

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has only perused the contents of Part C of this Circular in respect of the Proposed New Shareholders’ Mandate (as defined below) on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, the valuation report and valuation certificates in relation to the Proposed Acquisition (as defined below), makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



NCT ALLIANCE

NCT ALLIANCE BERHAD

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PART A

- (I) **PROPOSED ACQUISITION BY NCT ALLIANCE BERHAD (“NCT” OR “COMPANY”) OF 100 ORDINARY SHARES IN NCT WORLD SDN BHD (“NCT WORLD”) FROM DATO’ SRI YAP NGAN CHOY AND DATO’ YAP FOOK CHOY, 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 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 IN NCT (“CONSIDERATION RCPS”) AT AN ISSUE PRICE OF RM0.48 PER CONSIDERATION RCPS (“PROPOSED ACQUISITION”);**
- (II) **PROPOSED SETTLEMENT OF ADVANCES OF RM50.0 MILLION EXTENDED BY NCT VENTURE CORPORATION SDN BHD TO NCT WORLD AND ITS SUBSIDIARIES 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”); AND**
- (III) **PROPOSED AMENDMENTS TO THE CONSTITUTION OF OUR COMPANY TO FACILITATE THE ISSUANCE AND ALLOTMENT OF THE CONSIDERATION RCPS (“PROPOSED AMENDMENTS”)**

PART B

INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF NCT IN RELATION TO THE PROPOSED ACQUISITION AND THE PROPOSED SETTLEMENT

PART C

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

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser for Part A



Investment Bank

Company Registration No. 197301002412
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser for Part B



BDO Capital Consultants Sdn Bhd
(Registration No. 199601032957 (405309-T))

The extraordinary general meeting (“**EGM**”) of our 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. The Notice of EGM, Proxy Form and Administrative Notes are enclosed with this Circular and can be downloaded at our Company’s website at www.nctalliance.com. Please follow the procedures provided in the Administrative Notes in order to register, participate and vote at the EGM.

A member who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote on his/her behalf. In such event, the completed and signed Proxy Form must be deposited at the office of our Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, 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, Malaysia, or alternatively in the case of electronic appointment, the Proxy Form must be deposited via Vistra Share Registry and IPO (MY) portal at <https://srm.vistra.com> not less than forty-eight (48) hours before the time for holding the EGM at which the person named in the instrument proposes to vote. The lodging of the Proxy Form will not preclude a shareholder from attending and voting in person at the EGM should the shareholder subsequently wish to do so.

Last day, date and time for lodging the Proxy Form : **Monday, 29 December 2025 at 10.00 a.m.**
Day, date and time of the EGM : **Wednesday, 31 December 2025 at 10.00 a.m.** or any adjournment thereof

This Circular is dated 9 December 2025

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR

Unless the context requires otherwise, the following definitions will apply throughout Part A and appendices of this Circular:

Act	:	Companies Act, 2016
Advances	:	Advances of up to RM150.0 million comprising RM138.74 million advances as at the LPD and a further sum of up to RM11.26 million that is expected to be advanced from NCT Venture to the NCT World Group up to the SSA Completion Date
ASEAN	:	Association of Southeast Asian Nations
Audit Committee	:	Audit committee of NCT
BBSB	:	Bumi Binaria Sdn Bhd (Registration No. 200601038117 (757877-V))
BDOCC or Independent Adviser	:	BDO Capital Consultants Sdn Bhd (Registration No. 199601032957 (405309-T))
Board	:	Board of Directors of our Company
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	:	This circular to the Shareholders in relation to the Proposals dated 9 December 2025
CMSA	:	Capital Markets and Services Act, 2007
Consideration RCPS	:	917,201,496 NCT RCPS to be issued and allotted by NCT to the Vendors at the RCPS Issue Price pursuant to the Proposed Acquisition as part of the Purchase Consideration
Consideration Shares	:	Up to 104,166,667 new NCT Shares to be issued and allotted by NCT to the Vendors at the Share Issue Price pursuant to the Proposed Acquisition as part of the Purchase Consideration
Constitution	:	Constitution of our Company
Cut-Off Date	:	The date falling 180 days from the date of the SSA or such other later date as the parties may mutually agree upon
Dato' Sri YNC	:	Dato' Sri Yap Ngan Choy
Dato' YFC	:	Dato' Yap Fook Choy
Delapan JDA	:	The conditional joint development agreement between BBSB and Northern Gateway (including supplementals thereto) to jointly develop the NIS Project dated 15 May 2024
Delapan Land	:	Comprising a portion of all that piece of freehold land identified as PT 2250, Lot 61705 (formerly PT 2281) and Lot 61708 (formerly PT 2284) held under Master Title No(s). HSD 24542, GRN 222802 (formerly HSD 24623) and GRN 222804 (formerly HSD 24626), all located within Bandar Bukit Kayu Hitam, District of Kubang Pasu, Kedah Darul Aman
Delapan Outstanding CP	:	The condition precedent in the Delapan JDA that is still subject to fulfilment as at the LPD
Delapan SBEZ	:	Delapan Special Border Economic Zone located at Bukit Kayu Hitam, Kedah

