:							
Conversion of RCULS	23	62,135,330	(62,135,330)	-	-	-	-
Share-based payment transactions:							
– grant of ESOS	25	-	-	-	593,505	-	593,505
– grant of RSG	25	-	-	-	3,007,344	-	3,007,344
Issuance of ordinary shares pursuant to:							
– RSG	22	3,007,344	-	-	(3,007,344)	-	-
– private placements	22	73,252,510	-	-	-	-	73,252,510
Transaction costs of shares issued	22	(616,424)	-	-	-	-	(616,424)
Total transactions with owners of the Company		137,778,760	(62,135,330)	-	593,505	-	76,236,935
At 31 December 2023		435,193,770	25,601,125	(4,104,571)	593,505	16,588,963	473,872,792

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from operating activities				
Profit/(Loss) before tax	49,594,571	52,629,364	(6,595,252)	(3,337,176)
Adjustments for:				
Bad debts	-	29,873	-	29,873
Deposits forfeited expense	-	48,259	-	-
Deposits forfeited income	(422,052)	(8,089)	-	-
Depreciation of property, plant and equipment	1,949,699	2,246,818	9,251	9,251
Dividend income	-	-	-	(30,000)
Fair value gain on investment properties	(19,855,486)	-	-	-
Fair value gain on RCULS	(239,032)	(473,710)	(239,032)	(473,710)
Forfeiture income	(1,426,824)	(1,489,711)	-	-
Gain on disposal of other investments	(22,266)	-	(22,266)	-
Gain on lease termination	(181,966)	(104,237)	-	-
Goodwill written off	-	17,207	-	-
Impairment loss on investment in subsidiaries	-	-	-	1,509,685
Interest expense	9,695,376	11,486,370	7,983,189	10,440,166
Interest income	(108,470)	(666,884)	(4,934,545)	(9,893,646)
Inventories written down	4,576,003	-	-	-
Loss on disposal of property, plant and equipment	30,884	-	-	-
Property, plant and equipment written off	21,804	-	15,962	-
Reversal of impairment loss on:				
– a related party	-	(766,888)	-	-
– other receivables	(29,604)	-	-	-
Share-based payments				
– ESOS expense	-	593,505	-	-
– RSG expense	-	3,007,344	-	-
Operating profit/(loss) before changes in working capital carried forward	43,582,637	66,549,221	(3,782,693)	(1,745,557)

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Operating profit/(loss) before changes in working capital brought forward		43,582,637	66,549,221	(3,782,693)	(1,745,557)
Changes in working capital:					
Inventories		42,575,675	14,213,339	-	-
Receivables		14,113,767	(35,860,146)	(399,745)	248,593
Payables		(24,838,199)	(9,683,084)	1,388,172	(31,999)
Contract assets/liabilities		149,906,185	75,793,291	-	-
Related parties		(39,376,105)	(34,156,709)	-	-
Cash generated from/(used in) operations		185,963,960	76,855,912	(2,794,266)	(1,528,963)
Dividend received		-	-	-	30,000
Income tax paid		(21,293,942)	(9,443,567)	(469)	(956)
Income tax refunded		-	55,427	-	55,427
Interest paid		(9,666,032)	(11,455,073)	(7,953,845)	(10,408,869)
Interest received		108,470	666,884	4,934,545	9,893,646
Real property gains tax paid		-	(291,239)	-	-
Net cash from/(used in) operating activities		155,112,456	56,388,344	(5,814,035)	(1,959,715)
Cash flows from investing activities					
Acquisition of investment in subsidiaries		-	-	(65,487,720)	(100)
Advance to subsidiaries		-	-	(23,542,804)	(7,274,117)
Net cash outflow from acquisition of subsidiaries	11(b)	(58,179,401)	-	-	-
Net repayment of capital contribution from subsidiaries		-	-	64,877,363	60,901,810
Proceeds from disposal of property, plant and equipment		60,000	-	-	-
Proceeds from disposal of other investments		2,990,382	-	2,990,382	-
Purchase of investment properties		(107,850,296)	(15,359,228)	-	-
Purchase of other investments		(2,968,116)	-	(2,968,116)	-
Purchase of property, plant and equipment	(ii)	(1,011,248)	(862,383)	-	-
Repayment from related parties		859,203	802,841	-	-
Net cash (used in)/from investing activities		(166,099,476)	(15,418,770)	(24,130,895)	53,627,593
Balance carried forward		(10,987,020)	40,969,574	(29,944,930)	51,667,878

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Balance brought forward		(10,987,020)	40,969,574	(29,944,930)	51,667,878
Cash flows from financing activities					
Advance from Directors	(iv)	1,478	2,681	-	-
Advance from/(Repayment to) related parties	(iv)	1,696,726	(3,477,421)	-	(674)
Net drawdown of revolving credit	(iv)	6,440,500	-	6,440,500	-
Net drawdown/(repayment) of term loans	(iv)	26,332,498	(36,128,898)	28,857,993	(37,161,943)
Pledge of HDA balance	(i)	(829,515)	(1,723,749)	-	-
Pledge of fixed deposits	(i)	(47,707)	-	-	-
Proceeds from issuance of ordinary shares pursuant to:					
– Exercise of ESOS		551,990	-	551,990	-
– private placements, net of transaction costs		-	72,636,086	-	72,636,086
– RCULS coupon payment		(150,492)	(100,184)	(150,492)	(100,184)
Repayment of bridging loans	(iv)	(10,658,089)	(49,634,664)	(10,658,089)	(54,755,733)
Repayment of lease liabilities	(iv)	(1,054,947)	(1,579,248)	-	-
Repayment to subsidiaries	(iv)	-	-	(13,721)	(14,566,733)
Transaction costs for conversion of RCULS, acquisition of subsidiaries and leasehold land		(676,852)	-	(676,852)	-
Treasury shares repurchased		(3,768,715)	-	(3,768,715)	-
Net cash from/(used in) financing activities		17,836,875	(20,005,397)	20,582,614	(33,949,181)
Net increase/(decrease) in cash and cash equivalents		6,849,855	20,964,177	(9,362,316)	17,718,697
Cash and cash equivalents at beginning of the financial year		33,116,834	12,152,657	21,193,692	3,474,995
Cash and cash equivalents at end of the financial year	(i)	39,966,689	33,116,834	11,831,376	21,193,692

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Notes:

(i) Cash and cash equivalents comprise the following:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Fixed deposits with licensed banks	2,506,727	-	-	-
Cash and bank balances	40,060,933	34,840,583	11,831,376	21,193,692
	42,567,660	34,840,583	11,831,376	21,193,692
Less:				
– Pledged HDA balance	(2,553,264)	(1,723,749)	-	-
– Fixed deposits pledged to a licensed bank	(47,707)	-	-	-
	39,966,689	33,116,834	11,831,376	21,193,692

(ii) Purchase of property, plant and equipment:

	Group	
	2024 RM	2023 RM
Cash purchase	1,011,248	862,383
Finance through lease arrangement	-	6,859,859
Total acquisition of property, plant and equipment	1,011,248	7,722,242

(iii) Cash outflows for leases as a lessee are as follows:

	Group	
	2024 RM	2023 RM
Included in net cash from operating activities:		
Interest paid in relation to lease liabilities	211,064	402,980
Payments relating to short-term leases:	521,432	603,021
Included in net cash from financing activities:		
Payments for principal portion of lease liabilities	1,054,947	1,579,248
Total cash outflows for leases	1,787,443	2,585,249

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Note: (cont'd)

(iv) Reconciliation of movement of liabilities to cash flows arising from financing activities:

Group	Lease liabilities RM	Bridging loans RM	Revolving credit RM	Term loans RM	Amount due to related parties RM	Amount due from Directors RM
2024						
Balance at beginning	5,821,264	15,779,158	10,000,000	93,890,177	589,141	14,807
Drawdown of (Repayment to)/Advance from	- (1,054,947)	- (10,658,089)	10,000,000 (3,559,500)	78,084,196 (51,751,698)	- 1,696,726	- 1,478
Net changes in cash flows from financing activities	(1,054,947)	(10,658,089)	6,440,500	26,332,498	1,696,726	1,478
Acquisition of subsidiaries	353,159	-	-	18,266,145	569,684	-
Effect of lease termination	(4,068,692)	-	-	-	-	-
Balance at end	1,050,784	5,121,069	16,440,500	138,488,820	2,855,551	16,285
2023						
Balance at beginning	3,858,198	65,413,822	10,000,000	130,019,075	4,066,562	12,126
Drawdown of (Repayment to)/Advance from	- (1,579,248)	5,121,069 (54,755,733)	- -	3,000,000 (39,128,898)	- (3,477,421)	- 2,681
Net changes in cash flows from financing activities	(1,579,248)	(49,634,664)	-	(36,128,898)	(3,477,421)	2,681
Acquisition of new leases	6,859,859	-	-	-	-	-
Changes in operating activities	(3,317,545)	-	-	-	-	-
Balance at end	5,821,264	15,779,158	10,000,000	93,890,177	589,141	14,807

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Note: (cont'd)

(iv) Reconciliation of movement of liabilities to cash flows arising from financing activities: (cont'd)

	Bridging loans RM	Revolving credit RM	Term loans RM	Amount due to a related party RM	Amount due to subsidiaries RM
Company					
2024					
Balance at beginning	10,658,089	10,000,000	92,857,132	-	2,077,361
Drawdown of	-	10,000,000	66,084,196	-	-
Repayment to	(10,658,089)	(3,559,500)	(37,226,203)	-	(13,721)
Net changes in cash flows from financing activities	(10,658,089)	6,440,500	28,857,993	-	(13,721)
Balance at end	-	16,440,500	121,715,125	-	2,063,640
2023					
Balance at beginning	65,413,822	10,000,000	130,019,075	674	16,644,094
Repayment to	(54,755,733)	-	(37,161,943)	(674)	(14,566,733)
Balance at end	10,658,089	10,000,000	92,857,132	-	2,077,361

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

– 31 DECEMBER 2024

1. CORPORATE INFORMATION

The Company is a public limited company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at Third Floor, No. 77, 79 & 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan.

The principal activity of the Company is investment holding. The details and principal activities of its subsidiaries are disclosed in Note 11 to the financial statements.

There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

The Directors regard YBG Yap Consolidated Sdn. Bhd., a private limited company incorporated and domiciled in Malaysia as holding company of the Company.

The financial statements were authorised for issue in accordance with a Board of Directors' resolution dated 18 April 2025.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

New MFRS and Amendments to MFRSs

(i) Adoption of Amendments to MFRSs

The Group and the Company have adopted the following Amendments to MFRSs that are mandatory for the current financial year:

Amendments to MFRS 16	Lease Liability in a Sale and Leaseback
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current
Amendments to MFRS 101	Non-current Liabilities with Covenants
Amendments to MFRS 107 and MFRS 7	Supplier Finance Agreements

Initial application of the above standards did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

2. BASIS OF PREPARATION (cont'd)

(a) Statement of compliance (cont'd)

(ii) Standards issued but not yet effective and have not been early adopted

The Group and the Company have not adopted the following new MFRS and Amendments to MFRSs that have been issued as at the date of authorisation of these financial statements but are not yet effective for the Group and for the Company:

Effective for financial periods beginning on or after 1 January 2025

Amendments to MFRS 121	Lack of Exchangeability
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Effective for financial periods beginning on or after 1 January 2026

Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity
Annual improvements to MFRSs – Volume 11	

Effective for financial periods beginning on or after 1 January 2027

MFRS 18 *	Presentation and Disclosure in Financial Statements
MFRS 19	Subsidiaries without Public Accountability: Disclosures

Effective date to be announced

Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
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* MFRS 101 shall be withdrawn upon initial application of MFRS 18

The Group and the Company will adopt the above standards when they become effective in the respective financial periods. These standards are not expected to have any effects to the financial statements of the Group and of the Company upon initial applications.

(b) Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost convention except for those as disclosed in the accounting policy notes.

(c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

2. BASIS OF PREPARATION (cont'd)

(d) Significant accounting estimates and judgements

The summary of accounting policies as described in Note 3 to the financial statements are essential to understand the Group's result of operations, financial position, cash flows and other disclosures. Certain of these accounting policies require critical accounting estimates that involve complex and subjective judgements and the use of assumptions, some of which may be for matters that are inherently uncertain and susceptible to change. Directors exercise their judgement in the process of applying the Group's accounting policies.

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The key assumptions concerning the future and other key sources of estimation or uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below.

(i) Property development revenue

Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation (i.e. by reference to the property development costs incurred to date as a percentage of the estimated total costs of development of the contract). In making the estimate, management relies on the opinion/service of experts, past experience and a continuous monitoring mechanism.

The determination of transaction price includes the estimation of variable consideration arising from liquidated ascertained damages ("LAD"), which will affect the entitlement to the amount of consideration received. This represents the variation to the contracted selling price and is estimated based on the most likely amount method, taking into consideration the expected delivery of vacant possession of development units.

(ii) Investment properties

There are complexities in determining the fair value of the investment properties, which involved significant and judgements in determining the appropriate valuation methodologies and the estimates used in the application of the underlying assumptions in the valuation models used.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

2. BASIS OF PREPARATION (cont'd)

(d) Significant accounting estimates and judgements (cont'd)

(iii) Impairment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires management to estimate the expected future cash flows of the cash-generating unit to which goodwill is allocated and to apply a suitable discount rate in order to determine the present value of those cash flows. The future cash flows are most sensitive to budgeted gross margins, growth rates estimated and discount rate used. If the expectation is different from the estimation, such difference will impact the carrying value of goodwill.

(iv) Write down of inventories

The Group write down its inventories based on the assessment of their estimated net selling price. Inventories are written down when events or changes in circumstances indicate that the carrying amount may not be recoverable. The management specifically analyses sales trend and current economic trends when making a judgement to evaluate the adequacy of the write down of inventories. Where expectations differ from the original estimates, the differences will impact the carrying amount of inventories.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied consistently to the periods presented in these financial statements, unless otherwise stated.

(a) Basis of consolidation

Subsidiaries and business combination

The financial statements comprise those of the Company and its subsidiaries, which are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Generally, control is achieved with a shareholding of more than one half of the voting rights over the relevant activities of the investee. The existence and effect of potential voting rights that are exercisable or convertible are considered when assessing whether the Group controls another entity.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition, or up to the effective date of disposal, as appropriate.

The consolidated financial statements are based on the financial statements of the individual companies drawn up using the standard Group accounting policies. Accounting policies applied by individual subsidiaries have been revised where necessary to ensure consistency with Group policies. All companies in the Group have the same reporting date of 31 December.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(a) Basis of consolidation (cont'd)

Subsidiaries and business combination (cont'd)

All intragroup transactions and balances between Group entities are eliminated on consolidation except for foreign currency transaction gains and losses. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests are initially measured at their proportionate share of the net assets at the date of acquisition.

Profit or loss and each component of other comprehensive income are attributed to either the owners of the parent or any non-controlling interests, even if this allocation results in the non-controlling interests having a deficit balance.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for in equity.

If the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary along with any non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any investment retained in the entity is measured at fair value at that date.

Separate financial statements

In the Company's separate financial statements, investment in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of such investments, the difference between the net disposal proceeds and their carrying amounts is recognised in profit or loss.

Contributions to subsidiaries are amounts for which the settlement is neither planned nor likely to occur in the foreseeable future, is, in substance, considered as part of the Company's investment in subsidiaries.

(b) Revenue and other income recognition

(i) Property development activity

Sale of completed properties

Revenue from sale of completed properties is recognised in profit or loss at the point when the control of the properties has been transferred to the buyer and it is probable that the Group will collect the considerations to which it will be entitled to in exchange for the properties sold. The performance obligation ("PO") is satisfied upon delivery "Vacant Possession" of the completed unit to buyer and payment is generally due within 90 days from date of Sale and Purchase Agreement ("SPA").

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(b) Revenue and other income recognition (cont'd)

(i) Property development activity (cont'd)

Property development revenue

The Group, being a property developer, entered into contracts with customers for the development of residential and commercial properties. Revenue recognition is based on stage of completion method. The stage of completion method is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Each of the obligations are not distinct and is unable to be performed separately. Accordingly, contracts with respective customers are considered as a single PO and are not separately identifiable. The PO is satisfied over time upon the customer simultaneously receives and consumes the benefits provided by the Group's performance. The duration of the contract generally takes 36 months to complete. Payment is generally due within 30 days upon issuance of progress billing and tax invoice to customer.

Revenue is recognised when the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date. The units sold have generally no alternative use for the Group due to contractual restrictions. The Group has an enforceable right to payment for the certified work performed over the contract period as promised in the SPA. Therefore, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that aforesaid PO.

In cases where there is a delay in delivering vacant possession, LAD are deducted from revenue as variable consideration. The estimated LAD is based on contractual terms and historical trend, if any.

Incremental costs of obtaining a contract with a customer

The Group pays sales commissions to external sales agent and employees as an incentive for sales of each unit of on-going property development to the customers. Sales commissions have been determined to be an incremental cost of obtaining a contract and are capitalised as contract costs (recorded as part of other receivables) when the Group expects these costs to be recovered over a period of more than one year.

Contract costs are amortised over the revenue recognition by reference to the progress towards complete satisfaction of the PO. For contract costs with an amortisation period of less than one year, the Group has elected to apply the practical expedient to recognise as an expense when incurred. Amortisation of contract costs are included as part of selling and distribution expenses in the profit or loss, based on the nature of commission costs, and not under amortisation expenses.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(b) Revenue and other income recognition (cont'd)

(i) Property development activity (cont'd)

Contract assets and contract liabilities

Contract asset is the right to consideration in exchange for goods or services transferred to the customers. The Group's contract asset is the excess of cumulative revenue earned over the billings to-date.

When there is objective evidence of impairment, the amount of impairment losses is determined by comparing the contract asset's carrying amount and the present value of estimated future cash flows to be generated by the contract asset.

Contract asset is reclassified to trade receivables at the point at which invoices have been billed to customers.

Contract liability is the obligation to transfer goods or services to customers for which the Group has received the consideration or have billed the customer. The Group's contract liabilities are recognised as revenue when the Group performs its obligation under the contract.

