



NCT ALLIANCE

NCT ALLIANCE BERHAD

(Registration No. 200301004972 (607392-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of NCT Alliance Berhad (“NCT” or the “Company”) will be held at Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan, Malaysia on Wednesday, 31 December 2025 at 10.00 a.m or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 100 ORDINARY SHARES IN NCT WORLD SDN BHD (“NCT WORLD”), REPRESENTING THE ENTIRE EQUITY INTEREST IN NCT WORLD, FOR A PURCHASE CONSIDERATION OF UP TO RM490,256,718 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF UP TO 104,166,667 NEW ORDINARY SHARES IN NCT (“NCT SHARES”) (“CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM0.48 PER CONSIDERATION SHARE AND 917,201,496 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“RCPS”) IN NCT (“CONSIDERATION RCPS”) AT AN ISSUE PRICE OF RM0.48 PER CONSIDERATION RCPS (“PROPOSED ACQUISITION”)

THAT subject to the passing of Ordinary Resolution 2, the Special Resolution and the approval of all relevant authorities and/or parties being obtained (if required) and the conditions precedent as set out in the share sale agreement (“SSA”) dated 21 August 2025 entered into by the Company with Dato’ Sri Yap Ngan Choy (“Dato’ Sri YNC”) and Dato’ Yap Fook Choy (“Dato’ YFC”) (collectively, “Vendors”) respectively being fulfilled and/or waived (as the case may be), approval be and is hereby given for the Company to acquire 100 ordinary shares in NCT World, representing the entire equity interest of NCT World, for a purchase consideration of up to RM490,256,718, to be satisfied via the issuance and allotment of up to 104,166,667 Consideration Shares at an issue price of RM0.48 per NCT Share (“Share Issue Price”) and 917,201,496 Consideration RCPS at an issue price of RM0.48 per Consideration RCPS (“RCPS Issue Price”), upon the terms and subject to the conditions set out in the SSA;

THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to issue and allot the Consideration Shares and the Consideration RCPS to the Vendors pursuant to the terms and conditions of the SSA;

THAT approval be and is hereby given to the Company to issue and allot the new NCT Shares pursuant to the conversion of the Consideration RCPS, including pursuant to any adjustment(s) that may be made to the conversion price and/or number of the RCPS in accordance with the terms and conditions applicable to them;

THAT the Consideration Shares and the new NCT Shares to be issued pursuant to the conversion of the Consideration RCPS (“Conversion Shares”) shall, upon issuance and allotment, rank pari passu in all respects with each other and the then existing NCT Shares, save and except that the Consideration Shares and Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of NCT, the entitlement date of which is prior to date of issuance and allotment of the Consideration Shares and Conversion Shares;

THAT the Consideration RCPS shall, upon issuance and allotment, rank pari passu in all respects among themselves without any preference or priority, and shall rank subordinate to all secured and unsecured debt obligations of the Company but in priority to the ordinary shares of the Company in any repayment of capital in the event of liquidation, dissolution or winding-up of the Company, PROVIDED ALWAYS that the holders of the Consideration RCPS shall not be entitled to participate in any surplus capital, assets or profits of the Company;

AND THAT the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) be and is hereby empowered and authorised to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and make all such decisions as it may in its absolute discretion deems fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company the SSA and all such relevant agreements as it may consider necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Acquisition under the terms and conditions of the SSA with full powers to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments thereto in any manner as the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) may deem fit and/or may be required or imposed by the relevant authorities including to enter into any supplemental agreement(s) in connection with the SSA and/or Proposed Acquisition, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) may deem necessary or expedient in the best interest of the Company.

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT OF ADVANCES OF RM50.0 MILLION (“V1 ADVANCES”) EXTENDED BY NCT VENTURE CORPORATION SDN BHD (“NCT VENTURE”) TO NCT WORLD AND ITS SUBSIDIARIES (“NCT WORLD GROUP”) VIA THE ISSUANCE AND ALLOTMENT OF 104,166,667 NEW NCT SHARES (“SETTLEMENT SHARES”) AT AN ISSUE PRICE OF RM0.48 PER SETTLEMENT SHARE (“PROPOSED SETTLEMENT”)

“THAT subject to the passing of Ordinary Resolution 1, the Special Resolution and the approval of all relevant authorities and/or parties being obtained (if required) and the conditions precedent as set out in the SSA entered into by the Company with the Vendors being fulfilled and/or waived (as the case may be), approval be and is hereby given for the Company to settle the V1 Advances with the total amount of RM50.0 million owing by the NCT World Group to NCT Venture upon the terms and subject to the conditions set out in the SSA;

THAT the V1 Advances shall be fully settled by way of the issuance and allotment of the Settlement Shares at an issue price of RM0.48 per Settlement Share to the Vendors;

THAT the Board be and is hereby authorised to issue and allot the Settlement Shares to the Vendors pursuant to the terms and conditions of the SSA;

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

AND THAT the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) be and is hereby authorised and empowered to do all acts, deeds, things and execute, sign, deliver and cause to be delivered all necessary documents as the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) may consider necessary or expedient, and to take all such necessary steps to give effect and complete the Proposed Settlement with full powers to assent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Settlement or as the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) may deem necessary or expedient; and deal with all such matters and to take such steps and do all acts and things in any manner as the Board (save for Dato’ Sri YNC, Dato’ YFC, Yap Chun Theng and Sae-Yap Aththakovit) may deem necessary or expedient to implement, finalise and give full effect to the Proposed Settlement, in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“THAT subject to the passing of Ordinary Resolution 1, authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 2.3 of Part C of the circular to shareholders dated 9 December 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;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next annual general meeting (“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; or
- the expiration of the period within which next AGM it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by an ordinary resolution passed by the shareholders at a general meeting, whichever is earlier;

AND FURTHER THAT the Board 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.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE ISSUANCE AND ALLOTMENT OF THE CONSIDERATION RCPS (“PROPOSED AMENDMENTS”)

“THAT subject to the passing of Ordinary Resolution 1 and the approval of all relevant authorities or parties (if required) being obtained, approval be and is hereby given for the Company to amend the existing constitution of the Company (“Constitution”) in the manner set out in **Appendix IV** of the circular to shareholders dated 9 December 2025 to facilitate the issuance and allotment of the Consideration RCPS pursuant to the Proposed Acquisition;

AND THAT the Directors and/or the Secretaries of the Company be and is hereby authorised and empowered to take all steps and to do all acts, deeds, things and to execute, enter into, sign and deliver for and on behalf of the Company all documents as it may consider necessary to give full effect to the Proposed Amendments, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required by the relevant authority(ies).”

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
9 December 2025

Notes:

- A member who is entitled to attend, participate, speak and vote at the EGM (“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.
- A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting:-
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
 - By electronic form
The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form.
- 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 23 December 2025. Only members whose names appear in the General Meeting Record of Depositors as at 23 December 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- Kindly check Bursa Securities’ website and the Company’s website at www.nctalliance.com for the latest updates on the status of the Meeting.