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR (Cont'd)

Director	:	A natural person who holds a directorship in our Company, whether in an executive or non-executive capacity, within the meaning of Section 2(1) of the Act and Section 2(1) of the CMSA and includes any person who is or was a director of our Company within the preceding six (6) months of the date of announcement of the Proposed Acquisition and the Proposed Settlement
EGM	:	Extraordinary general meeting
EPS	:	Earnings per Share
ESG	:	Environment, social and governance
ESOS Option(s)	:	Employees' share option(s) of our Company
FPE	:	Financial period ended
FYE	:	Financial year ended
GCSB	:	Gorich Corporation Sdn Bhd (Registration No. 198401004524 (117043-P))
GCSB Acquisition	:	The acquisition by NCT Panorama Sdn Bhd (a wholly-owned subsidiary of NCT) of 55.72% equity interest in GCSB from Datuk Yap Yiw Sin and Datin Ang Guan Foo, for a total purchase consideration of RM36.0 million, which was satisfied via the issuance and allotment of 67,500,000 new NCT Shares and the transfer of 7,500,00 existing Treasury Shares to the vendors of GCSB, which was completed on 11 July 2025
GDC	:	Gross development cost
GDP	:	Gross development profit (inclusive of developers' profit)
GDV	:	Gross development value
Government	:	Government of Malaysia
IAL	:	Independent advice letter dated 9 December 2025 prepared by the Independent Adviser in relation to the Proposed Acquisition and Proposed Settlement as set out in Part B of this Circular
IDRISS	:	Integrated Development Region in South Selangor
IPM	:	Industrial park manager
Interested Directors	:	Collectively, Dato' Sri YNC, Dato' YFC, Yap Chun Theng and Sae-Yap Atthakovit
Interested Shareholders	Major :	Collectively, Dato' Sri YNC, Dato' YFC and YBG Yap
Interested Parties	:	Collectively, the Interested Directors and the Interested Major Shareholders
KLIA	:	Kuala Lumpur International Airport
km	:	Kilometres
Knight Frank or Valuer	:	Knight Frank Malaysia Sdn Bhd (Registration No. 200201017816 (585479-A))

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR (Cont'd)

Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 14 November 2025, being the latest practicable date prior to the issuance of this Circular
LTD	: 20 August 2025, being the last trading day prior to the date of the SSA
Major Shareholder	<p>: A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is:</p> <p>(a) ten percent (10%) or more of the total number of voting shares in our Company; or</p> <p>(b) five percent (5%) or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company.</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p> <p>For the purpose of the Proposals, Major Shareholder(s) shall include any person who is or was a Major Shareholder of NCT or any other company which is NCT’s subsidiary or NCT’s holding company, within the preceding six (6) months of the date of the announcement of the Proposed Acquisition and the Proposed Settlement</p>
Market Day(s)	: Any day(s) between Monday and Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities
Maybank IB or Principal Adviser	: Maybank Investment Bank Berhad (Company Registration No. 197301002412)
MIP	: Managed industrial park
NA	: Net assets attributable to ordinary equity holders
NBCE	: NCT Building & Civil Engineering Sdn Bhd (Registration No. 199701017291 (432788-U))
NBV	: Net book value
NCER	: Northern Corridor Economic Region
NCSB	: NCT Consolidated Sdn Bhd (Registration No. 200201025804 (593467-A))
NCT or Company	: NCT Alliance Berhad (Registration No. 200301004972 (607392-W))
NCT AI	: NCT AI Sdn Bhd (Registration No. 202401023349 (1569198-T))
NCT Builders Group	: NCT Builders Group Holdings Sdn Bhd (Registration No. 200501014536 (691583-X))
NCT Century	: NCT Century Sdn Bhd (Registration No. 202001009524 (1365844-W))
NCT Group or Group	: Collectively, our Company and our subsidiaries
NCT Marina Bay	: NCT Marina Bay Sdn Bhd (formerly known as Setara Juara Sdn Bhd) (Registration No. 201301035846 (1065674-K))

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR (Cont'd)