(ii) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

(iii) Dividend income

Dividend income is recognised when the right to receive payment is established.

(iv) LAD income

LAD income is recognised based on pre-determined amount of money that the contractor agreed to pay as the contractor fail to deliver sectional completion to the Group within the stipulated time as outlined in the letter of award.

(c) Employee benefits

(i) Short-term employee benefits

Wages, salaries, social security contributions and bonuses are recognised as an expense in the financial year in which the associated services are rendered by employees of the Group and of the Company. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short-term non-accumulating compensated absences such as sick leave are recognised when absences occur.

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(c) Employee benefits (cont'd)

(ii) Defined contribution plan

As required by law, companies in Malaysia make contributions to the national pension scheme, the Employees Provident Fund (“EPF”). Such contributions are recognised as an expense as incurred. Once the contributions have been paid, the Group and the Company have no further payment obligations.

(iii) Share-based compensation

Employees of the Group receive remuneration in the form of shares under the Restricted Share Grant Plan (“RSG”) and options under the Employees’ Share Option Scheme (“ESOS”) of the Company as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the shares and the options at the date on which these shares and options are granted by the Company to eligible Directors and employees of the Group. The cost is recognised in profit or loss, with a corresponding increase in the equity as ESOS and RSG reserve over the vesting period. The cumulative expense recognised at the reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of shares and options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for shares and options that do not ultimately vest, except for shares and options where vesting is conditional upon a market or non-vesting condition, if any, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

In the Company’s separate financial statements, the grant of the ESOS and RSG to the subsidiaries’ Directors and employees is not recognised as an expense. Instead, the fair value of the ESOS and RSG measured at the grant date is accounted for as an increase in the investment in subsidiary, with a corresponding credit to the ESOS and RSG reserve.

When the ESOS are exercised, the Company issues new ordinary shares. The proceeds received, net of any directly attributable transaction costs, are credited to share capital account when the ESOS are exercised. The related ESOS reserve is transferred to share capital account upon exercised. When ESOS are not exercised and lapsed, the ESOS reserve is transferred to retained earnings.

(d) Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(e) Income tax

Income taxes include all domestic and foreign taxes on taxable profit. Income taxes also include other taxes, such as real property gains taxes payable on disposal of properties, if any.

Taxes in the statements of comprehensive income comprise current tax and deferred tax.

Current tax

Current tax is the expected amount payable in respect of taxable income for the financial year, using tax rates enacted or substantively enacted by the reporting date, and any adjustments recognised for prior years' tax. When an item is recognised outside profit or loss, the related tax effect is recognised either in other comprehensive income or directly in equity.

Deferred tax

Deferred tax is recognised using the liability method, on all temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is not recognised if the temporary difference arises from the initial recognition of an asset or liability in a transaction, which is not a business combination and at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to apply in the period in which the assets are realised or the liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are recognised only to the extent that there are sufficient taxable temporary differences relating to the same taxable entity and the same taxation authority to offset or when it is probable that future taxable profits will be available against which the assets can be utilised.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will be available for the assets to be utilised.

Deferred tax assets relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity and deferred tax arising from business combination is adjusted against goodwill on acquisition or the amount of any excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the acquisition cost.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(f) Leases

As a lessee

The Group presents right-of-use (“ROU”) assets that do not meet the definition of investment property as property, plant and equipment in Note 9 and lease liabilities in Note 28.

ROU assets

The ROU assets are measured at cost less accumulated depreciation (straight-line method) and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The estimated useful lives of ROU assets are determined on the same basis as those of property, plant and equipment as described in Note 3(g)(ii).

Lease liabilities

The lease liabilities are initially measured at the present value of the future lease payments at the commencement date, discounted using the Group’s incremental borrowing rates. Subsequently, the lease liabilities are measured at amortised cost using the effective interest method.

The Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Short-term leases and leases of low value assets

Lease payments associated with short-term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low value assets are those assets valued at less than RM20,000 each when purchased new.

As a lessor

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of “other income”.

(g) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(g) Property, plant and equipment (cont'd)

(ii) Depreciation

Depreciation is recognised in profit or loss on straight-line basis over its estimated useful life of each component of an item of property, plant and equipment at the following annual rates:

Freehold land	Indefinite life
Building	37.5 years
Lease of premises	25% – 50%
Motor vehicles	20%
Office equipment and furniture	8% – 20%
Renovation	8% – 12%

(h) Investment properties

Investment property is measured initially at its cost. Cost includes expenditure that is directly attributable to the acquisition of the investment property, including transaction costs. The cost of self-constructed investment property includes the cost of materials and direct labour, any other cost directly attributable to bringing the investment property to a working condition for their intended use. Subsequent to initial recognition/completion of construction, investment properties are stated at fair value, with gain or losses arising from changes in the fair values of investment properties recognised in profit or loss in the financial year in which they arise.

(i) Inventories

Inventories are measured at the lower of cost and net realisable value. The inventories of the Group are made up of relevant cost of property development costs and unsold completed properties.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

Land held for property development

Land held for property development consists of land where no development activities have been carried out or when development activities are not expected to be completed within the normal operating cycle.

Land held for property development is reclassified as property development costs (classified within current assets) when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

Land held for property development comprises costs associated with the acquisition of land and all costs incurred subsequent to the acquisition but prior to the transfer to property development costs on activities necessary to prepare the land for its intended use.

Costs associated with the acquisition of land include the purchase price of the land, professional fee, stamp duties, conversion fees and other relevant costs.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(i) Inventories (cont'd)

Property development costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in profit or loss by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defect liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

Unsold completed properties

The cost of unsold properties is stated at the lower of cost and net realisable value. Cost includes the relevant cost of land and development expenditure.

(j) Goodwill

Goodwill is initially measured at cost, being excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(k) Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and on hand, fixed deposits with licensed banks and short-term funds that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statements of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

(l) Financial instruments

(i) Financial assets

Amortised cost – trade and other receivables (including refundable deposits and intragroup balances)

The Group's and the Company's receivables are initially recognised at fair value, which generally equates to transaction price, less any transaction costs. Subsequent to initial recognition, these receivables are measured at amortised cost as they are held for the purpose of obtaining contractual cash flows, which are solely interest and principal. Interest is calculated using the effective interest method and included as finance income in profit or loss. Impairment is presented as separate line in profit or loss.

Details of impairment assessment on the receivables are disclosed in Note 33(a).

A financial asset or part of it is derecognised when, and only when the contractual rights to the cash flows from the financial asset expire or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

(ii) Financial liabilities

Amortised cost – trade and other payables (including intragroup balances)

All these financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. On derecognition, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

(m) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

Redeemable Convertible Unsecured Loan Stocks ("RCULS")

The RCULS issued by the Company are regarded as a compound financial instrument, which is a non-derivative financial instrument that contains both a liability and an equity component.

The RCULS issued by the Group comprise convertible notes that can be converted to share capital at the option of the holder, when the number of shares to be issued does not vary with changes in their fair value.

The proceeds are first allocated to the liability component, determined based on the discounted value of future cash outflow. The residual amount is allocated as the equity component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequent to initial recognition.

Interest and losses and gains relating to the financial liability are recognised in profit or loss. On conversion, the financial liability is reclassified to equity, no gain or loss is recognised on conversion.

Treasury shares

When issued shares of the Company are repurchased, the consideration paid, including any attributable transaction cost is presented as a change in equity. Repurchased shares that have not been cancelled are classified as treasury shares and presented as a deduction from equity. No gain or loss is recognised in profit or loss on the sale, re-issuance or cancellation of treasury shares.

When treasury shares are re-issued by resale, the difference between the sales consideration and the carrying amount of the treasury shares is shown as a movement in equity.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

4. REVENUE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Revenue from contracts with customers				
Sale of completed properties	89,432,352	8,902,148	-	-
Property development revenue	169,791,380	270,576,759	-	-
Less: Provision for LAD	(1,025,477)	-	-	-
Dividend income	-	-	-	30,000
	258,198,255	279,478,907	-	30,000
Timing of revenue recognition:				
At a point in time	89,432,352	8,902,148	-	30,000
Over time	168,765,903	270,576,759	-	-
	258,198,255	279,478,907	-	30,000

Unsatisfied long-term contracts

The following table shows the unsatisfied performance obligations resulting from property development revenue:

	Group	
	2024 RM	2023 RM
Total property development revenue	855,551,383	766,082,241
Less: Cumulative property development revenue recognised, net	(803,176,746)	(633,385,366)
Less: LAD (Note 17(b))	(1,025,477)	-
Aggregate amount of the transaction price allocated to property development revenue that are partially or fully unsatisfied as at 31 December	51,349,160	132,696,875

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

4. REVENUE (cont'd)

The remaining unsatisfied performance obligations are expected to be recognised as below:

	Group	
	2024 RM	2023 RM
Within 1 year	36,554,927	132,696,875
Between 1 to 3 years	14,794,233	-
	51,349,160	132,696,875

5. COST OF SALES

	Group	
	2024 RM	2023 RM
Cost of completed properties sold	62,882,060	6,295,529
Property development costs	128,029,350	168,742,861
Rectification works	9,426	668,592
	190,920,836	175,706,982

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

6. PROFIT/(LOSS) BEFORE TAX

This is arrived at after charging/(crediting):

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Auditors' remuneration					
– Statutory audit					
– current year		275,002	245,000	85,000	80,000
– other service		75,000	5,000	75,000	5,000
– Services rendered by Auditors' affiliate					
– tax agent fee		47,052	48,100	5,800	5,000
Bad debts		-	29,873	-	29,873
Deposit forfeited expense		-	48,259	-	-
Deposit forfeited income		(422,052)	(8,089)	-	-
Depreciation of property, plant and equipment	9	1,949,699	2,246,818	9,251	9,251
Employee benefits expense	(a)	24,589,780	25,533,884	262,500	268,500
Fair value gain on investment properties	10	(19,855,486)	-	-	-
Fair value gain on RCULS	23	(239,032)	(473,710)	(239,032)	(473,710)
Forfeiture income		(1,426,824)	(1,489,711)	-	-
Gain on disposal of other investments		(22,266)	-	(22,266)	-
Gain on lease termination		(181,966)	(104,237)	-	-
Goodwill written off		-	17,207	-	-
Impairment loss on investment in subsidiaries	11(d)	-	-	-	1,509,685
Interest expense on:					
– lease liabilities		211,064	402,980	-	-
– bridging loans	(b)	705,039	3,375,449	356,167	3,198,465
– revolving credit		843,395	515,491	843,395	515,491
– RCULS	23	29,344	31,297	29,344	31,297
– term loans	(b)	7,906,534	7,161,153	6,754,283	6,694,913
Interest income					
– current year	(b)	(347,837)	(666,884)	(4,934,545)	(9,893,646)
– over provision in prior years		239,367	-	-	-
Inventories written down		4,576,003	-	-	-
LAD income					
– related party	18(a)	(26,975,000)	-	-	-
– third party		-	(1,867,350)	-	-
Loss on disposal of property, plant and equipment		30,884	-	-	-
Property, plant and equipment written off		21,804	-	15,962	-
Rental income		(9,391,621)	(9,008,000)	-	-
Reversal of impairment loss on					
– a related party	18(e)	-	(766,888)	-	-
– other receivables	16(a)	(29,604)	-	-	-
Short-term leases		521,432	603,021	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

6. PROFIT/(LOSS) BEFORE TAX (cont'd)

(a) The employee benefits expense is analysed as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Staff costs:				
Salaries, allowances and bonuses	16,164,049	14,351,806	-	-
Contributions to defined contribution plan	1,826,746	1,628,927	-	-
Social security contributions	166,645	144,029	-	-
ESOS expenses	-	575,617	-	-
RSG expenses	-	626,193	-	-
Other benefits	2,899,802	2,723,579	-	-
Total staff costs	21,057,242	20,050,151	-	-
Directors' remuneration:				
Executive Directors				
Salaries, allowances and bonuses	2,696,500	2,426,000	-	-
Contributions to defined contribution plan	570,760	387,515	-	-
Social security contributions	2,778	2,679	-	-
RSG expenses	-	2,381,151	-	-
	3,270,038	5,197,345	-	-
Non-Executive Directors				
Directors' fee	252,000	254,500	252,000	254,500
Allowances	10,500	14,000	10,500	14,000
ESOS expenses	-	17,888	-	-
	262,500	286,388	262,500	268,500
Total Directors' remuneration	3,532,538	5,483,733	262,500	268,500
Total employee benefits expense	24,589,780	25,533,884	262,500	268,500

The total Directors' remuneration is analysed as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Present Directors	3,532,538	5,449,733	262,500	234,500
Past Director	-	34,000	-	34,000
	3,532,538	5,483,733	262,500	268,500

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

6. PROFIT/(LOSS) BEFORE TAX (cont'd)

- (a) The employee benefits expense is analysed as follows: (cont'd)

The number of Directors of the Group and of the Company whose total remuneration during the financial year fell within the following bands is analysed below:

	Group		Company	
	No. of Directors			
	2024	2023	2024	2023
Executive Directors:				
RM600,001 – RM700,000	2	-	-	-
RM700,001 – RM750,000	-	1	-	-
RM900,001 – RM950,000	-	1	-	-
RM950,001 – RM1,000,000	1	-	-	-
RM1,500,001 – RM1,550,000	-	1	-	-
Present Non-Executive Directors:				
Less than RM50,001	1	1	1	1
RM50,001 – RM100,000	1	1	1	1
RM100,001 – RM150,000	1	1	1	1
Past Non-Executive Director:				
Less than RM50,001	-	1	-	-

- (b) The finance costs below incidental to the banking facilities granted to the Company for the purpose of financing the purchase of development right and completed properties. The related interest expense were back-to-back charged to its subsidiary, NCT Harmony Sdn. Bhd.

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Interest expense on:				
– Bridging loan	356,167	3,198,465	356,167	3,198,465
– Term loans	4,517,644	6,694,913	4,517,644	6,694,913
Interest income	-	-	(4,873,811)	(9,893,378)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

7. TAX EXPENSE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Current income tax				
– Current year	(12,753,000)	(14,219,000)	-	-
– Under provision in prior years	(235,240)	(207,604)	(101,260)	-
	(12,988,240)	(14,426,604)	(101,260)	-
Deferred tax (Note 14)				
– Reversal of temporary differences	172,391	(325,000)	-	-
– Fair value gain of investment properties	(1,985,549)	-	-	-
– (Under)/Over provision in prior year	(8,340)	3,479	-	-
	(1,821,498)	(321,521)	-	-
	(14,809,738)	(14,748,125)	(101,260)	-

The reconciliations from the tax amount at statutory income tax rate to the Group's and to the Company's tax expense are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before tax:	49,594,571	52,629,364	(6,595,252)	(3,337,176)
Tax at the Malaysian statutory income tax rate of 24%	(11,902,697)	(12,631,047)	1,582,860	800,922
Income not subject to tax	4,835,147	297,743	62,726	2,495,398
Expenses not deductible for tax purposes	(5,833,659)	(2,172,776)	(1,645,586)	(3,296,320)
Utilisation of previously unrecognised tax losses and capital allowances	240,241	-	-	-
Deferred tax liabilities/(assets) not recognised	80,359	(37,920)	-	-
Under provision of current income tax in prior year	(235,240)	(207,604)	(101,260)	-
(Under)/Over provision of deferred tax in prior year	(8,340)	3,479	-	-
	(12,824,189)	(14,748,125)	(101,260)	-
Deferred tax on fair value gain of investment properties	(1,985,549)	-	-	-
	(14,809,738)	(14,748,125)	(101,260)	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

7. TAX EXPENSE (cont'd)

The Group and the Company have the following estimated items available for set-off against future taxable profits (stated at gross):

	Group (Restated)		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Unutilised tax losses	4,785,000	2,294,000	-	-
Unutilised capital allowances	349,000	422,000	-	-
	5,134,000	2,716,000	-	-

The comparative figures have been restated to reflect the actual unutilised tax losses and unutilised capital allowances carried forwards available to the Group.

The availability of the unutilised tax losses will be subject to Inland Revenue Board discretion and approval to offset against future taxable profit. The unutilised tax losses will be allowed to be carried forward for 10 consecutive years of assessment ("YA") (previously 7 YAs) deemed to be effective from YA 2019, whilst the unutilised capital allowances may still be carried forward indefinitely.

The expiry of the unutilised tax losses are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
YA 2028	1,327,000	1,327,000	-	-
YA 2029	152,000	-	-	-
YA 2030	654,000	-	-	-
YA 2031	1,691,000	441,000	-	-
YA 2032	572,000	56,000	-	-
YA 2033	251,000	470,000	-	-
YA 2034	138,000	-	-	-
	4,785,000	2,294,000	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

8. EARNINGS PER ORDINARY SHARE

Basic earnings per ordinary share

Basic earnings per ordinary share for the financial year is calculated by dividing the profit after tax attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year, excluding treasury shares.

