

## **NCT ALLIANCE BERHAD (“NCT” OR THE “COMPANY”)**

### **PROPOSED ACQUISITION BY NCT PANORAMA SDN BHD (“NCT PANORAMA”), A WHOLLY-OWNED SUBSIDIARY OF NCT, OF 55.72% EQUITY INTEREST IN GRORICH CORPORATION SDN BHD (“GCSB”) FOR A TOTAL PURCHASE CONSIDERATION OF RM36.00 MILLION (“PROPOSED ACQUISITION”)**

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*We refer to the announcements dated 10 June 2025 and 11 June 2025 in relation to the Proposed Acquisition. Unless otherwise defined, the definitions set out in the announcement dated 10 June 2025 (“Initial Announcement”) shall apply herein. Please note that the underlined disclosures relate to additional information.*

On behalf of the Board, UOBKH wishes to provide the following additional information requested by Bursa Securities to further clarify on the following section of the Initial Announcement.

#### **Section 2: DETAILS OF THE PROPOSED ACQUISITION**

##### **Section 2.1: Background information on the Proposed Acquisition**

**1. To state the total number of treasury shares held pre and post the transfer.**

As at the LPD and prior to the transfer of treasury shares, NCT holds 22,311,609 treasury shares. Assuming no further share buybacks are undertaken prior to the completion of the Proposed Acquisition, the number of treasury shares held by the Company after the Proposed Acquisition and post the transfer of treasury shares will be 14,811,609 treasury shares.

##### **Section 2.2: Information on GCSB**

**2. To spell out the differences in terms of the features of Class A Shares and Class B Shares, which give rise to the different equity interest and voting rights.**

GCSB has a total issued share capital of RM1,460,940 comprising 1,460,940 ordinary shares as at the LPD, consisting of 221,881 Class A Shares and 1,239,059 Class B Shares, with all Class A Shares held by Datuk Yap Yiw Sin. Upon a vote conducted by way of poll, each shareholder of Class A Shares shall be entitled to five (5) votes for every one (1) Class A Share held, whereas each shareholder of Class B Shares shall be entitled to one (1) vote for every one (1) Class B Share held, irrespective of whether such shareholder is present in person, by proxy, by attorney, or by any other duly authorised representative. Save for the difference in voting rights, both Class A Shares and Class B Shares rank equally in all other respects.

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**3. To provide the details of the shareholders of the remaining Class B Shares after the Proposed Acquisition.**

As at 30 May 2025 being the latest practicable date prior to the date of the Initial Announcement, the shareholders of GCSB and their respective shareholdings in GCSB are as follows:-

Name	As at LPD		After the Proposed Acquisition	
	No. of GCSB Shares	(1)(%)	No. of GCSB Shares	(1)(%)
<b>Class A Shares</b>				
Datuk Yap Yiw Sin	221,881	15.19	-	-
NCT Panorama	-	-	221,881	15.19
<b>Class B Shares</b>				
NCT Panorama	-	-	592,240	40.53
Datuk Yap Yiw Sin	415,132	28.41	-	-
Kwan Yean Chu	187,162	12.81	187,162	12.81
Ang Guan Foo	177,108	12.12	-	-
Ngui Tet Leong	152,184	10.42	152,184	10.42
Tai Kiun Pit	76,148	5.21	76,148	5.21
Lee Tsu Lip	76,148	5.21	76,148	5.21
Liew On Choi	75,486	5.17	75,486	5.17
Yap Kiam Fong	44,939	3.08	44,939	3.08
Chak Kin Hon	28,960	1.98	28,960	1.98
Lim Fang Tseh	2,896	0.20	2,896	0.20
Fung Chen Fui	2,896	0.20	2,896	0.20
Total	1,460,940	100.00	1,460,940	100.00

Section 2.4: Information on the Vendors

**4. To disclose whether the Vendors are existing shareholders of NCT. If yes, please state their shareholdings accordingly.**

The Vendors are not shareholders of NCT as at the date of this announcement.

Section 2.6: Mode of settlement

**5. To state the indicative date of transfer of the treasury shares.**

The indicative date of transfer of the Consideration Treasury Shares is 30 June 2025.

Section 2.7: Basis and justification of arriving at the Transfer Price and Issue Price

**6. Please provide a confirmation that the transfer of treasury shares is in compliance with Section 127 of the Companies Act, 2016.**

The transfer of treasury shares is in compliance with Section 127 of the Companies Act 2016.

## **Section 4.: INDUSTRY OVERVIEW, OUTLOOK AND FUTURE PROSPECTS OF THE GROUP**

### **Section 4.4: Prospects of the Putatan Land and the enlarged NCT Group**

- 7. To provide the details of the intended development of the Putatan Land where it is disclosed that the Group will apply and obtain the necessary approvals to develop the Putatan Land.**

The Company intends to develop the land into a mixed-use development comprising both commercial and residential components, with a future launch in mind. At this stage, the Company will proceed with obtaining the necessary approvals only after finalising its development plans and confirming that market conditions are favourable for the launch.

Save for the details set out in this announcement, all the other terms of the Proposed Acquisition as set out in the Initial Announcement shall remain unchanged.

**This announcement is dated 24 June 2025.**