NCT RCPS	: RCPS in our Company
NCT Share(s) or Share(s)	: Ordinary share(s) in our Company
NCT Smart Management	: NCT Smart Management Sdn Bhd (Registration No. 201901015164 (1324492-A))
NCT Venture	: NCT Venture Corporation Sdn Bhd (Registration No. 200201025560 (593223-U))
NCT World	: NCT World Sdn Bhd (Registration No. 201901008708 (1318036-X))
NCT World Group	: Collectively, NCT World and its subsidiaries, namely NLSB, NCSB, BBSB, NCT Century, NCT AI and NCT Smart Management
NCT World Group Projects	: Collectively, NSIP Project and NIS Project
NCT World Share(s)	: Ordinary share(s) in NCT World
NIMP 2030	New Industrial Master Plan 2030
NIS Consideration Shares	: 28,614,097 Consideration Shares, which represent the NIS Project Consideration to be issued and allotted to the Vendors on the SSA Completion Date or upon the Delapan JDA becomes unconditional, whichever is later
NIS Project	: A mixed development project between BBSB and Northern Gateway on the Delapan Land known as "NCT InnoSphere"
NIS Project Consideration	: The consideration for the NIS Project of RM13.73 million
NL	: Net liabilities
NLSB	: NCT Land Sdn Bhd (Registration No. 200401005146 (643649-U))
Northern Gateway	: Northern Gateway Free Zone Sdn Bhd (Registration No. 200401020928 (659432-U))
NSIP	: NCT Smart Industrial Park
NSIP Land	: Comprising the following parcels of land: (a) Phase 1 – 249 subdivided titles identified as Lot PT 54339, PT 54342, PT 54343, PT 54390 – PT 54483 (inclusive), PT 54498, PT 56923 – PT 57034 (inclusive), PT 57159 – PT 57197 (inclusive) (formerly PT 54344 – PT 54381 (inclusive)), with land size measuring in aggregate 10,022,449 sq ft; (b) Phase 2 – Lot 84211 held under Title No. PN 123921 with land size measuring 10,024,429 sq ft; (c) Phase 3 – Lot PT 34036 – PT 34040 (inclusive) held under Title No(s). HSD 32461 – HSD 32465 (inclusive) with land size measuring in aggregate 10,293,690 sq ft; (d) Phase 4 – Lot PT 80017 – PT 80019 (inclusive) held under Title No(s). HSD 52376 – HSD 52378 (inclusive) with land size measuring in aggregate 317,299 sq ft; and (e) Phase 5 – Lot 84213 held under Title No. PN 123923 with land size measuring 1,244,308 sq ft, all located in Mukim Tanjong Duabelas, District of Kuala Langat, Selangor

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR (Cont'd)

- NSIP Project** : A smart industrial park development project undertaken in five (5) phases on the NSIP Land, known as NSIP
- PAC(s)** : Person(s) acting in concert
- PATAMI** : Profit after tax and minority interest
- Person Connected** : In relation to any person (referred to as “**said Person**”) means such person who falls under any one of the following categories:
- (i) family member of the said Person, which means such person who falls within any one of the following categories:
 - (a) spouse;
 - (b) parent;
 - (c) child including an adopted child and step-child;
 - (d) brother or sister; and
 - (e) spouse of the person referred to in subparagraphs (c) and (d) above;
 - (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or family member of the said Person is the sole beneficiary;
 - (iii) a partner of the said Person, which means such person who falls within any one of the following categories:
 - (a) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
 - (b) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not;
 - (iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (vi) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (vii) a body corporate which is a related corporation of the said Person
- Proposals** : Collectively, the Proposed Acquisition, the Proposed Settlement and the Proposed Amendments
- Proposed Acquisition** : Proposed acquisition by NCT of the Sale Shares, representing the entire equity interest in NCT World, from the Vendors for the Purchase Consideration to be satisfied via the issuance and allotment of up to 104,166,667 NCT Shares at the Share Issue Price and 917,201,496 NCT RCPS at the RCPS Issue Price

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR (Cont'd)

Proposed Amendments	:	Proposed amendments to the Constitution to facilitate the issuance and allotment of the Consideration RCPS
Proposed NCT Marina Bay Acquisition	:	The proposed acquisition by NCT Panorama Sdn Bhd (a wholly-owned subsidiary of NCT) of 51% equity interest in NCT Marina Bay from Lee Show Kien @ Herman Lee Show Kien and Melvin Lee Ying, for a purchase consideration of RM22.0 million which is satisfied through a combination of cash amounting to RM8.80 million and contra parcels amounting to RM13.20 million
Proposed Shareholders' Mandate	New :	Proposed new shareholders' mandate for recurrent related party transactions of a revenue and/or trading nature, details of which are set out in Part C of this Circular
Proposed Development	Joint :	Joint development agreement dated 30 September 2025 between NCT Noble Sdn Bhd (a wholly-owned subsidiary of NCT) as the landowner, with Epicon Land Sdn Bhd (a wholly-owned subsidiary of Epicon Berhad) as the developer, to jointly participate in a property development project on a portion of freehold land held under Geran 47606 (formerly Certificate of Title No. 13361), Lot No. 2529 and Lot No. 2530 all in the Mukim of Batang Kali, District of Ulu Selangor, State of Selangor measuring approximately 72.14 acres
Proposed Settlement	:	Proposed settlement of the V1 Advances via the issuance and allotment of the Settlement Shares at the Share Issue Price to the Vendors
Purchase Consideration	:	Purchase consideration of up to RM490,256,718 for the Proposed Acquisition
RCPS	:	Redeemable convertible preference shares
RCPS Conversion Price	:	Conversion price of RM0.48 for each new NCT Share, which is calculated based on the RCPS Issue Price and the conversion ratio of one (1) RCPS into one (1) new NCT Share
RCPS Issue Price	:	Issue price of RM0.48 per Consideration RCPS
RRPT	:	Recurrent related party transaction
Sale Shares	:	Comprising 100 NCT World Shares, representing the entire equity interest in NCT World
Settlement Shares	:	104,166,167 new NCT Shares to be issued and allotted to the Vendors at the Share Issue Price for the settlement of the V1 Advances
Shareholder(s)	:	Shareholder(s) of our Company
Share Issue Price	:	Issue price of RM0.48 for each Consideration Share and Settlement Share, respectively
sq ft	:	Square feet
SSA	:	Conditional share sale agreement between our Company and the Vendors for the Proposed Acquisition and the Proposed Settlement dated 21 August 2025 and the supplemental letter dated 1 December 2025 to vary certain terms of the NCT RCPS
SSA Completion	:	The completion of the sale and purchase of the Sale Shares in accordance with the SSA