	Group	
	2024	2023
Profit after tax attributable to the owners of the Company (RM)	34,503,934	37,881,239
Weighted average number of ordinary shares (unit)		
Issued ordinary shares at 1 January	1,579,470,752	1,148,080,846
Less: Treasury share held at 1 January	(8,625,809)	(8,625,809)
Effects of:		
Private placements	-	125,578,801
RCULS conversion	11,532,593	125,804,641
RSG	-	6,665,000
Allotment arising from acquisition of subsidiaries	55,312,500	-
Allotment arising from acquisition of leasehold land by a subsidiary	29,704,577	-
Exercise of ESOS	927,964	-
Share buyback	(11,063,307)	-
Weighted average number of ordinary shares at 31 December	1,657,259,270	1,397,503,479
Basic earnings per ordinary share (sen)	2.08	2.71

Diluted earnings per ordinary share

The diluted earnings per ordinary share is calculated based on the adjusted consolidated profit for the financial year attributable to the owners of the Company and the weighted average number of ordinary shares in issue during the financial year, excluding treasury shares and adjusted for the dilutive effects of all potential ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

8. EARNINGS PER ORDINARY SHARE (cont'd)Diluted earnings per ordinary share (cont'd)

	Group	
	2024	2023
Profit after tax attributable to the owners of the Company (RM)	34,503,934	37,881,239
Add: Interest expense on RCULS (RM)	29,344	31,297
Less: Fair value gain on RCULS (RM)	(239,032)	(473,710)
	34,294,246	37,438,826
Weighted average number of dilutive shares (unit)		
Weighted average number of ordinary shares at 31 December (basic)	1,657,259,270	1,397,503,479
Dilution arising from converted issued RCULS	-	71,053,165
Potential dilution arising from deemed issued RCULS	-	80,928,906
Effect of dilution arising from exercise of ESOS	698,843	-
Weighted average number of ordinary shares at 31 December (diluted)	1,657,958,113	1,549,485,550
Diluted earnings per ordinary share (sen)	2.07	2.42

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

9. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land RM	Building RM	Lease of premises RM	Motor vehicles RM	Office equipment and furniture RM	Renovation RM	Total RM
2024							
At cost							
At 1 January	-	-	6,309,859	1,278,217	802,301	3,662,966	12,053,343
Acquisition of subsidiaries	13,000,000	12,000,000	46,107	85,561	2,730,114	288,931	28,150,713
Additions	-	-	-	-	994,248	17,000	1,011,248
Disposal	-	-	-	(155,800)	-	-	(155,800)
Written off	-	-	-	(25,040)	-	(77,170)	(102,210)
Derecognition	-	-	(6,355,966)	-	-	-	(6,355,966)
At 31 December	13,000,000	12,000,000	-	1,182,938	4,526,663	3,891,727	34,601,328
Accumulated depreciation							
At 1 January	-	-	1,600,240	338,376	235,268	736,980	2,910,864
Acquisition of subsidiaries	-	-	41,904	57,040	1,702,344	219,437	2,020,725
Charge for the financial year	-	160,000	827,096	240,829	350,845	370,929	1,949,699
Disposal	-	-	-	(64,916)	-	-	(64,916)
Written off	-	-	-	(19,198)	-	(61,208)	(80,406)
Derecognition	-	-	(2,469,240)	-	-	-	(2,469,240)
At 31 December	-	160,000	-	552,131	2,288,457	1,266,138	4,266,726
Carrying amount							
At 31 December	13,000,000	11,840,000	-	630,807	2,238,206	2,625,589	30,334,602

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

9. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Lease of premises RM	Motor vehicles RM	Office equipment and furniture RM	Renovation RM	Total RM
Group					
2023					
At cost					
At 1 January	4,351,852	750,417	998,781	4,074,359	10,175,409
Additions	6,309,859	527,800	348,229	536,354	7,722,242
Written off	-	-	(544,709)	(947,747)	(1,492,456)
Derecognition	(4,351,852)	-	-	-	(4,351,852)
At 31 December	6,309,859	1,278,217	802,301	3,662,966	12,053,343
Accumulated depreciation					
At 1 January	1,138,544	124,733	675,837	1,355,932	3,295,046
Charge for the financial year	1,600,240	213,643	104,140	328,795	2,246,818
Written off	-	-	(544,709)	(947,747)	(1,492,456)
Derecognition	(1,138,544)	-	-	-	(1,138,544)
At 31 December	1,600,240	338,376	235,268	736,980	2,910,864
Carrying amount					
At 31 December	4,709,619	939,841	567,033	2,925,986	9,142,479

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

9. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Office equipment RM	Furniture and fittings RM	Renovation RM	Total RM
Company				
2024				
At cost				
At 1 January	34,695	11,687	77,170	123,552
Written off	-	-	(77,170)	(77,170)
At 31 December	34,695	11,687	-	46,382
Accumulated depreciation				
At 1 January	29,671	11,687	54,368	95,726
Charge for the financial year	2,411	-	6,840	9,251
Written off	-	-	(61,208)	(61,208)
At 31 December	32,082	11,687	-	43,769
Carrying amount				
At 31 December	2,613	-	-	2,613
2023				
At cost				
At 1 January/31 December	34,695	11,687	77,170	123,552
Accumulated depreciation				
At 1 January	27,260	11,687	47,528	86,475
Charge for the financial year	2,411	-	6,840	9,251
At 31 December	29,671	11,687	54,368	95,726
Carrying amount				
At 31 December	5,024	-	22,802	27,826

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

9. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group

(a) Right-of-use assets

The following assets which are acquired under lease arrangement represents the right-of-use assets recognised by the Group.

	Lease of premises RM	Motor vehicles RM	Office equipment and furniture RM	Total RM
2024				
At cost				
At 1 January	6,309,859	1,278,217	-	7,588,076
Acquisition of subsidiaries	46,107	-	375,000	421,107
Disposal	-	(155,800)	-	(155,800)
Derecognition	(6,355,966)	-	-	(6,355,966)
At 31 December	-	1,122,417	375,000	1,497,417
Accumulated depreciation				
At 1 January	1,600,240	338,376	-	1,938,616
Acquisition of subsidiaries	41,904	-	9,375	51,279
Charge for the year	827,096	232,273	18,750	1,078,119
Disposal	-	(64,916)	-	(64,916)
Derecognition	(2,469,240)	-	-	(2,469,240)
At 31 December	-	505,733	28,125	533,858
Carrying amount				
At 31 December	-	616,684	346,875	963,559
2023				
At cost				
At 1 January	4,351,852	750,417	-	5,102,269
Addition	6,309,859	527,800	-	6,837,659
Derecognition	(4,351,852)	-	-	(4,351,852)
At 31 December	6,309,859	1,278,217	-	7,588,076
Accumulated depreciation				
At 1 January	1,138,544	124,733	-	1,263,277
Charge for the year	1,600,240	213,643	-	1,813,883
Written off	(1,138,544)	-	-	(1,138,544)
At 31 December	1,600,240	338,376	-	1,938,616
Carrying amount				
At 31 December	4,709,619	939,841	-	5,649,460

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

9. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group

(a) Right-of-use assets (cont'd)

Lease of premises were depreciated over the lease term periods of 2 to 4 year.

The interest expense recognised in profit or loss by the Group during the financial year are RM211,064 (2023: RM402,980)

(b) Motor vehicles held in trust

Motor vehicles with carrying amount of RM107,786 (2023: RM271,131) are being registered under the names of a Director and an employee of the subsidiary, held in trust for the subsidiary.

(c) Assets pledged as security

As at 31 December 2024, the freehold land and building are pledged to a licensed bank for banking facilities granted to a related party of the Company. This arose following the completion of the acquisition of NCT Builders Group Holdings Sdn. Bhd. from the Vendor as disclosed in Note 11(b). Related party refers to a company in which the Directors of the Company have substantial financial interests.

Pursuant to the Share Sale Agreement, the Vendor is required to release the Group from any guarantee given within a stipulated timeline, which both parties have agreed to extend the completion date to mid of 2025. As at the date of this report, the management is in the midst of discussing with the related bank to discharge the property, including the financial guarantees [Note 33(a)] or to fulfill the necessary conditions precedent. The management targets to complete the above within the next 12 months.

10. INVESTMENT PROPERTIES

	←----- At fair value ----->		At cost	
	Commercial retail lots			
	Grand Ion Delemen ("GID") RM	Grand Ion Majestic ("GIM") RM	Construction work-in progress RM	Total RM
Group				
2024				
At 1 January	120,000,000	-	72,294,218	192,294,218
Additions	-	-	107,850,296	107,850,296
Reclassification	-	180,144,514	(180,144,514)	-
Fair value gain	-	19,855,486	-	19,855,486
At 31 December	120,000,000	200,000,000	-	320,000,000
2023				
At 1 January	120,000,000	-	56,934,990	176,934,990
Additions	-	-	15,359,228	15,359,228
At 31 December	120,000,000	-	72,294,218	192,294,218

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

10. INVESTMENT PROPERTIES (cont'd)

- (a) The investment properties are pledged to licensed banks for banking facilities granted to the Company as disclosed in Note 27(a) and (b).
- (b) Investment properties stated at fair value

The fair values of GID and GIM commercial retail lots were determined on 11 April 2025 (2023: on 9 April 2024) and 13 March 2025 respectively by independent professional qualified valuer using the income approach. Both the fair value of the investment properties was determined based on revenue after taking into consideration the prevailing market condition coupled with the existing supply and future supply and demand of the properties being offered within the immediate and surrounding developments and is recognised under level 3 of the fair value hierarchy.

The Group measured the investment property under construction work-in-progress at cost until the construction is completed.

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the significant unobservable inputs used in the valuation models.

Description	Valuation technique	Significant unobservable inputs	Relationship of unobservable inputs to fair value
GID commercial lots	Income approach	Estimated average rental rate per square feet per month of RM4.46 (2023: RM8.49) and the following key inputs: – Discount rate: 6% (2023: 5.75% – 9.75%) – Allowance for void: 5% (2023: 5%)	The higher the estimated rental per square feet per month, the higher the fair value.
GIM commercial lots	Income approach	Estimated average rental rate per square feet per month of RM7.60 and the following key inputs: – Discount rate: 6.25% – 6.75% – Allowance for void: 5%	The higher the estimated rental per square feet per month, the higher the fair value.

- (c) Income and expenses derived from the above income generating investment properties are as below:

	Group	
	2024 RM	2023 RM
Rental income	(8,437,718)	(8,400,000)
Quit rent and assessment fee	175,117	185,386
Maintenance and sinking fund	1,205,111	1,308,896

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES

	Company	
	2024 RM	2023 RM
Unquoted shares		
At cost		
Balance at beginning	49,295,275	49,045,275
Additions	125,225,220	250,000
Balance at end	174,520,495	49,295,275
Capital contribution		
(i) Advances that are part of net investments		
Balance at beginning	518,709,593	579,611,403
Movement:		
– Capitalisation of advances	-	2,585,320
– Repayment	(64,877,363)	(63,487,130)
Balance at end	453,832,230	518,709,593
(ii) Equity-settled transactions		
Balance at beginning	3,600,849	-
Addition	-	3,600,849
Balance at end	3,600,849	3,600,849
Total capital contribution	457,433,079	522,310,442
Balance carried forward	631,953,574	571,605,717
Less: Accumulated impairment losses		
Balance at beginning	10,905,489	9,395,804
Additions	-	1,509,685
Balance at end	(10,905,489)	(10,905,489)
Carrying amount	621,048,085	560,700,228

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES (cont'd)

Details of the subsidiaries are as follows:

Name of subsidiaries	Principal place of business/ Country of incorporation	Effective equity interest		Principal activities
		2024 %	2023 %	
Held by the Company				
NCT Global Development Sdn. Bhd.	Malaysia	100	100	Property development
NCT MaxCap Sdn. Bhd.	Malaysia	100	100	Investment holding
NCT Era City Sdn. Bhd.	Malaysia	100	100	Investment holding
NCT Jaya Bina Sdn. Bhd.	Malaysia	100	100	General contractor and contractor of renovation works
Innoceria Sdn. Bhd.	Malaysia	100	100	Property development
NCT PMC Sdn. Bhd.	Malaysia	100	100	Provision of project management services
NCT Borneo Sdn. Bhd.	Malaysia	100	100	Property development
NCT Harmony Sdn. Bhd.	Malaysia	100	100	Property development
NCT Noble Sdn. Bhd.	Malaysia	100	100	Property development
NCT Panorama Sdn. Bhd.	Malaysia	100	100	Property development
JYF Capital Sdn. Bhd.	Malaysia	100	100	Investment holding
NCT Builders Group Holdings Sdn. Bhd. * (“NCT Builders”)	Malaysia	100	-	Investment holding
Subsidiary of NCT MaxCap Sdn. Bhd.				
Jalur Bina Sdn. Bhd.	Malaysia	100	100	Property development
Subsidiary of NCT Builders				
NCT Properties Sdn. Bhd. (“NCT Properties”)	Malaysia	90.11	-	Property investment holding
Subsidiary of NCT Properties				
NCT Platinum Sdn. Bhd.	Malaysia	90.11	-	Property development
NCT Green City Sdn. Bhd.	Malaysia	90.11	-	Property development

* Ordinary shares of the subsidiary has been pledged to a licensed bank as securities for term loan facilities granted to the Company as disclosed in Note 27(a).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES (cont'd)

(a) Capital contribution

Advances that are part of net investments

This is in relation to advances and payments made on behalf of which the settlement is neither planned nor likely to occur in the foreseeable future. This amount is, in substance, a part of the Company's net investment in the subsidiaries. The amount is stated at cost less accumulated impairment losses, if any.

Equity-settled transactions

The addition during the previous financial year was in relation to the options and shares granted by the Company to the Directors and employees of a subsidiary under the Company's ESOS and RSG, which was treated as additional investment in the subsidiary. Subsequent to initial recognition, such balance is stated at cost less accumulated impairment losses.

(b) Acquisition of subsidiaries

2024

On 29 February 2024, the Company entered into a conditional share sale agreement with NCT Venture Corporation Sdn. Bhd. (a related party of which certain Directors of the Company have controlling interest) for the acquisition of the entire equity interest in NCT Builders, representing 30,411,700 ordinary shares in NCT Builders for a total purchase consideration of RM100,887,720 which will be satisfied via a combination of a cash consideration of RM65,487,720, with the remaining amount of RM35,400,000 through the issuance of 110,625,000 new Company's shares at an issue price of RM0.32 per Company's share.

The proposed acquisition was completed on 2 July 2024, and the closing market price of the Company's ordinary share on even date was RM0.54 per share. Following the acquisition, NCT Builders became a wholly-owned subsidiary of the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES (cont'd)

(b) Acquisition of subsidiaries (cont'd)

2024 (cont'd)

Fair value of the identifiable assets acquired and liabilities recognised of NCT Builders at the completion date is as follows:

	As at 2.7.2024 RM
Property, plant and equipment	26,129,988
Inventories	151,800,000
Trade receivables	4,308,453
Other receivables	3,216,154
Contract assets	32,000,517
Fixed deposits with a licensed bank	46,890
Cash and bank balances	7,261,429
Trade payable – Non-current	(14,635,947)
– Current	(34,253,870)
Borrowings – Non-current	(15,346,145)
– Current	(2,920,000)
Lease liabilities – Non-current	(221,898)
– Current	(131,261)
Deferred tax liabilities	(22,132,722)
Other payables	(6,062,540)
Amount due to related parties	(569,684)
Tax payable	(3,501,831)
Total identifiable net assets	124,987,533
Non-controlling interests	(14,701,738)
Fair value of identifiable net assets acquired	110,285,795
	RM
<u>Goodwill arising from acquisition:</u>	
Consideration, satisfied by way of:	
– Cash	65,487,720
– Issuance of 110,625,000 new Company's shares	
(i) at an issue price of RM0.32 per share	35,400,000
(ii) fair value adjustment at completion date of RM0.22 per share	24,337,500
	59,737,500
Total fair value of consideration transferred	125,225,220
Less: Fair value of net identifiable assets acquired	(110,285,795)
Goodwill on consolidation (Note 13)	14,939,425

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES (cont'd)

(b) Acquisition of subsidiaries (cont'd)

2024 (cont'd)

	RM
<u>Net cash outflow arising from acquisition of NCT Builders:</u>	
Purchase consideration	125,225,220
Less: Consideration, satisfied by way of issuance of new Company's shares	(59,737,500)
	65,487,720
Less: Cash and cash equivalents of the subsidiaries acquired	
– Fixed deposits with a licensed bank	(46,890)
– Cash and bank balances	(7,261,429)
	(7,308,319)
Net cash outflow from acquisition of subsidiaries	58,179,401

Effects of acquisition in statements of comprehensive income

From the date of acquisition, the subsidiaries contributed revenue and profit net of tax are as follows:

	RM
Revenue	52,947,824
Profit for the financial period	2,829,820

If the acquisition had occurred on 1 January 2024, the consolidated results for the financial year ended 31 December 2024 would have been as follows:

	RM
Revenue	94,890,878
Profit for the financial year	14,696,303

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES (cont'd)**(b) Acquisition of subsidiaries (cont'd)****2023**

On 17 July 2023, the Company acquired 100 ordinary shares, representing 100% of the total issued and paid-up share capital of JYF Capital Sdn. Bhd. ("JYF Capital") from a Director of the Company for a total consideration of RM100. Following the acquisition, JYF Capital became a wholly-owned subsidiary of the Company.

Fair value of the identifiable assets acquired and liabilities recognised of JYF Capital is as follows:

	As at 17.7.2023 RM
Cash in hand	100
Other payables	(5,281)
Director	(11,926)
Total identifiable net liabilities recognised	(17,107)
Goodwill written off	17,207
Fair value of consideration transferred	100
Less: Cash and cash equivalents	(100)
Cash flows from acquisition of a subsidiary	-

The effects of acquisition in the Group's statements of comprehensive income is immaterial as JYF Capital is still dormant as at the end of the reporting period.

(c) Additional subscription in a subsidiary**2023**

On 6 June 2023, the Company subscribed for additional 249,900 new ordinary shares in NCT Noble Sdn. Bhd. ("NCT Noble") by way of capitalisation of RM249,900 owing from NCT Noble. No changes to the Company's effective equity interest in NCT Noble.

(d) Impairment loss on investment in subsidiaries**2023**NCT PMC Sdn. Bhd. ("NCT PMC")

The Company carried out a review of the recoverable amount of its investment in NCT PMC. The impairment of investment in NCT PMC for the financial year ended 31 December 2023 was RM1,509,685, recognised in profit or loss as "other expenses". The recoverable amount was derived using fair value less costs of disposal method which was measured based on net assets of NCT PMC.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

11. INVESTMENT IN SUBSIDIARIES (cont'd)

(e) Non-controlling interest (“NCI”) in subsidiaries

- (i) The subsidiaries of the Group that has NCI are as follows:

NCT Properties Sdn. Bhd. and its subsidiaries (“NCT Properties group”)

	2024
NCI percentage of ownership interest and voting interest	9.89%
Carrying amount of NCI (RM)	14,982,637
Profit allocated to NCI (RM)	280,899

- (ii) The summarised financial information before intragroup elimination of the NCT Properties group that has NCI as at the end of reporting period is as follows:

	2024 RM
Assets and liabilities	
Non-current assets	26,012,755
Current assets	289,987,377
Non-current liabilities	(48,571,117)
Current liabilities	(115,894,122)
Net assets	151,534,893
Results	
Profit for the financial period	2,829,820
Cash flows	
Cash flows used in operating activities	(50,534,448)
Cash flows from investing activities	763,454
Cash flows from financing activities	51,492,578
Net change in cash and cash equivalents	1,721,584
Dividend paid to NCI	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

12. INVENTORIES

	Note	2024 RM	Group 2023 RM
Non-current assets			
At cost:			
Land held for property development	(a)	25,772,279	-
Current assets			
At cost:			
Property development costs	(a)	189,146,384	184,458,703
Unsold completed properties	(b)	257,808,208	153,438,149
		446,954,592	337,896,852
Current assets			
At net realisable value:			
Unsold completed properties	(b)	12,660,000	7,341,697
		459,614,592	345,238,549
		485,386,871	345,238,549

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

- 31 DECEMBER 2024

12. INVENTORIES (cont'd)

(a) Land held for property development/Property development costs

Group	Leasehold land RM	Freehold land RM	Development costs RM	Cumulative costs recognised in profit or loss RM	Total RM
2024					
Non-current assets					
Land held for property development					
Balance at beginning	-	-	-	-	-
Transfer from property development costs	-	7,643,477	18,128,802	-	25,772,279
Balance at end	-	7,643,477	18,128,802	-	25,772,279
Current assets					
Property development costs					
Balance at beginning	-	15,573,940	543,259,397	(374,374,634)	184,458,703
Acquisition of subsidiaries	73,441,437	59,282,258	130,274,734	(111,198,429)	151,800,000
Cost incurred during the financial year	37,280,016	931,777	145,623,942	-	183,835,735
Cost recognised in profit or loss during the financial year	-	-	-	(128,029,350)	(128,029,350)
Transfer to completed properties	-	(770,116)	(176,376,309)	-	(177,146,425)
Transfer to land held for property development	-	(7,643,477)	(18,128,802)	-	(25,772,279)
Reversal of completed projects	-	(14,164,088)	(507,595,486)	521,759,574	-
Balance at end	110,721,453	53,210,294	117,057,476	(91,842,839)	189,146,384
Total	110,721,453	60,853,771	135,186,278	(91,842,839)	214,918,663
2023					
Current assets					
Property development costs					
Balance at beginning	-	44,452,191	532,175,213	(326,291,170)	250,336,234
Cost incurred during the financial year	-	826,867	159,998,184	-	160,825,051
Cost recognised in profit or loss during the financial year	-	-	-	(168,742,861)	(168,742,861)
Transfer to completed properties	-	(8,785,030)	(49,174,691)	-	(57,959,721)
Reversal of completed projects	-	(20,920,088)	(99,739,309)	120,659,397	-
Balance at end	-	15,573,940	543,259,397	(374,374,634)	184,458,703

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

12. INVENTORIES (cont'd)

(a) Land held for property development/Property development costs (cont'd)

The on-going property development costs with carrying amount of RM64,070,461 (2023: RM168,997,185) are pledged to licensed banks for banking facilities granted to the Company and to subsidiaries as disclosed in Note 27(a) and (b).

During the financial year ended 31 December 2024, NCT Borneo Sdn. Bhd. ("NCT Borneo"), a wholly-owned subsidiary of the Company entered into a conditional sale and purchase agreement with a third party, Hilltop Residences Sdn. Bhd. to acquire 10 adjoining parcels of leasehold development land located in the District of Penampang, Sabah, measuring an aggregate land area of approximately 11.16 acres for a total purchase consideration of RM36,000,000. The acquisition was completed on 27 September 2024 and the purchase consideration is paid via RM500,000 in cash, with the remaining balance of RM35,500,000 settled via the issuance of 110,937,500 new Company's shares at an issue price of RM0.32 per ordinary share.

(b) Unsold completed properties

The unsold completed properties with carrying amount of RM262,379,596 (2023: RM103,303,354) are pledged to licensed banks and financial institutions for banking facilities granted to the Company and to subsidiaries as disclosed in Note 27(a) and (c).

13. GOODWILL

	Note	Group 2024 RM	2023 RM
At cost:			
Arising from acquisition of NCT Builders	11(b)	14,939,425	-

Goodwill acquired in a business combination is allocated, at acquisition date, to the cash-generating units ("CGUs") that are expected to benefit from the business combinations. The Group considers NCT Builders and its subsidiaries ("NCT Builders Group") acquired as a single CGU and the carrying amount of goodwill is allocated to NCT Builders Group.

Goodwill on consolidation arose because the consideration paid for the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of the companies as a whole. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The goodwill arising from the acquisition is not deductible for tax purposes.

During the financial year, the Group performed goodwill impairment testing and no impairment loss is required to be recognised as the recoverable amount is higher than the carrying amount.

The recoverable amount of the CGU was based on value-in-use calculations. The calculations were determined using projected cash flows for a three-year period and by extrapolation using the growth rate based on historical experience, management's assessment of future trends and expectation of market in property development industry.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

13. GOODWILL (cont'd)

The key assumptions used in the preparation of the projected cash flows are as follows:

- (i) Pre-tax discount rate is 9.83% (2023: Nil);
- (ii) There will be no material changes in the structure and principal activities of NCT Builders Group;
- (iii) There will not be any significant changes in the prices and supply of building materials, wages and other related costs, resulting from industrial dispute, adverse changes in economic conditions or other abnormal factors, which will adversely affect the operations of the Group; and
- (iv) Receivables and payables turnover periods are estimated to be consistent with the current financial year.

Management believes that while cash flow projections are subject to interent uncertainty, any reasonably possible changes to the key assumptions utilised in assessing recoverable amounts have been considered in determining the recoverable amounts of the CGU. Based on the sensitivity analysis performed, management concluded that no reasonably possible change in any of the above key assumptions would cause the recoverable amounts of the CGU to be materially below its carrying amount.

14. DEFERRED TAX ASSETS/(LIABILITIES)

	Group	
	2024 RM	2023 RM
Balance at beginning	2,660,230	2,981,751
Acquisition of subsidiaries	(22,132,722)	-
Recognised in profit or loss (Note 7)	(1,821,498)	(321,521)
Balance at end	(21,293,990)	2,660,230
Represented as:		
Deferred tax assets	-	3,328,029
Deferred tax liabilities	(21,293,990)	(667,799)
	(21,293,990)	2,660,230

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

14. DEFERRED TAX ASSETS/(LIABILITIES) (cont'd)

The recognised deferred tax assets/(liabilities) before offsetting are follows:

Group	Property, plant and equipment RM	Term loans and bridging loan interest RM	Unutilised capital allowances RM	Fair value gain of investment properties RM	Fair value gain of properties acquired in business combinations RM	Others RM	Total RM
2024							
At 1 January	(4,000)	3,332,029	8,340	-	(664,466)	(11,673)	2,660,230
Acquisition of subsidiaries	(135,000)	-	-	-	(21,997,722)	-	(22,132,722)
Recognised in profit or loss	46,000	(3,332,029)	(8,340)	(1,985,549)	3,458,420	-	(1,821,498)
At 31 December	(93,000)	-	-	(1,985,549)	(19,203,768)	(11,673)	(21,293,990)
2023							
At 1 January	(767,222)	3,653,029	-	-	(664,466)	760,410	2,981,751
Recognised in profit or loss	763,222	(321,000)	8,340	-	-	(772,083)	(321,521)
At 31 December	(4,000)	3,332,029	8,340	-	(664,466)	(11,673)	2,660,230

Deferred tax assets and liabilities are offset above where there is legally enforceable right to set off tax recoverable against tax payable and where the deferred taxes relate to the same taxation authority.

The Group has recognised the deferred tax assets based on the current level of operations of a subsidiary and the probability that sufficient taxable profit will be generated in the future against which the deferred tax assets can be utilised.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

14. DEFERRED TAX ASSETS/(LIABILITIES) (cont'd)

The estimated amount of temporary differences for which no deferred tax assets have been recognised in the financial statements are as follows:

	Group (Restated)	
	2024 RM	2023 RM
Property, plant and equipment	465,000	148,000
Unutilised tax losses	(4,785,000)	(2,294,000)
Unutilised capital allowances	(349,000)	(422,000)
Other deductible temporary differences	(2,380,000)	(191,000)
Acquisition of subsidiaries	-	(5,625,833)
	(7,049,000)	(8,384,833)
Potential deferred tax assets not recognised in the financial statements	(1,691,760)	(2,012,360)

15. TRADE RECEIVABLES

	Group	
	2024 RM	2023 RM
Third parties	83,092,838	91,563,585
Director	451,549	94,750
Trade receivables, gross	83,544,387	91,658,335
Less: Allowance for impairment losses	(73,961)	(73,961)
Trade receivables, net	83,470,426	91,584,374

The normal credit terms of trade receivables range from 14 to 90 days (2023: 14 to 90 days). Other credit terms are assessed and approved on a case-by-case basis.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

16. OTHER RECEIVABLES

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Third parties	(a)	1,754,404	157,176	-	-
Deposits	(b)	4,403,978	2,091,646	1,000	1,500
Prepayments		1,349,482	922,725	1,104,593	704,348
Contract costs	(c)	1,587,236	4,369,161	-	-
		9,095,100	7,540,708	1,105,593	705,848

(a) The movement in the third parties' balance is as follows:

	Group	
	2024 RM	2023 RM
Gross amount	1,754,404	157,176
Less: Allowance for impairment losses		
Acquisition of subsidiaries	29,604	-
Reversal	(29,604)	-
Balance at end	-	-
Other receivables, net	1,754,404	157,176

(b) Breakdown of deposits are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Refundable	3,817,478	1,491,646	1,000	1,500
Non-refundable	586,500	600,000	-	-
	4,403,978	2,091,646	1,000	1,500

Included in deposits are non-interest bearing deposits of RM77,929 (2023: RM77,929) paid to a licensed bank for bank guarantee facility granted to the subsidiary.

(c) Contract costs represent incremental costs to obtain contracts which relate to sales personnel and agent commission for obtaining property sales contracts which are expected to be recovered through revenue recognition by reference to progress towards complete satisfaction of performance obligation with contract customers. These costs are subsequently expensed off as "selling and marketing expenses" by reference to the performance completed to date, consistent with revenue recognition pattern.

During the financial year, the total costs to obtain contracts recognised by the Group as "selling and marketing expenses" in profit or loss of the Group amounted to RM16,513,462 (2023: RM11,256,974).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

17. CONTRACT ASSETS/(LIABILITIES)

	Note	2024 RM	Group 2023 RM
Contract assets	(a)	45,018,836	153,615,949
Contract liabilities	(b)	(29,694,325)	(20,385,770)
		15,324,511	133,230,179

(a) Contract assets

	2024 RM	Group 2023 RM
On-going projects		
Balance at beginning	153,615,949	213,703,993
Acquisition of subsidiaries	32,000,517	-
Revenue recognised during the financial year	169,791,380	270,576,759
Consideration paid/payable to customers	13,952,344	33,696,796
Progress billings during the financial year	(324,341,354)	(364,361,599)
Balance at end	45,018,836	153,615,949

Contract assets primarily relate to the Group's right to consideration for work completed on property development projects but not yet billed at the reporting date. Typically, the amount will be billed within 30 days upon satisfaction of performance obligations and payment is expected within 30 days upon issuance of progress billing and tax invoice to customer.

(b) Contract liabilities

	2024 RM	Group 2023 RM
Completed properties		
Balance at beginning	(20,385,770)	(4,680,523)
Revenue recognised during the financial year	89,432,352	9,112,624
Consideration paid/payable to customers	14,937,016	7,087,604
Progress billings during the financial year	(112,652,446)	(31,905,475)
Balance at end	(28,668,848)	(20,385,770)
On-going projects		
Provision for LAD	(1,025,477)	-
	(29,694,325)	(20,385,770)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

17. CONTRACT ASSETS/(LIABILITIES) (cont'd)

(b) Contract liabilities (cont'd)

Contract liabilities for completed properties primarily relate to amount billed to customer before a related performance obligation is satisfied by the Group, whilst for on-going projects, it relates to the provision for LAD up to 31 December 2024 (2023: RM Nil) with regards to the delay in the delivery of vacant possession.

The amount of RM16,042,683 (2023: RM3,703,311) included in contract liabilities as at 31 December 2023 has been recognised as revenue in the current financial year under review.

18. AMOUNT DUE FROM/(TO) RELATED PARTIES

	Note	Group 2024 RM	2023 RM
Due from:			
<u>Trade</u>			
LAD income receivable	(a)	26,975,000	-
Cost deduction	(b)	24,902,789	-
		51,877,789	-
<u>Non-trade</u>			
Payment on behalf	(c)	450,376	1,555,684
Rental income	(d)	366,347	-
Gross		816,723	1,555,684
Less: Allowance for impairment losses	(e)	(569,653)	(449,411)
		247,070	1,106,273
		52,124,859	1,106,273
Due to:			
<u>Trade</u>			
– Development costs	(f)	(11,491,749)	-
– Retention sums	(g)	(3,936,392)	(2,926,457)
		(15,428,141)	(2,926,457)
<u>Non-trade</u>			
– Others	(c)	(2,855,551)	(589,141)
		(18,283,692)	(3,515,598)

Related parties refer to companies in which certain Directors of the Company have substantial financial interests.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

18. AMOUNT DUE FROM/(TO) RELATED PARTIES (cont'd)

- (a) The amount is LAD income receivable from the main contractor of GIM in view of the failure to deliver sectional completion to the Group within the stipulated time in accordance with the letter of award. The amount is subject to credit terms of 30 days.
- (b) The amount is in relation to the omission costs to be claimed from the main contractor upon completion of construction of GIM commercial lots as disclosed in Note 10.
- (c) The amount is unsecured, non-interest bearing and is collectible/(repayable) on demand.
- (d) The amount is unsecured and is subject to credit terms of 7 days (2023: Nil).
- (e) The movement in the allowance for impairment losses is as follows:

	Group	
	2024 RM	2023 RM
Balance at beginning	449,411	1,216,299
Acquisition of subsidiaries	120,242	-
Reversal due to repayment	-	(766,888)
Balance at end	569,653	449,411

- (f) The amount is subject to credit term of 30 days (2023: 30 days).
- (g) Retention sums are to be released 3 to 24 months (2023: 24 to 27 months) upon completion of projects.

19. AMOUNT DUE FROM/(TO) SUBSIDIARIES

	Company	
	2024 RM	2023 RM
Due from:		
Non-trade, gross	66,235,259	7,192,455
Less: Allowance for impairment losses	(12,743)	(12,743)
	66,222,516	7,179,712
Due to:		
Non-trade	(2,063,640)	(2,077,361)

The amounts are non-trade related, unsecured, non-interest bearing and are collectible/(repayable) on demand.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

20. FIXED DEPOSITS WITH LICENSED BANKS

Group

The effective interest rates of fixed deposits placed with licensed banks range from 2.00% to 2.30% (2023: Nil) per annum and have maturity of 1 month (2023: Nil).

Included herein are fixed deposits of RM47,707 (2023: RM Nil) being pledged to a licensed bank as security for bank guarantee facilities granted to the Group.

21. CASH AND BANK BALANCES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash and bank balances	28,430,479	25,933,380	11,831,376	21,193,692
Housing Development Accounts ("HDA")	11,630,454	8,907,203	-	-
	40,060,933	34,840,583	11,831,376	21,193,692

Group

Included herein are the following:

- (i) an amount of RM3,395,489 (2023: RM206,552) placed in current account which is held in trust by a related party.
- (ii) an amount of RM6,331,475 (2023: RM8,907,203) placed in HDA in accordance with Section 7(A) of the Housing Development (Control and Licensing) Act, 1966 (Amended 2002), which are held in trust by related parties, arising from the acquisition of property development rights, out of which RM2,553,264 (2023: RM1,723,749) in respect of Acacia Residences project, is pledged to a licensed bank for banking facilities granted to the Group as disclosed in Note 27(a).

The HDA accounts, which consist of monies received from purchasers, are for the payment of property development costs incurred and therefore restricted from use in other operations. The surplus monies in these accounts, if any, will be released to the Group in accordance with the provisions of the Act.

Related parties refer to companies in which certain Directors of the Company have substantial financial interests.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

22. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares with no par value		Amount	
	2024 Unit	2023 Unit	2024 RM	2023 RM
Issued and fully paid:				
At 1 January	1,579,470,752	1,148,080,846	435,193,770	297,415,010
Issuance of ordinary shares pursuant to:				
– private placements	-	226,292,800	-	73,252,510
– conversion of RCULS	80,928,906	196,857,806	25,601,125	62,135,330
– RSG	-	8,239,300	-	3,007,344
– Acquisition of subsidiaries	110,625,000	-	59,737,500	-
– Acquisition of leasehold land by a subsidiary	110,937,500	-	35,500,000	-
– Exercise ESOS	1,512,300	-	854,310	-
Transaction costs of share issued	-	-	(676,852)	(616,424)
At 31 December	1,883,474,458	1,579,470,752	556,209,853	435,193,770

- (a) The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.
- (b) During the financial year, the Company increased its issued and paid-up ordinary share capital from 1,579,470,752 shares to 1,883,474,458 shares by way of the following issuance:
- 1,512,300 ordinary shares pursuant to the exercise of options under the Company's employees' share option scheme ("ESOS") at an exercise price of RM0.365 per ordinary share;
 - 110,625,000 ordinary shares at a market value of RM0.54 per ordinary share to facilitate the acquisition of the entire equity interest in NCT Builders Group Holdings Sdn. Bhd.;
 - 110,937,500 ordinary shares at an issue price of RM0.32 per ordinary share to facilitate the acquisition of 10 adjoining parcels of Sabah leasehold development land by a subsidiary; and
 - 80,928,906 ordinary shares pursuant to conversion of Redeemable Convertible Unsecured Loan Stocks ("RCULS") at the conversion ratio of 1 RCULS for 1 new ordinary share.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

22. SHARE CAPITAL (cont'd)

- (c) In the previous financial year, the Company increased its issued and paid-up ordinary share capital from 1,148,080,846 shares to 1,579,470,752 shares by way of the following issuance:
- (i) 226,292,800 ordinary shares pursuant to a private placement at an average issue price of RM0.324 per ordinary share for cash;
 - (ii) 196,857,806 ordinary shares pursuant to conversion of RCULS at the conversion ratio of 1 RCULS for 1 new ordinary share; and
 - (iii) 8,239,300 ordinary shares pursuant to the RSG at an issue price of RM0.365 per ordinary share.