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR (Cont'd)

SSA Completion Date	:	The business day falling thirty (30) days after the SSA Unconditional Date or such other date as may be agreed upon between the Vendors and our Company
SSA Conditions Precedent	:	The conditions precedent set out in the SSA to be obtained/fulfilled or waived (as the case may be) before the Cut-Off Date
SSA Unconditional Date	:	The date when the SSA Conditions Precedent have been obtained/fulfilled or waived
Treasury Share(s)	:	Shares purchased by our Company which are or will be retained in treasury by our Company and has the meaning given in Section 127(4) of the Act
Updated Valuation Certificate	:	Updated valuation certificate in relation to the NCT World Group Projects prepared by the Valuer dated 24 November 2025
Valuation Certificate	:	Valuation certificate in relation to the NCT World Group Projects prepared by the Valuer dated 21 August 2025
Valuation Date	:	31 May 2025, being the valuation date of the NCT World Group Projects
Valuation Reports	:	The valuation reports in relation to the NCT World Group Projects prepared by the Valuer dated 28 August 2025
V1 Advances	:	Comprising part of the Advances amounting to RM50.0 million
V2 Advances	:	Comprising part of the Advances amounting up to RM100.0 million
Vendors	:	Collectively, Dato' Sri YNC and Dato' YFC
VWAP	:	Volume-weighted average market price
YBG Yap	:	YBG Yap Consolidated Sdn Bhd (Registration No. 201901022232 (1331561-H))

CURRENCY

RM and sen : Ringgit Malaysia and sen respectively

All references to “**our Company**” or “**NCT**” in this **Part A** and appendices of this Circular are to NCT and references to “**our Group**” or “**NCT Group**” are to our Company and our subsidiaries, collectively. All references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires otherwise, shall include our subsidiaries.

All references to “**you**” and “**your**” in this Circular are to the Shareholders.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to any act, rule, written law, ordinance, enactment or guideline in this Circular is a reference to that act, rule, written law, ordinance, enactment or guideline as amended or re-enacted from time to time.

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Certain amounts and percentage figures included in this Circular have been subject to rounding adjustments. Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof is due to rounding.

DEFINITIONS FOR PART A AND APPENDICES OF THIS CIRCULAR *(Cont'd)*

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements.

In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company's plans and objectives will be achieved.

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PART A

LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSALS

EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSALS AS SET OUT IN PART A OF THIS CIRCULAR. YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR, INCLUDING THE IAL AS SET OUT IN PART B OF THIS CIRCULAR, AND NOT RELY SOLELY ON THIS EXECUTIVE SUMMARY IN FORMING A DECISION ON THE PROPOSALS BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM.

No.	Key Information	Summary	Reference to Part A of this Circular
1.	Details of the Proposals	<p>The Proposed Acquisition entails the acquisition of 100 NCT World Shares, representing the entire equity interest of NCT World, by our Company from the Vendors in accordance with the terms and conditions of the SSA, where the Purchase Consideration will be satisfied via the issuance and allotment of up to 104,166,667 Consideration Shares at the Share Issue Price and 917,201,496 Consideration RCPS at the RCPS Issue Price.</p> <p>The Proposed Settlement entails the settlement of the V1 Advances on the SSA Completion Date via the issuance and allotment of 104,166,667 Settlement Shares to the Vendors at the Share Issue Price.</p> <p>The Proposed Amendments entail our Company amending the Constitution to facilitate the issuance and allotment of the Consideration RCPS pursuant to the Proposed Acquisition.</p> <p>In view of the interests of the Interested Directors and the Interested Major Shareholders in the Proposed Acquisition and the Proposed Settlement, the Proposed Acquisition and the Proposed Settlement are deemed to be related party transactions pursuant to Paragraph 10.08 of the Listing Requirements.</p>	Sections 2 and 3
2.	Basis and justification for the Purchase Consideration	<p>The Purchase Consideration was arrived at on a willing buyer-willing seller basis after taking into consideration, inter-alia, the following:</p> <ul style="list-style-type: none"> (a) aggregate market value of the NCT World Group Projects as at 31 May 2025 of RM1,000.90 million as appraised by Knight Frank; (b) adjusted unaudited NA of the NCT World Group as at 31 May 2025 of RM490.26 million after taking into consideration the revaluation surplus arising from the valuation of the NCT World Group Projects and the deferred tax amount arising thereof; (c) rationale and benefits for the Proposed Acquisition as set out in Section 4 of Part A of this Circular; and 	Section 2.6

EXECUTIVE SUMMARY (Cont'd)

No.	Key Information	Summary	Reference to Part A of this Circular
		(d) industrial property market outlook and prospects of the NCT World Group as set out in Sections 5.2, 5.3, 5.4, 5.5 and 5.6 of Part A of this Circular.	
3.	Basis and justification for the Share Issue Price, the RCPS Issue Price and the RCPS Conversion Price	<p>The Share Issue Price, the RCPS Issue Price and the RCPS Conversion Price were determined on a willing buyer-willing seller basis after taking into consideration the 5-day VWAP of NCT Shares up to and including the LTD of RM0.4777.</p> <p>The Board (save for the Interested Directors) is of the view that the Share Issue Price and the RCPS Issue Price are justifiable after taking into consideration the Share Issue Price and the RCPS Issue Price represent a premium of 0.48% over the 5-day VWAP of NCT Shares up to and including the LTD of RM0.4777.</p>	Section 2.7
4.	Rationale and benefits of the Proposals	<p><u>Proposed Acquisition</u></p> <p>(i) To enable our Group to tap into the NCT World Group Projects which has a total estimated GDV of approximately RM4.81 billion to be developed over a period of up to 6 years and additional landbank for future development valued at RM10.50 million across an aggregate landbank measuring approximately 855 acres.</p> <p>(ii) To enable our Group to gain access to the NCT World Group Projects which are primarily involved in the development of industrial park and industrial properties hence offering our Group an opportunity to extend our development portfolio from our current residential and commercial developments.</p> <p>(iii) To allow our Group to expand our foothold and establish a presence in the industry development segment where the NSIP Project and the NIS Project will serve as an important reference site showcasing our Group's capabilities in executing large-scale industrial development.</p> <p>(iv) The Proposed Acquisition is expected to contribute positively to our Group's financial position as the GDV of our Group will increase from approximately RM5.36 billion to approximately RM10.17 billion in aggregate.</p>	Section 4

EXECUTIVE SUMMARY (Cont'd)

No.	Key Information	Summary	Reference to Part A of this Circular
		<p>(v) The issuance and allotment of the Consideration Shares and the Consideration RCPS will allow our Company to minimise initial cash outlay to fund the Proposed Acquisition, thereby preserving our cash reserves which can be used to finance our Group's ongoing and future property development projects instead.</p> <p><u>Proposed Settlement</u></p> <p>(i) The Proposed Settlement will enable our Company to partially settle the amount owing by the NCT World Group to NCT Venture upon completion of the Proposed Acquisition and thus reducing the NCT World Group's debt obligation to NCT Venture.</p> <p>(ii) The mode of settlement of the V1 Advances (via the Settlement Shares) was determined after taking into consideration the minimal dilution impact arising from the issuance of the Settlement Shares which represents approximately 4.8% of the enlarged number of NCT Shares (prior to the conversion of Consideration RCPS).</p> <p><u>Proposed Amendments</u></p> <p>To facilitate the issuance and allotment of the Consideration RCPS pursuant to the Proposed Acquisition.</p>	
5.	Risk factors	<p>The Proposed Acquisition is not expected to materially change our risk profile as our Group is already involved in property development. However, there are additional risks that may arise from or associated with the Proposed Acquisition and the Proposed Settlement as follows:</p> <p>(i) Non-completion risk; (ii) Acquisition risk; (iii) Capital requirement and financing risk; (iv) Inherent risk affecting the NCT World Group Projects; (v) Risk of termination of the Delapan JDA; (vi) Compulsory acquisition; and (vii) Dependence on key personnel.</p>	Section 6
6.	Approvals and consent required	<p>The Proposals are subject to the following being obtained:</p> <p>(i) approval of Bursa Securities for the following:</p>	Section 8

EXECUTIVE SUMMARY (Cont'd)

No.	Key Information	Summary	Reference to Part A of this Circular
		<p>a) listing and quotation of up to 104,166,667 Consideration Shares and 104,166,667 Settlement Shares to be issued pursuant to the Proposed Acquisition and the Proposed Settlement; and</p> <p>b) listing and quotation of up to 917,201,496 new NCT Shares to be issued upon the conversion of the Consideration RCPS</p> <p>on the Main Market of Bursa Securities. Bursa Securities' approval was obtained vide its letter dated 5 December 2025 and subject to the conditions as set out in Section 8 of Part A of this Circular;</p> <p>(ii) approval of the non-interested Shareholders at our forthcoming EGM; and</p> <p>(iii) approval and/or consent from any other relevant authority and/or party, if required.</p>	
7.	Conditionality of the Proposals	The Proposed Acquisition, the Proposed Settlement and the Proposed Amendments are inter-conditional upon one another. The Proposals are not conditional upon any other corporate exercise/scheme of our Company.	Section 9
8.	Director's statement	<p>The Board (save for the Interested Directors), having considered all aspects of the Proposals, including the rationale, benefits and effects of the Proposals, the salient terms of the SSA, the basis and justification for the Purchase Consideration, the valuation of the NCT World Group Projects by Knight Frank as well as the views of the Independent Adviser, is of the opinion that the Proposals are in the best interest of our Company.</p> <p>Accordingly, the Board (save for the Interested Directors) recommends that the Shareholders vote in favour of the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.</p>	Section 14
9.	Audit Committee's statement	The Audit Committee of our Company (save for Sae-Yap Atthakovit, being one of the Interested Directors and a member of the Audit Committee), after having considered all relevant aspects of the Proposals including the rationale, benefits and effects of the Proposals, the salient terms of the SSA, the basis and justification for the Purchase Consideration, the valuation of the NCT World Group Projects by Knight Frank, as well as the views of the Independent Adviser, is of the opinion that the Proposals are:	Section 15