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing issued ordinary shares of the Company.

23. REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”)

	No. of RCULS Unit	Group and Company Equity portion RM	Liability portion RM	Total RM
2024				
Issued:				
– Tranche 4	-	-	-	-
2023				
Deemed issued:				
– Tranche 4	80,928,906	25,601,125	360,180	25,961,305

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

23. REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”) (cont'd)

The movement of RCULS during the financial year is as follows:

	No. of RCULS Unit	Group and Company Equity portion RM	Liability portion RM	Total RM
2024				
At 1 January	80,928,906	25,601,125	360,180	25,961,305
Fair value gain on:				
– Tranche 4	-	-	(239,032)	(239,032)
Issued:				
– Tranche 4	80,928,906	25,601,125	-	25,601,125
Deemed issued:				
– Tranche 4	(80,928,906)	(25,601,125)	-	(25,601,125)
Conversion of RCULS:				
– Tranche 4	(80,928,906)	(25,601,125)	-	(25,601,125)
RCULS coupon payment:				
– Tranche 4	-	-	(150,492)	(150,492)
Interest expense of RCULS:				
– Tranche 4	-	-	29,344	29,344
At 31 December	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

23. REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”) (cont'd)

The movement of RCULS during the financial year is as follows: (cont'd)

	No. of RCULS Unit	Group and Company Equity portion RM	Liability portion RM	Total RM
2023				
At 1 January	277,786,712	87,736,455	902,777	88,639,232
Fair value gain on:				
– Tranche 2	-	-	(114,702)	(114,702)
– Tranche 3	-	-	(359,008)	(359,008)
	-	-	(473,710)	(473,710)
Issued during the financial year:				
– Tranche 3	80,928,903	25,579,587	-	25,579,587
Deemed issued:				
– Tranche 3	(80,928,903)	(25,579,587)	-	(25,579,587)
Conversion of RCULS:				
– Tranche 1	(35,000,000)	(11,001,483)	-	(11,001,483)
– Tranche 2	(80,928,903)	(25,554,260)	-	(25,554,260)
– Tranche 3	(80,928,903)	(25,579,587)	-	(25,579,587)
	(196,857,806)	(62,135,330)	-	(62,135,330)
RCULS coupon payment:				
– Tranche 2	-	-	(100,184)	(100,184)
Interest expense of RCULS:				
– Tranche 2	-	-	4,162	4,162
– Tranche 4	-	-	27,135	27,135
	-	-	31,297	31,297
At 31 December	80,928,906	25,601,125	360,180	25,961,305

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

23. REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”) (cont'd)

Acquisition of Completed Properties – Grand Ion Delemen (“GID”)

On 2 March 2021, the Company entered into a Sale and Purchase Agreement with GTSB for the acquisition of completed properties and investment properties, which is known as GID, comprising of 100 units of serviced apartments (as Inventories) and 15 units of commercial retail lots (as Investment Properties), for a total purchase consideration of RM212,888,000 payable as follows:

- (a) Allot and issue up to RM120,000,000 nominal value of RCULS at RM0.32 per unit of RCULS Tranche 1) to YBG Yap, being the entire commercial unit consideration, on the completion date (21 June 2021);
- (b) Fixed sum of RM15,196,252 in cash in respect of serviced apartments consideration; and
- (c) Allot and issue up to RM77,691,748 nominal value of RCULS at RM0.32 per unit RCULS to YBG Yap, being the remainder of the serviced apartments consideration, to be split into 3 tranches as follows:
 - RM25,897,249 nominal value of RCULS (Tranche 2) on the first anniversary date (21 June 2022);
 - RM25,897,249 nominal value of RCULS (Tranche 3) on the second anniversary date (21 June 2023); and
 - RM25,897,250 nominal value of RCULS (Tranche 4) on the third anniversary date (21 June 2024).

During the financial year, the Company has issued and allotted the final tranche i.e. Tranche 4 of 80,928,906 new RCULS.

During the financial year, the equity component of the RCULS decreased from RM25,601,125 to RM Nil (2023: RM87,736,455 to RM25,601,125) following the conversion of the remaining 80,928,906 (2023: 196,857,806) to new ordinary shares at the conversion ratio of 1 RCULS for 1 new ordinary share. Correspondingly, the liability portion of the RCULS has decreased from RM360,180 to RM Nil (2023: RM902,777 to RM360,180) after netting off the interest expense of RM29,344 (2023: RM31,297), fair value gain of RM239,032 (2023: RM473,710) and coupon payment of RM150,492 (2023: RM100,184).

The effective interest rates of the liability portion of the RCULS are as follows:

	Effective interest rate per annum %
Tranche 1	8.85%
Tranche 2	8.66%
Tranche 3	8.33%
Tranche 4	7.99%

The Directors are in the view that none of the RCULS will be redeemed by the Company and are expected to be converted into ordinary shares of the Company during the conversion period. Hence, the liability portion of the RCULS is determined based on the present value of the estimated future coupon payment.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

23. REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”) (cont'd)

The salient terms of the RCULS are as follows:

Transferability

The RCULS is not transferable and not tradable.

Tenure

The tenure of RCULS is for 8 years commencing from and inclusive of the date of issue of the first tranche of the RCULS.

Coupon rate

The RCULS carry the right to receive a cumulative rate of 3% per annum based on issue price, payable semi-annually in arrears. The RCULS that have already been converted into new ordinary shares shall not be entitled to any coupon payable for the RCULS.

Redemption

Redemption price is equivalent to the issue price subject to necessary adjustment at the time of redemption.

Unless previously redeemed or converted or purchased and cancelled, the RCULS may at the option of the Company be redeemed, in whole or in part, at any time during the tenure of the RCULS at the redemption price. The Company shall give not less than 30 days prior written notice to the RCULS holders of the redemption of RCULS.

Conversion

The RCULS holder shall have the right to convert all or any part of the RCULS held by it into fully paid new ordinary shares at the conversion price. Unless previously redeemed or converted or purchased and cancelled, all outstanding RCULS will be mandatorily converted into new shares of the Company on the maturity date.

The conversion ratio shall be one RCULS to one new share, subject to adjustments from time to time at the determination of the board of directors of the Company in the event of any alteration to the Company's share capital, whether by way of rights issue, capitalisation issue, consolidation of shares, subdivision of shares or reduction of capital howsoever being effected, in accordance with the provisions of the constitutions/articles of association of the Company.

The conversion price per new ordinary share shall be an amount equivalent to the issue price, subject to adjustment. No additional cost or consideration shall be payable by the holder of RCULS upon such exercise of the conversion rights.

The conversion price shall be satisfied by surrendering the equivalent nominal value of RCULS for cancellation by the Company. All converted RCULS will be cancelled and cannot be re-issued. Any fractional entitlements of the new ordinary shares arising from the conversion of the RCULS shall be disregarded and waived by the RCULS holder.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

23. REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”) (cont'd)

The salient terms of the RCULS are as follows: (cont'd)

Liquidation

In the event of liquidation, or winding up, the amount which is immediately due and payable by the Company to the RCULS holder shall be the nominal value of the outstanding RCULS together with all accrued coupon.

24. TREASURY SHARES

Treasury shares relate to ordinary shares of the Company that are repurchased and held by the Company. The amount consists of the acquisition costs of treasury shares net of proceeds received on their subsequent sale or issuance.

The shareholders of the Company, by an ordinary resolution passed in a general meeting held on 19 June 2024, approved the renewal of the Company's plan to repurchase its own ordinary shares. The Directors of the Company are committed to enhancing the value of the Company for its shareholders and believe that the repurchase plan can be applied in the best interest of the Company and its shareholders.

As at 31 December 2024, the Company had a total of 20,316,809 (2023: 8,625,809) ordinary shares of its 1,883,474,458 (2023: 1,579,470,752) ordinary shares as treasury shares. Such treasury shares are held at carrying amount of RM7,873,286 (2023: RM4,104,571) as at the end of the financial year.

There was no resale or cancellation of treasury shares during the financial year.

25. OTHER RESERVES

ESOS and RSG reserve

	Group and Company	
	2024	2023
	RM	RM
Balance at beginning	593,505	-
Arising from equity-settled share-based payment:		
– ESOS	-	593,505
– RSG	-	3,007,344
Transfer of RSG reserve upon vested	-	(3,007,344)
Transfer of ESOS reserve upon exercised	(302,320)	-
Lapsed due to resignation	(149,011)	-
Balance at end	142,174	593,505

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

25. OTHER RESERVES (cont'd)

ESOS and RSG reserve (cont'd)

The ESOS and RSG reserve represents the equity-settled shares and options granted by the Company to the eligible Directors and employees of the Group pursuant to the Employees' Share Scheme ("ESS") which entails an employees' share option scheme ("ESOS") and a restricted share grant plan ("RSG") as disclosed below. The reserve is made up of the cumulative value of services received from the Directors and employees recorded over the vesting period commencing from the grant date of the equity-settled shares, and is reduced by the expiry or exercise of the ESOS and RSG.

The Company's ESS is governed by the By-Laws approved by the shareholders at the Extraordinary General Meeting held on 14 June 2022. The ESS entitle eligible Directors and employees of the Group of up to 15% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any point in time during the existence of the ESS and shall be in force for a period of five (5) years from the effective date of the implementation of the ESS and maybe extended for a period of up to another 5 years and shall not in aggregate exceed ten (10) years from the effective date or such longer period as may be allowed by the relevant authorities.

The salient features of the ESS are as follows:

- (a) Eligible persons are employees and/or Directors of the Company and its subsidiary who have been confirmed in the employment of the Company and its subsidiary;
- (b) The total number of the ordinary shares of the Company issued under the ESS shall not in aggregate be more than 15% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- (c) The acceptance of ESS award by an eligible person shall be made by way of written notice from the eligible person to the ESS Committee in the form prescribed by the ESS Committee and accompanied by the payment of RM1 only as non-refundable consideration for the acceptance of each ESS award (regardless of the number of shares comprised therein). The ESS award shall be valid for a period of 30 days from the date of offer of the ESS or such period as the ESS Committee at its discretion, determines on a case to case basis;
- (d) The exercise price which will be payable by the ESOS participants upon the exercise of the ESOS shall be based on a discount (as determined by the ESS Committee) of not more than 10% of the 5 day volume weighted average market price of the ordinary shares of the Company transacted on the Bursa Malaysia Securities Berhad immediately preceding the date of offer of the ESOS;
- (e) The ESOS and/or RSG shall not carry any right to vote at any general meeting of the Company or rank for any distributions in the event of any voluntary or involuntary liquidation or dissolution of the Company until and unless such ordinary shares of the Company have been issued, allotted and credited into the Central Depository System account of the participant; and
- (f) The new ordinary shares of the Company to be allotted upon the vesting and exercise of the ESOS and/or RSG shall upon allotment and issuance rank pari passu in all respects with the existing ordinary shares of the Company, provided always that new ordinary shares so allotted and issued, will not be entitled to any dividends, rights, allotments and/or other distributions declared, where the entitlement date of which is prior to date of allotment and issuance of the new ordinary shares and are subject to the provisions of the constitution of the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

25. OTHER RESERVES (cont'd)

ESOS and RSG reserve (cont'd)

Movement in the number of RSG and ESOS during the financial year are as follows:

RSG:

	Number of options over ordinary shares			
	Balance at beginning	Granted	Vested	Balance at end
2023				
2023 grants	-	8,335,400	(8,239,300)	(96,100)

The weighted average fair value of the RSG granted during the financial year ended 31 December 2023 was calculated based on the market price of the Company's shares at the grant date of RM0.365 per share.

ESOS:

Granted date	Exercise price RM	Number of options over ordinary shares			
		Balance at beginning	Granted and accepted	Exercised	Balance at end
2024					
15.2.2023	0.365	4,077,300	-	(1,512,300)	(745,400)
2023					
15.2.2023	0.365	-	5,549,300	-	(1,472,000)

The fair value of the share options granted was estimated at the grant date using the Trinomial Options Pricing model, taking into account the terms and conditions upon which the instruments were granted.

The following table lists the inputs to the Trinomial Options Pricing model for the ESOS granted:

Grant date	15 February 2023
Fair value at grant date (RM)	0.199
Share price at grant date (RM)	0.420
Exercise price (RM)	0.365
Expected volatility (%)	45.50
Risk-free interest rate (% p.a.)	3.63
Dividend yield (%)	Nil
Expected life of options (years)	4.62 years

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

26. TRADE PAYABLES

	Note	2024 RM	Group 2023 RM
Non-current liabilities			
Opt-out compensation	(a)	-	4,245,731
Landowner's entitlement	(b)	14,635,947	-
		14,635,947	4,245,731
Current liabilities			
Trade payables	(c)	9,025,616	868,169
Retention sums	(d)	4,277,631	4,289,565
Opt-out compensation	(a)	4,967,124	4,405,075
Accrued development costs	(e)	13,670,736	4,030,220
		31,941,107	13,593,029
		46,577,054	17,838,760

(a) Opt-out compensation

During the financial year ended 31 December 2022, the Group had participated in a proposed Scheme between Jade San Realty Sdn. Bhd. ("Jade San") and the Scheme Creditors of Phase 2 and Phase 3 within the Project known as the "Genting Valley" located within and part of a freehold hold held under GRN 47606, Lot No. 2529 and Lot No. 2530 all in the Mukim of Batang Kali, District of Hulu Selangor, State of Selangor. In relation to the liquidation of Jade San, the Group is required to refund to the purchasers the total principal amount previously paid by the purchasers, known as opt-out compensation, which will form part of the land cost of the project for the Group.

The compensation is expected to be paid over three (3) years. The deferred payment measured at amortised costs at an imputed interest rate of 6.33% (2023: 6.33%) per annum.

	2024 RM	2023 RM
Remaining balance payable		
Within 1 year	5,236,020	4,926,852
More than 1 year but less than 2 years	-	4,514,627
	5,236,020	9,441,479
Less: Future finance charges	(268,896)	(790,673)
Present value	4,967,124	8,650,806

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

26. TRADE PAYABLES (cont'd)

(a) Opt-out compensation (cont'd)

	2024 RM	2023 RM
Present value for balance payable		
Current liabilities:		
Within 1 year	4,967,124	4,405,075
Non-current liabilities:		
More than 1 year but less than 2 years	-	4,245,731
	<u>4,967,124</u>	<u>8,650,806</u>

(b) Landowner's entitlement

Representing landowner's entitlement payable in accordance with the joint venture arrangement entered into by the Group with the landowner, Ayer Keroh Country Club Berhad ("AKCC") for a total consideration of RM24,000,000 under a deferred payment term of which the remaining balance of the total consideration expected to be paid over eight (8) years, with the first yearly payment expected to commence in year 2026. Following the revised expected payment date the present value of the remaining balance has been adjusted accordingly against property development costs. The deferred payment is measured at amortised costs at an imputed interest rate of 7.39% (2023: Nil) per annum.

Pursuant to the said agreement, the entitlements are to be paid via fixed cash payment of RM7,200,000 and development units of RM16,800,000 of the property development projects which shall be payable in accordance with the deferred payment term as stipulated in the agreement.

	2024 RM	2023 RM
Remaining balance payable		
Within 1 year	-	-
More than 1 year but less than 2 years	960,000	-
More than 2 years but less than 5 years	9,600,000	-
More than 5 years	11,040,000	-
	<u>21,600,000</u>	<u>-</u>
Less: Future finance charges	(6,964,053)	-
	<u>14,635,947</u>	<u>-</u>
Present value for balance payable		
Non-current liabilities:		
More than 1 year but less than 2 years	832,423	-
More than 2 years but less than 5 years	7,047,807	-
More than 5 years	6,755,717	-
	<u>14,635,947</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

26. TRADE PAYABLES (cont'd)

- (c) The normal trade credit terms for trade payables granted to the Group range from 7 to 90 days (2023: 7 to 90 days).
- (d) Retention sums are to be released 3 to 24 months (2023: 3 to 24 months) upon completion of projects.
- (e) This is in respect of development costs incurred but yet to receive the supplier invoices as at the financial year ended.