EXECUTIVE SUMMARY *(Cont'd)*

No.	Key Information	Summary	Reference to Part A of this Circular
		(i) in the best interest of our Company; (ii) fair, reasonable and on normal commercial terms; and (iii) not detrimental to the interest of the non-interested Shareholders.	



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

Registered Office
Third Floor, No. 77, 79 & 81
Jalan SS 21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

9 December 2025

Board of Directors

Dato' Sri Yap Ngan Choy (*Executive Chairman / Group Managing Director*)
Dato' Yap Fook Choy (*Group Executive Director*)
Yap Chun Theng (*Executive Director*)
Sae-Yap Atthakovit (*Non-Independent Non-Executive Director*)
Allen Yap Kuan Kee (*Independent Non-Executive Director*)
Yap Chui Fan (*Independent Non-Executive Director*)

To : The shareholders of NCT

Dear Sir/Madam,

- (I) **PROPOSED ACQUISITION;**
 - (II) **PROPOSED SETTLEMENT; AND**
 - (III) **PROPOSED AMENDMENTS**
-

1. INTRODUCTION

On 21 August 2025, Maybank IB had, on behalf of the Board, announced that our Company had on even date entered into the SSA with the Vendors.

It was also announced that our Company proposes to undertake the Proposed Amendments to facilitate the issuance and allotment of the Consideration RCPS.

In view of the interests of the Interested Directors and Interested Major Shareholders in the Proposed Acquisition and the Proposed Settlement, the Proposed Acquisition and the Proposed Settlement are deemed as related party transactions pursuant to Paragraph 10.08 of the Listing Requirements. Accordingly, the Board had, on 9 July 2025, appointed BDOCC to act as the Independent Adviser to advise the non-interested Directors and non-interested Shareholders in respect of the Proposed Acquisition and the Proposed Settlement. The IAL is set out in Part B of this Circular.

On 5 December 2025, Maybank IB had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 5 December 2025, granted its approval for the listing and quotation of the Consideration Shares, the Settlement Shares and the new NCT Shares to be issued upon the conversion of the Consideration RCPS. Bursa Securities' approval is subject to the conditions set out in **Section 8 of Part A** of this Circular.

THE PURPOSE OF PART A OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT DETAILS IN RELATION TO THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR, INCLUDING THE IAL AS SET OUT IN PART B OF THIS CIRCULAR, BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM.

2. PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

2.1 Details of the Proposed Acquisition

The Proposed Acquisition entails the acquisition of 100 NCT World Shares, representing the entire equity interest of NCT World, by our Company from the Vendors for the Purchase Consideration to be satisfied via the issuance and allotment of up to 104,166,667 Consideration Shares at the Share Issue Price and 917,201,496 Consideration RCPS at the RCPS Issue Price.

The Vendors have agreed to sell and our Company has agreed to purchase the Sale Shares free from all claims, liens, charges and encumbrances and with full legal and beneficial title, together with all rights attaching thereto (including all dividends and distributions, whether declared or undeclared, in respect thereof) with effect from the SSA Completion Date, in accordance with the terms and conditions contained in the SSA.

Upon completion of the Proposed Acquisition, NCT World will become a wholly-owned subsidiary of our Company.

2.2 Details of the Proposed Settlement

As at the LPD, NCT Venture had advanced a total sum of RM138.74 million to the NCT World Group and is expected to further advance up to RM11.26 million to the NCT World Group up to the SSA Completion Date for working capital purposes for the NCT World Group Projects. NCT Venture was incorporated on 19 September 2002 and is principally involved in investment holding and provision of management services. Dato' Sri YNC and Dato' YFC hold 80.0% and 20.0% equity interest respectively in NCT Venture. The directors of NCT Venture are Datuk Lum Kim Soong and Yeoh Siew Kim.

The details of the total advances of RM138.74 million extended by NCT Venture to the NCT World Group as at the LPD are as follows:

Companies	Date of advances	Amount extended (RM'000)	Purpose / Utilisation of advances	Balance@ (RM'000)
NCT World	September 2021 until the LPD	115,432	Mainly for payment of land and land related costs (i.e. legal fees) as well as to part finance the development cost for the NSIP Project	115,432
NLSB	January 2019 until the LPD	12,524	Mainly to part finance the development cost of the NSIP Project	12,524

Companies	Date of advances	Amount extended (RM'000)	Purpose / Utilisation of advances	Balance@ (RM'000)
BBSB	July 2008 until the LPD	2,502	Mainly to finance operating expenses (i.e. staff costs, administrative expenses and audit fees) (" Working Capital Purposes ")	2,502
NCSB	December 2013 until the LPD	8,260	To part finance land and land related cost as well as Working Capital Purposes	8,260
NCT Century	June 2020 until the LPD	20	Working Capital Purposes	20
Total		138,738		138,738

Note @: The Advances are unsecured, non-interest bearing and are repayable on demand. None of the advances had been repaid by the NCT World Group up until the LPD.

In addition, the remaining potential further advances of up to RM11.26 million are expected to be utilised for working capital purposes to defray the development cost of the NCT World Group Projects.

In accordance with the terms of the SSA, the Advances will be settled in the following manner:

- (i) the V1 Advances to be settled via the Proposed Settlement;
- (ii) in respect of the V2 Advances, our Company will procure NCT World and NLSB, a subsidiary of NCT World, to settle the same on or before 31 December 2029.

In the event NCT World and/or NLSB are unable to repay the V2 Advances in full by the said deadline, the parties shall negotiate in good faith and agree on further extensions thereto; and

- (iii) the NCT World Group will settle and repay the other remaining outstanding amount owing to the Vendors and their related companies, if any, such that the NCT World Group is free from any other advances from related parties (save for the V2 Advances) on or prior to the SSA Completion Date. As at the LPD, save for the Advances, the NCT World Group does not have any further outstanding amount owing to the Vendors and their related companies.

Please refer to **Appendix I** of this Circular for the salient terms of the SSA.

2.3 Information on the NCT World Group

NCT World, through its subsidiaries, namely NLSB, NCSB and BBSB, are mainly involved in property development.

NLSB is the developer of phases 1, 2 and 5 of the NSIP Project while NCSB is the developer of phases 3 and 4 of the NSIP Project.

BBSB has entered into the Delapan JDA with the landowner, Northern Gateway, to jointly develop the NIS Project. For information purposes, Northern Gateway was incorporated on 14 July 2004 and its principal activities consist of property holding, real property investment and other business incidental to free zone area. As at 5 December 2025, the total issued capital of Northern Gateway is RM100,000 and its sole shareholder is Northern Gateway Sdn Bhd (an indirect 99.99% subsidiary of the Ministry of Finance). The directors of Northern Gateway as at 5 December 2025 are Syaiful Hafiz bin Moamat Mastam, Razwin Sulairee bin HasnanTermizi and Muhammad Khairul Fuadi bin Hamdan.

As at the LPD, the Delapan JDA is still subject to the fulfilment of the Delapan Outstanding CP.

The conditions precedent of the Delapan JDA together with their respective status are as follows:

No.	Condition precedent of the Delapan JDA	Status
1.	Securing the written approval of the relevant authorities for the surrender for immediate re-alienation of the Delapan Land and the master block titles held by Northern Gateway	Pending
2.	The issuance of separate block titles for the Delapan Land (including ensuring that the category of land use and express conditions of such block titles are appropriate for the intended development)	Pending
3.	BBSB shall at its sole cost and expenses within 6 months from the finalisation of the NIS Project to:	
	i) prepare all the necessary forms, plans, documents, declarations whatsoever to facilitate the making and submission of the relevant applications by BBSB for and on behalf of Northern Gateway to the relevant authorities related to the conditions precedent attributable to Northern Gateway in the JDA;	Fulfilled on 3 August 2025
	ii) appoint the relevant consultants to prepare all such documentations or necessary supporting information, data, or report thereto;	Fulfilled on 16 December 2024
	iii) actively engage in negotiations, and communication with the relevant authorities for the purposes of securing the relevant approvals; and	Fulfilled on 3 August 2025
	iv) ensure that the planning permission shall be planned and drawn as not to contradict with the master planning permission for Delapan SBEZ (" Master Planning Permission "). Should any component of the project requires any amendments, variations, re-directions, or changes to the Master Planning Permission, BBSB shall firstly attempt to amend its planning permission so as to comply as close as possible with the Master Planning Permission and provided always that BBSB shall at all times ensure that its planning permission including any amendments, variations, redirections or changes shall as reasonably possible comply with the Master Planning Permission and in the event of any unavoidable conflict between the Master Planning Permission and the planning permission, the Master Planning Permission shall take precedent and prevail.	Fulfilled on 3 August 2025
4.	Northern Gateway shall assist BBSB to procure the approval from the authorities for the planning permission of the Delapan Land.	Fulfilled on 3 August 2025
5.	Northern Gateway shall use reasonable endeavour in obtaining the approvals of the appropriate authorities for that portion of the project determined, identified and agreed to between the parties to be gazetted as a free zone development.	Waived by the parties on 15 August 2025. ⁽ⁱ⁾

Note:

- (i) *The waiver was premised on the request by BBSB, where BBSB will have greater flexibility to market the NIS Project should it not be gazetted as a free zone development.*

For information purposes, Northern Gateway is in the midst of fulfilling the Delapan Outstanding CP where BBSB and Northern Gateway had, on 15 August 2025, mutually agreed on the extension of time to fulfil the Delapan Outstanding CP by 31 July 2026. Notwithstanding, Northern Gateway had granted a power of attorney to BBSB on 15 May 2024 for the development of the NIS Project where vacant possession to the development site has been handed to BBSB on 15 May 2024.