27. BORROWINGS

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Non-current liabilities				
Secured:				
Term loans	92,000,893	55,802,009	78,914,943	55,714,264
Bridging loans	-	5,121,069	-	-
Revolving credit	12,690,500	7,500,000	12,690,500	7,500,000
	104,691,393	68,423,078	91,605,443	63,214,264
Current liabilities				
Secured:				
Term loans	46,487,927	38,088,168	42,800,182	37,142,868
Bridging loans	5,121,069	10,658,089	-	10,658,089
Revolving credit	3,750,000	2,500,000	3,750,000	2,500,000
	55,358,996	51,246,257	46,550,182	50,300,957
	160,050,389	119,669,335	138,155,625	113,515,221
Total borrowings				
Term loans	138,488,820	93,890,177	121,715,125	92,857,132
Bridging loans	5,121,069	15,779,158	-	10,658,089
Revolving credit	16,440,500	10,000,000	16,440,500	10,000,000
	160,050,389	119,669,335	138,155,625	113,515,221

The effective interest/profit rates per annum on the borrowings of the Group and of the Company as at the end of the reporting period are as follows:

	Group		Company	
	2024	2023	2024	2023
	%	%	%	%
Term loans	5.70 to 12.00	5.70 to 12.00	6.20 to 7.70	5.70 to 6.20
Bridging loans	6.79	6.87 to 8.45	-	8.45
Revolving credit	5.01 to 5.68	5.21 to 5.42	5.01 to 5.68	5.21 to 5.42

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

27. BORROWINGS (cont'd)

(a) Term loans

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Repayable within one year (current)	46,487,927	38,088,168	42,800,182	37,142,868
Repayable between one and two years	34,419,520	37,230,613	29,686,020	37,142,868
Repayable between two and five years	41,209,443	18,571,396	32,856,993	18,571,396
Repayable after five years	16,371,930	-	16,371,930	-
Repayable after one year (non-current)	92,000,893	55,802,009	78,914,943	55,714,264
	138,488,820	93,890,177	121,715,125	92,857,132

The term loans are secured by the following:

- (i) Pledge of the investment properties as disclosed in Note 10(a);
- (ii) Pledge of the unsold completed properties as disclosed in Note 12(b);
- (iii) Pledge of the 100% unquoted shares in the share capital of NCT Builders Group Holdings Sdn. Bhd. as disclosed in Note 11;
- (iv) Open all monies first party deed of assignment (business agreement) created over all rights, benefits, title and interests of the Group as disclosed in Note 10(a);
- (v) Open all monies assignment and charge created over the designated escrow account and all the credit balance standing to the credit of the account;
- (vi) Open all monies first party assignment and charge created over the debt service reserve account and all monies standing to the credit of account;
- (vii) Open all monies third party assignment and charge created over HDA in respect of Acacia Residences project as disclosed in Note 21 and all monies available in the designated HDA by a company in which 2 Directors of the Group have substantial financial interests;
- (viii) Open all monies third party assignment and charge created over the HDA in respect of GID project and all monies available in the designated HDA by a company in which 2 Directors of the Group have substantial financial interests;
- (ix) Legal charge over development land of a related party which certain Directors of the Company have substantial financial interests;
- (x) Open all monies first party deed of assignment in respect of freehold land as disclosed in Note 12(a);
- (xi) Open all monies third party deed of assignment in respect of freehold land as disclosed in Note 12(a);
- (xii) Open all monies third party first legal charge to be created by a third party over the unsold units respectively upon issuance of Certificate of Completion and Compliance ("CCC") and issuance of individual strata titles;
- (xiii) Open all monies first party charge over the surplus sales proceeds in respect of the Proposed Development for (residential) units as well as monies available in the designated HDA;
- (xiv) Open all monies first party second limited debenture created by a subsidiary;
- (xv) Open all monies corporate guarantee of the ultimate holding company; and
- (xvi) Jointly and severally guaranteed by certain Directors of the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

27. BORROWINGS (cont'd)**(b) Bridging loans**

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Repayable within one year (current)	5,121,069	10,658,089	-	10,658,089
Repayable between one and two years (non-current)	-	5,121,069	-	-
	5,121,069	15,779,158	-	10,658,089

The bridging loans are secured by the following:

- (i) Pledge of the investment properties as disclosed in Note 10(a);
- (ii) Pledge of the on-going property development projects as disclosed in Note 12(a);
- (iii) Jointly and severally guaranteed by certain Directors of the Company;
- (iv) Corporate guarantee of a related party in which 2 Directors of the Group have substantial financial interests;
- (v) Open all monies third party assignment and charge created over HDA in respect of Ion Vivace project and all monies available in the designated HDA;
- (vi) Open all monies third party assignment and charged created by a related party in which 2 Directors of the Group have substantial financial interests; and
- (vii) Corporate guarantee of the Company.

(c) Revolving credit

	Group and Company	
	2024	2023
	RM	RM
Repayable within one year (current)	3,750,000	2,500,000
Repayable between one and two years	5,000,000	2,500,000
Repayable between two and five years	7,690,500	5,000,000
Repayable after one year (non-current)	12,690,500	7,500,000
	16,440,500	10,000,000

The revolving credit facility is secured by the following:

- (i) Pledge of the unsold completed properties as disclosed in Note 12(b);
- (ii) Fresh legal charge and assignment over all present and future rights on the designated accounts and all monies standing to the credit of the designated accounts;
- (iii) Assignment of all insurance policies taken or to be taken in relation to the pledged properties as disclosed in Note 12(b) to be named as the loss payee and non-cancellation clause to be incorporated, where applicable; and
- (iv) Assignment of all rights, titles, benefits, entitlement and interest of the pledged properties as disclosed in Note 12(b) including but not limited to all sales proceeds, rental and other relevant proceeds and/or income receivable.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

28. LEASE LIABILITIES

	Group	
	2024 RM	2023 RM
Minimum lease payments:		
Within 1 year	327,756	2,019,912
More than 1 year but less than 2 years	327,756	1,971,912
More than 2 years but less than 5 years	480,057	2,312,896
More than 5 years	37,635	146,772
	1,173,204	6,451,492
Less: Future finance charges	(122,420)	(630,228)
Present value of lease liabilities	1,050,784	5,821,264
Present value of lease liabilities		
Current liabilities:		
Within 1 year	280,210	1,710,045
Non-current liabilities:		
More than 1 year but less than 2 years	288,891	1,771,151
More than 2 years but less than 5 years	444,698	2,198,249
More than 5 years	36,985	141,819
	770,574	4,111,219
	1,050,784	5,821,264

The effective interest rates per annum on the lease liabilities of the Group as at the end of the reporting period range between 2.46% to 6.33% (2023: 2.46% to 6.33%).

29. OTHER PAYABLES

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Third parties		4,520,255	2,855,835	739,741	17,526
Directors	(a)	16,285	14,807	-	-
Accruals		5,837,342	5,631,111	771,757	105,800
Refundable deposits and purchasers money	(b)	11,165,411	13,874,736	-	-
Non-refundable deposits		365,662	-	-	-
Goods and Services Tax payables		39	39	39	39
		21,904,994	22,376,528	1,511,537	123,365

(a) The amount is unsecured, non-interest bearing and is repayable on demand.

(b) Included in deposits and purchasers money is an amount of RM9,917,001 (2023: RM12,470,236) representing booking fees and monies received from the purchasers of development properties which would be net off with their outstanding balances upon issuance of progress billings and monies to be refunded to purchasers due to cancellation of sales.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

30. RELATED PARTY DISCLOSURES

Identity of related parties

For the purpose of these financial statements, parties are considered to be related to the Group and to the Company if the Group and the Company have the ability to directly or indirectly control the party or exercise significant influence over the party in making financial and operating decision, or vice versa, or where the Group and the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Group and the Company have related party relationships with its subsidiaries, Directors, related parties and key management personnel. Related parties refer to companies in which certain Directors of the Company have substantial financial interests and/or are also Directors of the companies.

Related party transactions

In addition to the transactions detailed elsewhere in the financial statements, the significant related party transactions between the Group and the Company and their related parties during the financial year are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
With subsidiaries:				
– Dividend income	-	-	-	30,000
– Interest income	-	-	4,873,811	9,893,377
– Management fee	-	-	(120,000)	(120,000)
With related parties:				
– Development costs	(302,734,414)	(161,680,689)	-	-
– Management fee income	1,570,995	-	-	-
– Cost deduction	24,909,033	-	-	-
– LAD income	26,975,000	-	-	-
– Lease of premise	(882,000)	(1,764,000)	-	-
– Lease of equipment	(71,619)	(118,639)	-	-
– Rental income	9,768,000	8,964,000	-	-
– Repair and maintenance	(2,400,000)	-	-	-
– Acquisition of subsidiaries	-	-	125,225,220	-
With a Director of the Company:				
– Progress billing	329,625	654,750	-	-
– Acquisition of a subsidiary	-	-	-	100

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

30. RELATED PARTY DISCLOSURES (cont'd)

Compensation of key management personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly. The key management personnel refer to all the Directors of the Group and of the Company.

The remuneration of the Directors of the Group and of the Company during the financial year are disclosed in Note 6(a) to the financial statements.

The remuneration of other members of key management personnel during the financial year is as follows:

	Group	
	2024	2023
	RM	RM
Short-term employee benefits	1,167,058	901,669
Defined contribution plan	135,335	105,798
Share-based payments	-	134,274
	1,302,393	1,141,741

31. COMMITMENTS

(a) Capital commitment

	Group	
	2024	2023
	RM	RM
Contracted but not provided for:		
– Property, plant and equipment	109,084	-

(b) Non-cancellable operating lease commitments

	Group	
	2024	2023
	RM	RM
As lessor		
Future minimum rental receivable:		
Within one year	2,227,586	790,000

The Group entered into non-cancellable operating lease arrangements by renting out its property, plant and equipment, investment properties and unsold completed units to related parties and third parties. Generally, the lease arrangement has a termination clause of serving 1 to 3 months notice period served to either party. As such, the Group determined that the notice period is regarded as the future non-cancellable rental receivable.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

32. SEGMENT INFORMATION

Segment information is presented in respect of the Group's business segments. Segment results, assets and liabilities include items directly attributable to a segment as well as those can be allocated on a reasonable basis.

For management purposes, the Group is organised into the following two (2) (2023: two (2)) operating segments:

- (i) Investment holding – Investment holding and project management activities
- (ii) Property development – Property development activities and sales of completed units

Segment revenue and results

Segment results represent profit or loss before finance costs and tax of the segment. Inter-segment transactions are entered in the ordinary course of business based on terms mutually agreed upon by the parties concerned.

(a) Reporting format

Segment assets

Segment assets are measured based on all assets of the segment, excluding deferred tax assets and tax recoverable.

Segment liabilities

Segment liabilities are measured based on all liabilities of the segment, excluding deferred tax liabilities and tax payable.

(b) Allocation basis and transfers

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, liabilities and expenses.

Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

(c) Geographical information

No geographical segment is presented as the Group is principally involved in the property development and investment holding activities that are based in Malaysia.

(d) Major customers

There is no major customer with revenue equal or more than 10% of the Group's total revenue.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

32. SEGMENT INFORMATION (cont'd)

Information regarding the Group's reportable segments is presented below:

	Note	Investment holding RM	Property development RM	Adjustment/ Elimination RM	Total RM
2024					
Revenue					
Sale to external customers		-	258,198,255	-	258,198,255
Inter-segment revenue	(a)	30,664,833	-	(30,664,833)	-
Total revenue		30,664,833	258,198,255	(30,664,833)	258,198,255
Results					
Rental income		(966,000)	(8,725,621)	300,000	(9,391,621)
Depreciation of property, plant and equipment		1,960,155	93,946	(104,402)	1,949,699
Other non-cash (income)/expense	(b)	(726,022)	(17,105,396)	282,879	(17,548,539)
Segment profit	(c)	7,436,012	77,709,028	(25,963,563)	59,181,477
Assets					
Segment assets		879,008,880	995,321,783	(791,392,884)	1,082,937,779
Tax recoverable		70,824	44,669	-	115,493
Consolidated assets	(e)	879,079,704	995,366,452	(791,392,884)	1,083,053,272
Liabilities					
Segment liabilities		205,658,250	276,691,662	(204,788,674)	277,561,238
Deferred tax liabilities		1,200,500	1,985,549	18,107,941	21,293,990
Tax payable		16,860	32,967,852	-	32,984,712
Consolidated liabilities	(f)	206,875,610	311,645,063	(186,680,733)	331,839,940
Other information					
Additions to non-current assets, excluding financial assets	(d)	3,096,996	133,652,051	(2,115,224)	134,633,823

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

32. SEGMENT INFORMATION (cont'd)

Information regarding the Group's reportable segments is presented below: (cont'd)

	Note	Investment holding RM	Property development RM	Adjustment/ Elimination RM	Total RM
2023					
Revenue					
Sale to external customers		-	279,689,383	(210,476)	279,478,907
Inter-segment revenue	(a)	29,504,797	30,000	(29,534,797)	-
Total revenue		29,504,797	279,719,383	(29,745,273)	279,478,907
Results					
Rental income		(564,000)	(8,444,000)	-	(9,008,000)
Depreciation of property, plant and equipment		2,176,593	70,225	-	2,246,818
Other non-cash (income)/expense	(b)	3,107,268	(2,270,922)	17,207	853,553
Segment (loss)/profit	(c)	(4,293,552)	66,448,936	1,293,466	63,448,850
Assets					
Segment assets		609,000,150	810,576,269	(584,213,286)	835,363,133
Deferred tax assets		-	3,328,029	-	3,328,029
Tax recoverable		149,696	42,369	-	192,065
Consolidated assets	(e)	609,149,846	813,946,667	(584,213,286)	838,883,227
Liabilities					
Segment liabilities		129,138,076	85,113,186	(24,283,827)	189,967,435
Deferred tax liabilities		-	-	667,799	667,799
Tax payable		19,365	37,845,790	-	37,865,155
Consolidated liabilities	(f)	129,157,441	122,958,976	(23,616,028)	228,500,389
Other information					
Additions to non-current assets, excluding deferred tax assets and financial assets	(d)	7,584,639	15,496,831	-	23,081,470

Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements:

(a) Inter-segment revenues are eliminated on consolidation.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

32. SEGMENT INFORMATION (cont'd)

(b) Other non-cash (income)/expenses consist of the following items:

	2024 RM	2023 RM
Bad debts	-	29,873
Deposits forfeited expense	-	48,259
Deposits forfeited income	(422,052)	(8,089)
Fair value gain on investment properties	(19,855,486)	-
Fair value gain on RCULS	(239,032)	(473,710)
Forfeiture income	(1,426,824)	(1,489,711)
Gain on disposal of other investments	(22,266)	-
Gain on lease termination	(181,966)	(104,237)
Goodwill written off	-	17,207
Inventories written down	4,576,003	-
Loss on disposal of property, plant and equipment	30,884	-
Property, plant and equipment written off	21,804	-
Reversal of impairment loss on other receivables	(29,604)	-
Reversal of impairment loss on a related party	-	(766,888)
Share-based payments:		
– ESOS expense	-	593,505
– RSG expense	-	3,007,344
	(17,548,539)	853,553

(c) The following items are added to/(deducted from) segment profit to arrive at “Profit for the financial year from operations” presented in the consolidated statements of comprehensive income:

	2024 RM	2023 RM
Segment profit	59,181,477	63,448,850
Interest income	108,470	666,884
Finance costs	(9,695,376)	(11,486,370)
Tax expense	(14,809,738)	(14,748,125)

(d) Additions to non-current assets consist of:

	2024 RM	2023 RM
Property, plant and equipment	1,011,248	7,722,242
Investment properties	107,850,296	15,359,228
Inventories – Land held for property development	25,772,279	-
	134,633,823	23,081,470

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

32. SEGMENT INFORMATION (cont'd)

(e) Reconciliation of assets:

	2024 RM	2023 RM
Segment assets	1,874,330,663	1,419,576,419
Adjustment on consolidation of subsidiaries	(588,483,324)	(559,929,459)
Deferred tax assets	-	3,328,029
Tax recoverable	115,493	192,065
Inter-segment balances	(202,909,560)	(24,283,827)
Total assets	1,083,053,272	838,883,227

(f) Reconciliation of liabilities:

	2024 RM	2023 RM
Segment liabilities	482,349,912	214,251,262
Adjustment on consolidation of subsidiaries	18,107,941	667,799
Deferred tax liabilities	3,186,049	-
Tax payable	32,984,712	37,865,155
Inter-segment balances	(204,788,674)	(24,283,827)
Total liabilities	331,839,940	228,500,389

33. FINANCIAL INSTRUMENTS

Categories of financial instruments

The Group's and the Company's financial assets (excluding prepayments and non-refundable deposits) and financial liabilities are all categorised at amortised costs, respectively.

Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its financial risks, including credit risk, interest rate risk and liquidity risk. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk

Credit risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its trade and other receivables and contract assets. The Company's exposure to credit risk arises principally from other receivables and amounts due from subsidiaries. There are no significant changes as compared to prior periods.

Trade receivables and contract assets

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit risk is minimised and monitored via strictly limiting the Group's associations to business partners with good credit rating. Credit evaluations are performed on all customers requiring credit over a certain amount.

At each reporting date, the Group assesses whether any of the trade receivables and contract assets are credit impaired.

There are no significant changes as compared to previous financial year.

Exposure to credit risk, credit quality and collateral

As at reporting date, the maximum exposure to credit risk from receivables and contract assets is represented by the carrying amounts in the statements of financial position less the properties sold which are deemed as collateral.

The Group has possession of the legal rights to the properties sold and this deemed as a collateral and in the event of defaults by the purchaser, the expected cash shortfall from selling the deemed collateral less the cost of obtaining and selling the collateral is immaterial.

Concentration of credit risk

The Group determines concentration of credit risk by monitoring the profiles of its receivables on an ongoing basis.

The Group has no major concentration of credit risk of its trade receivables and contract assets as at the reporting date.

Recognition and measurement of impairment loss

The Group has applied the simplified approach in MFRS 9 to recognise the loss allowance at lifetime expected credit losses ("ECLs") for its trade receivables and contract assets arising from property development activities. The Group will recognise ECLs whenever the credit risk on these trade receivables and contract assets have increased significantly since initial recognition. The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition as the trade receivables and contract assets are determined to have low credit risk at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)**Financial risk management objectives and policies (cont'd)****(a) Credit risk (cont'd)****Trade receivables and contract assets (cont'd)***Recognition and measurement of impairment loss (cont'd)*

For the purposes of measuring ECLs, the estimate of expected cash shortfalls shall reflect the cash flows expected from collateral and other credit enhancements that are part of the contractual terms and are not recognised separately by the Group. The estimate of expected cash shortfalls on a collateralised financial instrument reflects the amount and timing of cash flows that are expected from foreclosure on the collateral less the costs of obtaining and selling the collateral, irrespective of whether foreclosure is probable (i.e. the estimate of expected cash flows considers the probability of a foreclosure and the cash flows that would result from it).

Impairment losses

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at the reporting date which are grouped together as they are expected to have similar risk nature.

	Gross RM	Loss allowances RM	Net RM
Group			
2024			
Trade receivables and contract assets			
Neither past due nor impaired	35,398,835	-	35,398,835
Past due but not impaired:			
Less than 30 days	6,927,248	-	6,927,248
31 days to 60 days	5,025,086	-	5,025,086
61 days to 90 days	3,195,494	-	3,195,494
More than 90 days	32,923,763	-	32,923,763
	48,071,591	-	48,071,591
Credit impaired			
Individually impaired	73,961	(73,961)	-
Trade receivables	83,544,387	(73,961)	83,470,426
Contract assets	45,018,836	-	45,018,836
Total	128,563,223	(73,961)	128,489,262

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Trade receivables and contract assets (cont'd)

Impairment losses (cont'd)

	Gross RM	Loss allowances RM	Net RM
Group (Cont'd)			
2023			
Trade receivables and contract assets			
Neither past due nor impaired	18,231,768	-	18,231,768
Past due but not impaired:			
Less than 30 days	14,955,359	-	14,955,359
31 days to 60 days	9,324,471	-	9,324,471
61 days to 90 days	9,403,886	-	9,403,886
More than 90 days	39,668,890	-	39,668,890
	73,352,606	-	73,352,606
Credit impaired			
Individually impaired	73,961	(73,961)	-
Trade receivables	91,658,335	(73,961)	91,584,374
Contract assets	153,615,949	-	153,615,949
Total	245,274,284	(73,961)	245,200,323

Credit impaired

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired comprise property purchasers mostly with end financing facilities from reputable end-financiers whilst the others are creditworthy debtors with good payment records.

Receivables that are past due but not impaired

Trade receivables that are past due but not impaired are secured in nature. The Directors are of the opinion that these debts should be realisable in full without material losses in the ordinary course of business.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the reporting date, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position. These banks and financial institutions have low credit risks. Hence, a loss allowance is not necessary.

Other receivables and deposits

Other receivables and deposits are neither past due nor impaired except for disclosed in Note 16.

Amount due from subsidiaries

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured loans and advances to its subsidiaries. The Company monitors the ability of the subsidiaries to repay the loans and advances on an individual basis.

Exposure to credit risk, credit quality and collateral

As at the end of the financial year, the maximum exposure to credit risk is represented by their carrying amounts in the notes to the financial statements. These amounts are not secured by any collateral or supported by any other credit enhancements.

Recognition and measurement of impairment loss

Generally, the Company considers loans and advances to subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when their financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans and advances when it is payable, the Company considers the subsidiaries' loan or advance to be credit impaired when they are unlikely to repay the loan or advances to the Company in full given insufficient highly liquid resources when the loan is demanded.

The Company determines the probability of default for these loans and advances individually using internal information available.

Financial guarantees

Risk management objectives, policies and processes for managing the risk

The Company provides secured financial guarantees ("FG") to licensed banks in respect of banking facilities granted to the subsidiaries, whilst the newly acquired indirect subsidiary of the Group provides secured financial guarantee to a licensed bank in respect of banking facilities granted to a related party.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Financial guarantees (cont'd)

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk of the Group and of the Company as at the reporting date are as follows:

	Group	
	2024	2023
	RM	RM
FG granted to a licensed bank of a related party:		
Outstanding term loan balances	798,433	-

As at the date of this report, the management is in the midst of discussing with the related bank to discharge the FG where possible as disclosed in Note 9(c).

	Company	
	2024	2023
	RM	RM
FG granted to the licensed banks of subsidiaries:		
Outstanding term loan, bridging loan and bank guarantees' balances	10,919,502	5,121,069

Recognition and measurement of impairment loss

The Company assumes that there is a significant increase in credit risk when the subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- The subsidiaries are unlikely to repay its credit obligation to bank in full; or
- The subsidiaries are continuously loss making and is having a deficit in shareholders' fund.

The Company determines the probability of default of the bridging loan individually using internal information available. The fair value of the financial guarantees is negligible as the probability of the financial guarantees being called upon is remote at the initial recognition.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)**Financial risk management objectives and policies (cont'd)****(b) Interest rate risk**

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Fixed rate instruments				
Fixed deposits with licensed banks	2,506,727	-	-	-
Borrowings	(5,087,745)	(1,033,045)	-	-
Lease liabilities	(1,050,784)	(5,821,264)	-	-
Floating rate instruments				
Borrowings	(154,962,644)	(118,636,290)	(138,155,625)	(113,515,221)

The Group was exposed to interest rate risk through the impact of rate changes in floating rate of term loans, bridging loans and revolving credit. The interest rates of borrowings are disclosed in Note 27.

Interest rate risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the interest rates as at the reporting date, with all other variables held constant:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
(Increase)/Decrease				
Effects on profit after tax				
Increase of 100 basis points	(1,177,716)	(901,636)	(1,049,983)	(862,716)
Decrease of 100 basis points	1,177,716	901,636	1,049,983	862,716
Effects on equity				
Increase of 100 basis points	(1,177,716)	(901,636)	(1,049,983)	(862,716)
Decrease of 100 basis points	1,177,716	901,636	1,049,983	862,716

(c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulties in meeting financial obligations due to shortage of funds. The Group's and the Company's exposures to liquidity risk arise primarily from mismatch of financial assets and liabilities.

The Group and the Company practice prudent risk management by maintaining sufficient cash balances and availability of funding through use of committed credit facilities.

The Group's and the Company's liquidity risk management policy is to manage their debt maturity profile, operating cash flows and the availability of funding so as to ensure that refinancing, repayment and funding needs are met. In addition, the Group and the Company maintain sufficient levels of cash and available banking facilities at a reasonable level to their overall debt position to meet their working capital requirement.

Included in the borrowings of the Company is an amount of RM55,714,264 (2023: RM103,515,221), which relates to the financing of a subsidiary's projects and the principal and the interest will be paid on behalf by its subsidiary when fall due.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

- 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

(c) Liquidity risk (cont'd)

The table below summarises the maturity profile of the Group's financial liabilities as at the reporting date based on contractual undiscounted repayment obligations:

Group	Carrying amount RM	Contractual cash flows RM	On demand/ Within 1 year RM	Contractual cash flows ----->			
				1 - 2 years RM	2 - 5 years RM	More than 5 years RM	
2024							
Non-derivative financial liabilities							
Trade payables	46,577,054	58,087,634	32,210,003	5,237,631	9,600,000	11,040,000	
Other payables	21,539,293	21,539,293	21,539,293	-	-	-	
Amount due to related parties	18,283,692	18,283,692	16,927,357	-	1,356,335	-	
Lease liabilities	1,050,784	1,173,204	327,756	327,756	480,057	37,635	
Borrowings	160,050,389	163,048,597	56,833,943	40,244,942	49,597,782	16,371,930	
Financial guarantees *	-	798,433	798,433	-	-	-	
	247,501,212	262,930,853	128,636,785	45,810,329	61,034,174	27,449,565	
2023							
Non-derivative financial liabilities							
Trade payables	17,838,760	18,629,433	9,826,006	8,803,427	-	-	
Other payables	22,376,489	22,376,489	22,376,489	-	-	-	
Amount due to related parties	3,515,598	3,515,598	589,141	1,740,380	1,186,077	-	
RCULS	360,180	389,523	389,523	-	-	-	
Lease liabilities	5,821,264	6,451,492	2,019,912	1,971,912	2,312,896	146,772	
Borrowings	119,669,335	128,936,111	56,991,601	47,814,365	24,130,145	-	
	169,581,626	180,298,646	92,192,672	60,330,084	27,629,118	146,772	

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

(c) Liquidity risk (cont'd)

The table below summarises the maturity profile of the Group's financial liabilities as at the reporting date based on contractual undiscounted repayment obligations: (cont'd)

Company	Carrying amount RM	Contractual cash flows RM	Contractual cash flows ----->			
			On demand/ Within 1 year RM	1 - 2 years RM	2 - 5 years RM	More than 5 years RM
2024						
Non-derivative financial liabilities						
Other payables	1,511,498	1,511,498	1,511,498	-	-	-
Amount due to subsidiaries	2,063,640	2,063,640	2,063,640	-	-	-
Borrowings	138,155,625	138,155,625	46,550,182	34,686,020	40,547,493	16,371,930
Financial guarantees *	-	10,919,502	10,919,502	-	-	-
	141,730,763	152,650,265	61,044,822	34,686,020	40,547,493	16,371,930
2023						
Non-derivative financial liabilities						
Other payables	123,326	123,326	123,326	-	-	-
Amount due to subsidiaries	2,077,361	2,077,361	2,077,361	-	-	-
RCULS	360,180	389,523	389,523	-	-	-
Borrowings	113,515,221	122,053,228	55,569,324	42,353,759	24,130,145	-
Financial guarantees *	-	5,121,069	5,121,069	-	-	-
	116,076,088	129,764,507	63,280,603	42,353,759	24,130,145	-

* This liquidity risk exposure is included for illustration purpose only as the related financial guarantees have not crystallised.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

34. FAIR VALUES INFORMATION

Assets and liabilities carried at fair value

The fair value measurement hierarchies used to measure financial and non-financial assets at fair value in the statements of financial position are disclosed in Note 10 to the financial statements.

There were no material transfer between Level 2 and Level 3 during the financial year.

Financial instrument other than those carried at fair value

Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The carrying amounts of financial assets and financial liabilities maturing within the next twelve (12) months approximated their fair value due to the relatively short-term maturity of the financial instruments and insignificant impact of discounting.

The carrying amounts of long-term floating rate loans approximate their fair value as the loans will be re-priced to market interest rate on or near reporting date.

The carrying amounts of the non-current portion of lease liabilities are reasonable approximation of fair values due to the insignificant impact of discounting.

35. CAPITAL MANAGEMENT

The Group and the Company manage their capital to ensure that the Group and the Company will be able to maintain an optimal capital structure so as to support their business and maximise shareholder's value. To achieve this objective, the Group and the Company may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group is required to comply with the following capital requirements in relation to the utilisation of bank facilities (Note 27):

- No declaration of dividends to the shareholders is allowed without the Bank's prior written consent; and
- Ensure a security cover of at least 1.50 (2023: 1.50) times to be maintained throughout the tenure of the facility.

There were no changes in the Group's approach to capital management during the financial year as compared to the previous financial year.

The Group is in compliance with all externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

– 31 DECEMBER 2024

36. EVENTS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

(a) Additional subscription in a subsidiary

Subsequent to reporting date, the Company subscribed for additional 499,999 new ordinary shares in NCT Borneo by way of capitalisation of RM499,999 owing from NCT Borneo. No changes to the Company's effective equity interest in NCT Borneo.

(b) Proposed acquisition of ordinary shares in Setara Juara Sdn. Bhd. ("SJSB")

On 19 March 2025, NCT Panorama Sdn. Bhd. ("NCT Panorama"), a wholly-owned subsidiary of the Company entered into a conditional sale of shares agreement ("SSA") with Lee Show Kien @ Herman Lee Show Kien and Melvin Lee Ying (collectively "Vendors") for the acquisition of 1,785,000 ordinary shares in SJSB, representing 51% equity interest in SJSB for a total purchase consideration of RM22.0 million which will be satisfied through a combination of cash amounting to RM8.8 million and the remaining by way of contra parcels amounting to RM13.2 million. Pursuant to the SSA, NCT Panorama, Vendors (collectively "Parties") and SJSB, had on 19 March 2025, entered into a shareholders' agreement to regulate the relationship of the Parties in respect of SJSB.

NCT Panorama had on 28 March 2025 entered into a supplementary agreement with the Vendors to vary certain terms in the SSA.

The acquisition is deemed completed on 28 March 2025, following the shares transferred and subject to the fulfillment of the remaining conditions precedent as outlined in the agreement.

(c) Shares buy-back

The Company has repurchased 1,303,600 of its issued ordinary shares from the open market for a total consideration of RM615,003 and transaction costs of RM3,411. The average repurchase price was RM0.472 per ordinary shares.

37. COMPARATIVE FIGURES

Certain comparative figures of the Group have been restated to conform with current financial year's presentation.

	As previously reported RM	Reclassification RM	As restated RM
Statements of financial position			
Current assets			
Contract assets	133,230,179	20,385,770	153,615,949
Current liabilities			
Contract liabilities	-	(20,385,770)	(20,385,770)

ANALYSIS OF SHAREHOLDINGS

AS AT 3 APRIL 2025

Class of equity securities : Ordinary shares ("Shares")
 Total number of issued Shares : 1,883,517,158 Shares (inclusive of 20,316,809 treasury shares)
 Voting rights : One vote for every Share held

DISTRIBUTION SCHEDULE OF SHAREHOLDERS

Size of Holdings	No. of Holders	%	No. of Shares [@]	% [^]
Less than 100	225	8.50	8,389	#
100 - 1,000	485	18.32	180,004	0.01
1,001 - 10,000	930	35.13	5,408,544	0.29
10,001 - 100,000	741	28.00	25,329,150	1.36
100,001 - less than 5% of issued Shares	264	9.97	1,249,974,089	67.09
5% and above of issued Shares	2	0.08	582,300,173	31.25
TOTAL:	2,647	100.00	1,863,200,349	100.00

@ Excluding 20,316,809 treasury shares

Negligible

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

(As per the Register of Substantial Shareholder)

No.	Name of Shareholders	Direct Interest	No. of Shares Held % [^]	Indirect Interest	% [^]
1.	YBG Yap Consolidated Sdn Bhd	949,494,038	50.960	-	-
2.	Dato' Sri Yap Ngan Choy	62,252,700	3.341	949,636,238 ⁽¹⁾	50.968
3.	Dato' Yap Fook Choy	39,343,600	2.112	949,494,038 ⁽²⁾	50.960

DIRECTORS' SHAREHOLDINGS

(As per the Register of Directors' Shareholdings)

No.	Name of Directors	Direct Interest	No. of Shares Held % [^]	Indirect Interest	% [^]
1.	Dato' Sri Yap Ngan Choy	62,252,700	3.341	949,636,238 ⁽¹⁾	50.968
2.	Dato' Yap Fook Choy	39,343,600	2.112	949,494,038 ⁽²⁾	50.960
3.	Yap Chun Theng	-	-	-	-
4.	Sae-Yap Atthakovit	-	-	-	-
5.	Allen Yap Kuan Kee	-	-	-	-
6.	Yap Chui Fan	-	-	-	-

ANALYSIS OF SHAREHOLDINGS (cont'd)

AS AT 3 APRIL 2025

Notes:-

- [^] All percentage shareholding computations are based on the total number of issued shares less treasury shares account (20,316,809 shares) arising from the share buy-back exercise.
- ⁽¹⁾ Deemed interested by virtue of his shareholdings in YBG Yap Consolidated Sdn Bhd and the Shares held by his daughter, Yap Pui Yee pursuant to Section 8(4) and Section 59(1)(c) of the Companies Act 2016 ("the Act") respectively.
- ⁽²⁾ Deemed interested by virtue of his shareholdings in YBG Yap Consolidated Sdn Bhd pursuant to Section 8(4) of the Act.

THIRTY LARGEST SECURITIES ACCOUNT HOLDERS

(Without aggregating securities from different securities accounts belonging to the same person)

No.	Name	Holdings	% [^]
1.	YBG Yap Consolidated Sdn Bhd	406,000,173	21.790
2.	RHB Nominees (Tempatan) Sdn Bhd <i>OSK Capital Sdn Bhd for YBG Yap Consolidated Sdn Bhd</i>	176,300,000	9.462
3.	Amanah Raya Berhad <i>Kumpulan Wang Bersama Syariah</i>	87,526,000	4.697
4.	RHB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for YBG Yap Consolidated Sdn Bhd</i>	86,562,000	4.645
5.	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pembangunan Sumber Manusia Berhad</i>	76,370,000	4.098
6.	Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account - Ambank (M) Berhad for YBG Yap Consolidated Sdn Bhd</i>	65,714,286	3.526
7.	AllianceGroup Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for YBG Yap Consolidated Sdn Bhd (7013611)</i>	59,652,979	3.201
8.	Citigroup Nominees (Tempatan) Sdn Bhd <i>Exempt An for Kenanga Investors Bhd</i>	58,807,181	3.156
9.	RHB Investment Bank Berhad <i>IVT (SHQ-TRES BOOK) EQD TEAM</i>	58,100,000	3.118
10.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for YBG Yap Consolidated Sdn Bhd (MGN-YNC0001M)</i>	35,500,000	1.905
11.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for YBG Yap Consolidated Sdn Bhd (MGN-YNC0002M)</i>	35,500,000	1.905
12.	Chan Wah Kiang	29,614,000	1.589
13.	Divine Inventions Sdn Bhd	26,000,000	1.395
14.	AI Capital Sdn Bhd	20,700,000	1.110
15.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd <i>Pledged Securities Account for YBG Yap Consolidated Sdn Bhd (MY4628)</i>	20,000,000	1.073

ANALYSIS OF SHAREHOLDINGS (cont'd)

AS AT 3 APRIL 2025

THIRTY LARGEST SECURITIES ACCOUNT HOLDERS

(Without aggregating securities from different securities accounts belonging to the same person)

No.	Name	Holdings	% [^]
16.	Maybank Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Chiau Haw Choon</i>	19,981,100	1.072
17.	Lim Chye Ting	18,823,500	1.010
18.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Yap Fook Choy</i> (MGN-YFC0002M)	18,309,200	0.982
19.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Yap Fook Choy</i> (MGN-YNCO001M)	16,717,100	0.897
20.	Chong Keat Sdn Bhd	16,714,900	0.897
21.	Phillip Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Yap Ngan Choy</i>	15,016,000	0.805
22.	AMSEC Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account - Ambank (M) Berhad for</i> <i>YBG Yap Consolidated Sdn Bhd (BX1346)</i>	14,500,000	0.778
23.	CIMB Group Nominees (Tempatan) Sdn Bhd <i>CIMB Commerce Trustee Berhad - Kenanga Growth Fund</i>	14,217,231	0.763
24.	AMSEC Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account - Ambank (M) Berhad for</i> <i>YBG Yap Consolidated Sdn Bhd (BX1343)</i>	14,000,000	0.751
25.	Affin Hwang Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Yap Fook Choy (M04)</i>	11,702,000	0.628
26.	Affin Hwang Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Yap Ngan Choy (M04)</i>	11,702,000	0.628
27.	Amanah Raya Berhad <i>Tabung Amanah Perwira dan Pertahanan Negara</i>	11,630,000	0.624
28.	Bimsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for YBG Yap Consolidated</i> <i>Sdn Bhd (MGNM88088)</i>	11,531,100	0.618
29.	Maybank Nominees (Tempatan) Sdn Bhd <i>Low Chee Yeap</i>	10,974,200	0.588
30.	RHB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Chiau Beng Teik</i>	10,916,800	0.585

[^] All percentage shareholding computations are based on the total number of issued shares less treasury shares account (20,316,809 shares) arising from the share buy-back exercise.

LIST OF PROPERTIES

AS AT 31 DECEMBER 2024

Owner	Description/ Project	Current Use	Title/ Location	Date of Acquisition	Tenure/ Age of Building	Land Area	Carrying Amount as at 31.12.2024 (RM)
NCT Harmony Sdn Bhd	Grand Ion Majestic	Serviced apartment and commercial retail lot	Lot PT 42985, Master Title No. Geran 45455, Mukim Bentong, Daerah Bentong, Pahang Darul Makmur.	02.03.2021	Freehold/ 1 Year	8,066 sq m	366,328,080
NCT Harmony Sdn Bhd	Grand Ion Delemen	Serviced apartment and commercial retail lot	Lot PT 11385, Master Title No. Geran 45563, Mukim Bentong, Daerah Bentong, Pahang Darul Makmur.	02.03.2021	Freehold/ 5 Years	26,679 sq m (Floor Area)	203,391,516
NCT Green City Sdn Bhd	Ion Estuary Park	On going development	PT 34430 to PT 34433 and PT 34435 to PT 34439 held under Title No(s). PN 70708, PN 70709, PN 70707, PN 70808 and HSD 87397 - HSD 87401; All Located Within Mukim Bukit Katil, District of Melaka Tengah, Melaka Darul Azim	02.07.2024	Lot 34430 to Lot 34433 - Leasehold 74 years (expiry 14.02.2095) Lot PT 34435 to PT 34439 - Leasehold 75 years (expiry 02.02.2096)	142,787 sq m	80,478,116
NCT Platinum Sdn Bhd	Ion Belian Garden	On going development	GRN 40535 Lot 2527 & Lot 2528, Mukim Batang Kali, Daerah Hulu Selangor, Selangor, Malaysia	02.07.2024	Freehold	125,593 sq m	54,385,645

LIST OF PROPERTIES (cont'd)

AS AT 31 DECEMBER 2024

Owner	Description/ Project	Current Use	Title/ Location	Date of Acquisition	Tenure/ Age of Building	Land Area	Carrying Amount as at 31.12.2024 (RM)
NCT Borneo Sdn Bhd	Ion Borneo Garden	On going development	Country Lease 215316779, 215316788, 215316797, 215316804, 215316813, 215316822, 215316831, 215316840, 215316859 and 215316868, all located within the District of Penampang, Sabah	29.09.2024	Leasehold 999 years (expiry 14.07.2923)	46,984 sq m	37,662,828
Innoceria Sdn Bhd	Proposed Central Labour Quarters	On going development	HS(D) 51395 Lot 20999, Jalan Batu Kawan, Mukim 14, Daerah Seberang Perai Selatan, Penang, Malaysia	21.10.2016	Freehold	9,369 sq m	25,772,278
NCT Properties Sdn Bhd	Menara NCT	Office building	No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan	02.07.2024	Freehold	5,118 sq m	24,840,000
NCT Noble Sdn Bhd	Ion Belian Garden 2	On going development	Lot and title Nos. 2527-2530, 853, 1739, 888, 852 and 725, all in the Mukim of Batang Kali, District of Ulu Selangor, Selangor	04.11.2022	Freehold	121,891.42	16,619,793
Innoceria Sdn Bhd	Acacia Residences	Serviced apartment	HS(D) 51646, PT 65076, Mukim Dengkil, Daerah Sepang, Selangor, Malaysia	16.04.2019	Freehold	1,567 sq m	7,342,326
Innoceria Sdn Bhd	Mahkota Kampar	Double- storey shop house	HS(D) 6271 , PT 18671, Mukim Kampar, Daerah Kampar, Perak, Malaysia	09.12.2019	Leasehold 99 years (expiry : 10.02.2109) / 2 Years	3,177 sq m	5,520,000

NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting (“**22nd AGM**”) of NCT ALLIANCE BERHAD (“**the Company**”) will be held at Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan, Malaysia on Tuesday, 27 May 2025 at 9:30 a.m. or at any adjournment thereof, to transact the following businesses:-

AS ORDINARY BUSINESS:

- | | |
|--|--|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | PLEASE REFER TO
EXPLANATORY NOTE 1 |
| 2. To approve the payment of Non-Executive Directors’ fees and/or benefits of up to RM363,000.00 for the period from the date immediately after the 22nd AGM until the next Annual General Meeting (“AGM”) of the Company. | ORDINARY RESOLUTION 1 |
| 3. To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company’s Constitution:-

(i) Mr. Yap Chun Theng
(ii) Mr. Sae-Yap Atthakovit | ORDINARY RESOLUTION 2
ORDINARY RESOLUTION 3 |
| 4. To re-appoint Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 4 |

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

- | | |
|--|------------------------------|
| 5. AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”) | ORDINARY RESOLUTION 5 |
|--|------------------------------|

“THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“New Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes and to such person(s) as the Directors may, in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“Mandate”) AND the Directors be and also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued AND the Mandate shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

NOTICE OF 22ND ANNUAL GENERAL MEETING

(cont'd)

AND THAT the New Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the date of allotment of such New Shares.”

6. **PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)** **ORDINARY RESOLUTION 6**

“THAT subject always to the Act, provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company (“Directors”), to the extent permitted by law, to purchase and/or hold such number of ordinary shares of the Company (“NCT Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (i) the maximum aggregate number of NCT Shares which may be purchased and/or held as treasury shares does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time subject to compliance with the provisions of the Act, the Listing Requirements of Bursa Securities and/or any other relevant authorities;
- (ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and
- (iii) the NCT Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority are to be treated in any of the following manners:
 - (a) cancel the purchased NCT Shares; or
 - (b) retain the purchased NCT Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently and/or transfer under an employees’ share scheme and/or transfer as purchase consideration; or
 - (c) retain part of the purchased NCT Shares as treasury shares and cancel the remainder.

NOTICE OF 22ND ANNUAL GENERAL MEETING (cont'd)

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which this resolution is passed, at which time it will lapse, unless by ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) of the NCT Shares by the Company before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities.

AND FURTHER THAT the Directors be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as they may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the NCT Shares."

7. PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE") **ORDINARY RESOLUTION 7**

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries ("Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 1.3(i) of the Circular to Shareholders dated 29 April 2025 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

NOTICE OF 22ND ANNUAL GENERAL MEETING

(cont'd)

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

8. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** **ORDINARY RESOLUTION 8**

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements of Bursa Securities, for the Group to enter into any of the recurrent related party transactions with the related parties as set out in Section 1.3(ii) of the Circular to Shareholders dated 29 April 2025 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

NOTICE OF 22ND ANNUAL GENERAL MEETING (cont'd)

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

9. To transact any other business of which due notice shall have been given.

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
29 April 2025

NOTICE OF 22ND ANNUAL GENERAL MEETING (cont'd)

Notes:-

- (a) A member who is entitled to attend, participate, speak and vote at the 22nd AGM ("Meeting") 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.
- (b) 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.
- (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 the seal or under the hand of 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 Meeting:-
 - (i) 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 the drop box located at 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 TIIH Online website at <https://tiih.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form via TIIH Online.
- (g) 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 19 May 2025. Only members whose names appear in the General Meeting Record of Depositors as at 19 May 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- (h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- (j) Kindly check Bursa Securities' and the Company's website at www.nctalliance.com for the latest updates on the status of the Meeting.

NOTICE OF 22ND ANNUAL GENERAL MEETING (cont'd)

EXPLANATORY NOTES

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2024

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the audited financial statements. Hence, this Agenda is not put forward for voting.

2. Item 2 of the Agenda – Non-Executive Directors' Fees and/or Benefits

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Non-Executive Directors' fees and benefits for the period from the date immediately after the 22nd AGM until the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Item 3 of the Agenda – Re-election of Directors

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of six (6) Directors of the Company are to retire in accordance with Clause 85 of the Company's Constitution.

Mr. Yap Chun Theng and Mr. Sae-Yap Atthakovit ("Retiring Directors") will retire by rotation pursuant to Clause 85 of the Company's Constitution. The Retiring Directors being eligible, have offered themselves for re-election at the 22nd AGM.

The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek for shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile contained in the Company's Annual Report 2024.

4. Item 5 of the Agenda - Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 5 proposed under item 5 of the Agenda is to seek a general mandate for the issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act ("Mandate"). This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for such purposes and to such persons as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The purpose of seeking the Mandate is to enable the Directors of the Company to have the flexibility to issue and allot new shares at any time for such purposes and to such persons in their absolute discretion without convening a general meeting for shareholders' approval, thereby saving time and avoiding additional costs. This Mandate may be utilised for any possible fundraising activities, including but not limited to further placing of shares for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or repayment of borrowings or debt settlement/repayment or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

NOTICE OF 22ND ANNUAL GENERAL MEETING (cont'd)

EXPLANATORY NOTES (cont'd)

The Company had at its 21st AGM, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate granted to the Directors at the 21st AGM which will lapse at the conclusion of the Meeting, and accordingly, no proceeds were raised.

5. Item 6 of the Agenda – Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution 6 proposed under item 6 of the Agenda is to renew the shareholders' mandate for the share buy-back by the Company. The said proposed renewal of shareholders' mandate will empower the Directors to buy-back and/or hold up to a maximum of ten per centum (10%) of the Company's total number of issued shares at any point in time, by utilising the amount allocated which shall not exceed the total retained profits of the Company. This authority unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

Please refer to the Share Buy-Back Statement dated 29 April 2025 for further details.

6. Items 7 and 8 of the Agenda – Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate

The Ordinary Resolutions 7 and 8 proposed under items 7 and 8 of the Agenda, if passed, will give the mandate for the Group to enter into recurrent related party transactions of a revenue and/or trading nature pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities.

Please refer to the Circular to Shareholders dated 29 April 2025 for further details.

ADMINISTRATIVE NOTES

FOR THE TWENTY-SECOND ANNUAL GENERAL MEETING
("22ND AGM") OF NCT ALLIANCE BERHAD ("THE COMPANY")

Day and Date : Tuesday, 27 May 2025
Time : 9:30 a.m. or at any adjournment thereof
Venue : Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong
47100 Puchong, Selangor Darul Ehsan, Malaysia

REGISTRATION ON THE DAY OF THE 22ND AGM

- Registration will commence at 8.30 a.m. on Tuesday, 27 May 2025 and will remain open until the conclusion of the 22nd AGM or such time as may be determined by the Chairman of the meeting.
- Please present your original National Registration Identity Card (NRIC) or Passport (for non-Malaysian) to the registration staff for verification.
- Upon verification, an identification wristband will be given to you for voting purposes thereafter. No one will be allowed to enter the meeting hall without an identification wristband. There will be no replacement for the identification wristband if it is lost or misplaced.
- Registration must be done in person. No person is allowed to register on behalf of another even with the original NRIC or Passport of the other person.
- The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

- Only a member whose name appears on the ROD as at 19 May 2025 shall be entitled to attend, speak and vote (collectively "participate") at the 22nd AGM or appoint proxy(ies) to participate on his/her/its behalf.

CORPORATE MEMBERS

- Corporate members who wish to appoint corporate representatives instead of proxy(ies), must deposit their original certificate of appointment of corporate representative to Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") before the 22nd AGM or bring the original certificate of appointment of corporate representative to the 22nd AGM.
- Attorneys appointed by power of attorney are required to deposit their power of attorney with Tricor not later than Sunday, 25 May 2025 at 9.30 a.m. to attend and vote at the 22nd AGM.

ADMINISTRATIVE NOTES FOR 22ND AGM (cont'd)

PROXY

The appointment of proxy(ies) may be made in hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 22nd AGM, otherwise the Proxy Form shall not be treated as valid:-

a. In hard copy form

In case of an appointment made in hard copy form, the Proxy Form must be deposited with the Company's Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the drop box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

b. By electronic form

You may also submit the Proxy Form electronically via TIIH Online website at <https://tiih.online>. Please read and follow the procedures below for electronic lodgement of Proxy Form.

ELECTRONIC LODGEMENT OF PROXY FORM

The procedures to lodge your Proxy Form electronically via Tricor's TIIH Online website are summarised below:

Procedure	Action
i) Steps for Individual Shareholders	
Register as a User with TIIH Online	- Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services Login". Select the "Sign Up" button and followed by "Create Account by Individual Holder". Please refer to the tutorial guide posted on the homepage for assistance. - Registration as a user will be approved within one (1) working day and you will be notified via e-mail. - Proceed to activate your account with the temporary password given in the email and re-set your own password. - If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	- After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. - Select the corporate event: "NCT ALLIANCE BERHAD 22ND AGM - SUBMISSION OF PROXY FORM". - Read and agree to the Terms & Conditions and confirm the Declaration. - Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. - Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairperson as your proxy. - Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide on your vote. - Review and confirm your proxy(ies) appointment. - Print the Proxy Form for your record.

ADMINISTRATIVE NOTES FOR 22ND AGM (cont'd)

ELECTRONIC LODGEMENT OF PROXY FORM (cont'd)

The procedures to lodge your Proxy Form electronically via Tricor's TIH Online website are summarised below: (cont'd)

Procedure	Action
ii. Steps for Corporation or Institutional Members	
Register as a User with TIH Online	• Access TIH Online website at https://tihih.online • Under e-Services Login, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. Note: The representative of a corporate or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.
Proceed with submission of Proxy Form	• Login to TIH Online website at https://tihih.online • Select the corporate event: "NCT ALLIANCE BERHAD 22ND AGM – SUBMISSION OF PROXY FORM" • Read and agree to the Terms & Conditions and Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Login to TIH Online website, select corporate event: "NCT ALLIANCE BERHAD 22ND AGM – SUBMISSION OF PROXY FORM". • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the 22nd AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as a Poll Administrator to conduct the poll.
- Upon completion of the voting session for the 22nd AGM, the Independent Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ADMINISTRATIVE NOTES FOR 22ND AGM (cont'd)

ANNUAL REPORT 2024

- The Company's Annual Report 2024 is available at the Company's website at <https://www.nctalliance.com> and also Bursa Malaysia Berhad's website at www.bursamalaysia.com under Company's announcements.
- You may request for a printed copy of the Annual Report 2024 at <https://tiih.online> by selecting "Request for Annual Report" under the "Investor Services".
- Kindly consider the environment before you decide to request for the printed copy of the Annual Report 2024. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

NO RECORDING OR PHOTOGRAPHY

- Strictly **NO** recording or photography of the proceedings of the 22nd AGM is allowed.

REFRESHMENTS

- Refreshments will be served at the 22nd AGM.

ENQUIRY

If you have any enquiries on the above, please contact the Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

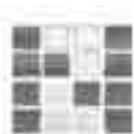
Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603 2783 9299
 Fax Number : +603-2783 9222
 Email : is.enquiry@vistra.com

Contact Person Zulhafri Abdul Rahman
 +603 2783 9289 (zulhafri@vistra.com)

Zaqwan Syahmi Sarman
 +603 2783 9283 (zaqwan.syahmi@vistra.com)

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NCT ALLIANCE BERHAD
高裕軒集團有限公司 30000-H048111 (807388-W)

PROXY FORM

(Before completing this form please refer to the notes below)

NO. OF SHARES HELD	CDS ACCOUNT NO.

I/We* (Full name in block) _____

_____ NRIC/Passport/Registration No.* _____

of (Address) _____

with email address: _____ mobile phone no.: _____

being a member/members* of **NCT ALLIANCE BERHAD** ("the Company") hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

*and/or failing him/her

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her*, the Chairman of the Meeting as my/our* proxy to vote for me/us* on my/our* behalf at the Twenty-Second Annual General Meeting ("22nd AGM") of the Company to be held at Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan, Malaysia on Tuesday, 27 May 2025 at 9:30 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

NO.	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the payment of Non-Executive Directors' fees and/or benefits of up to RM363,000.00 for period from the date immediately after the 22nd AGM until the next Annual General Meeting of the Company.		
2.	To re-elect Mr. Yap Chun Theng as Director of the Company.		
3.	To re-elect Mr. Sae-Yap Atthakovit as Director of the Company.		
4.	To re-appoint Moore Stephens Associates PLT as Auditors of the Company.		
5.	To approve the authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
6.	To approve the Proposed Renewal of Share Buy-Back Authority.		
7.	To approve the Proposed Renewal of Existing Shareholders' Mandate.		
8.	To approve the Proposed New Shareholders' Mandate.		

* delete whichever not applicable

Dated this _____ day of _____ 2025

Signature(s) of Member(s) / Common Seal

Notes:-

- (a) A member who is entitled to attend, participate, speak and vote at the 22nd AGM ("Meeting") 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.
- (b) 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.
- (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 the seal or under the hand of 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 Meeting:-
- (i) 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 the drop box located at 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 TIIH Online website at <https://tiih.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form via TIIH Online.
- (g) 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 19 May 2025. Only members whose names appear in the General Meeting Record of Depositors as at 19 May 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- (h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- (j) Kindly check Bursa Securities' and the Company's website at www.nctalliance.com for the latest updates on the status of the Meeting.

Please fold along this line

AFFIX
STAMP

The Share Registrar
NCT ALLIANCE BERHAD

c/o Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Wilayah Persekutuan

Please glue and seal along this edge



CORPORATE OFFICE

Menara NCT, No. 2, Jalan BP 4/9,
Bandar Bukit Puchong, 47100 Puchong,
Selangor Darul Ehsan.

+603-8064 3333

+603-8062 2271

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Ion Borneo Garden

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Sabah.

+6019-233 3586

Ion Estuary Park

Km 14.5, Jalan Tasik,
75450 Ayer Keroh,
Melaka, Malaysia.

+6019-250 9288

Ion Marina Bay

Lot 8, First Floor, Block G,
Kepayan Market 88 Commercial,
Jalan Pintas, 88300 Kota Kinabalu,
Sabah.

+6019-233 3586

Grand Ion Majestic

Jalan Ion Delemen, Genting Highlands,
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Pahang, Malaysia.

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