For information purposes, in addition to the above, the salient terms of the Delapan JDA includes, inter-alia, the following:

1) Consideration

- (i) Upon execution of the Delapan JDA BBSB shall pay to Northern Gateway an earnest deposit of Ringgit Malaysia Two Million Five Hundred Thousand (RM2,500,000.00) only (the “**Earnest Deposit**”).
- (ii) Upon obtaining the building plan approval for the whole or any phase of the NIS Project, whichever is the earlier, BBSB shall pay to Northern Gateway as part of the Consideration Ringgit Malaysia Two Million Five Hundred Thousand (RM2,500,000.00) only.
- (iii) The consideration payable to Northern Gateway shall be calculated based on a base price of Ringgit Malaysia Twenty-Three (RM23.00) only per square foot calculated against the gross area of the Delapan Land upon issuance of the Certificate of Completion and Compliance of the respective phases under the NIS Project.

2) Default and termination

2.1 Events of Default by BBSB prior to the Delapan JDA becoming Unconditional

BBSB shall be deemed to have committed an act of default where BBSB:-

- (a) is subject to an order made against it or a resolution passed for the winding up of BBSB, except for the purpose of reconstruction or amalgamation not involving the realisation of assets in which the interest of creditors is protected;
- (b) enters into liquidation or a receivership whether compulsorily or voluntarily or suffers its goods to be taken in execution or becomes insolvent;
- (c) makes an assignment for the benefit of its creditors or does any act which adversely affects its ability to fulfil its obligations under the Delapan JDA;
- (d) cause the execution to be levied against a substantial portion of BBSB’s assets, unless it has instituted proceedings in good faith to set aside such execution; or
- (e) fail, refuse, and/or neglect to pay the Earnest Deposit or fail to observe or perform any terms and conditions that it is required to be observed or performed under the Delapan JDA.

2.2 Events of Default by BBSB after the Delapan JDA becoming Unconditional

- (a) Where no work has commenced on the NIS Project, BBSB shall be deemed to have committed an act of default where BBSB:
 - (i) clause 2.1(a) - (e) are deemed repeated hereto and applicable;
 - (ii) fail, refuse, and/or neglect to pay the Second Payment or any other payments due under the Delapan JDA;

- (iii) fail, refuse, and/or neglect to make any payment for the purposes of the NIS Project imperative to be made and as is agreed and provided in the Delapan JDA to be paid by BBSB to the appropriate authorities; or
 - (iv) did not and/or fail or neglect to commence or complete any works of the NIS Project in accordance with the provisions of the Delapan JDA.
- (b) Where work has commenced on the NIS Project, BBSB shall be deemed to have committed an act of default where BBSB:
 - (i) items 2.1(a) to (e) are deemed repeated and applicable; or
 - (ii) fail, refuse, and/or neglect to complete the NIS Project within the Completion Period.

2.3 Right of Termination of the Delapan JDA by Northern Gateway

In the event of BBSB committing any or all of the act(s) of default as provided in item 2.1 and 2.2 above and BBSB fails to rectify such act(s) of default, Northern Gateway shall be entitled to terminate the Delapan JDA.

2.4 Default by Northern Gateway

Save for any act(s) of default by BBSB, Northern Gateway fails, refuse, and/or neglect to comply with any or all of the covenants, terms and/or conditions of the Delapan JDA, BBSB shall be entitled to:

- (i) seek the judicial relief of specific performance against Northern Gateway;
- (ii) claim for all damages suffered by BBSB arising and related to Northern Gateway's failure, refusal, and/or neglect to comply with the Delapan JDA; and
- (iii) to claim for indemnity for all cost and expenses including solicitors' cost (on solicitor-client basis) incurred by BBSB in seeking enforcement of the Delapan JDA.

The brief information of the NCT World Group Projects are as follows:

(a) NSIP Project

The NSIP Project is intended to be developed into a smart MIP featuring a range of modern industrial premises complemented by commercial components. Upon completion, NSIP will have features such as inter-alia ready built factories, workers' accommodation, landscaped green zones, along with supporting facilities and amenities, including a global centre that will house among others an Industrial Revolution 4.0 ("IR 4.0") upskilling centre, an investment solution centre, a business accelerator centre, an intelligent operation command centre and clubhouse facilities. NSIP intends to integrate IR 4.0 smart technologies such as artificial intelligence, internet of things technology, cloud computing and state of the art security and communication systems with ESG practices.

In addition, NSIP has also been awarded a provisional GreenRE Bronze certificate on 10 October 2023. The park is intended to cater to diverse industries, including electrical and electronic, semi-conductor, smart logistics and IR 4.0 inspired industries.

The NSIP Project is an on-going development within IDRIS. IDRIS is one of the geographic-focused development in Selangor as stipulated by the First Selangor Plan 2021 – 2025, which represents a post-pandemic initiative to stimulate economic growth and development in Selangor state through integrated investments by private developers with support from the state government and backed by federal and state incentives. The proposed development of IDRIS spans a total land size of circa 40,000 acres and has an estimated GDV of RM1 trillion.

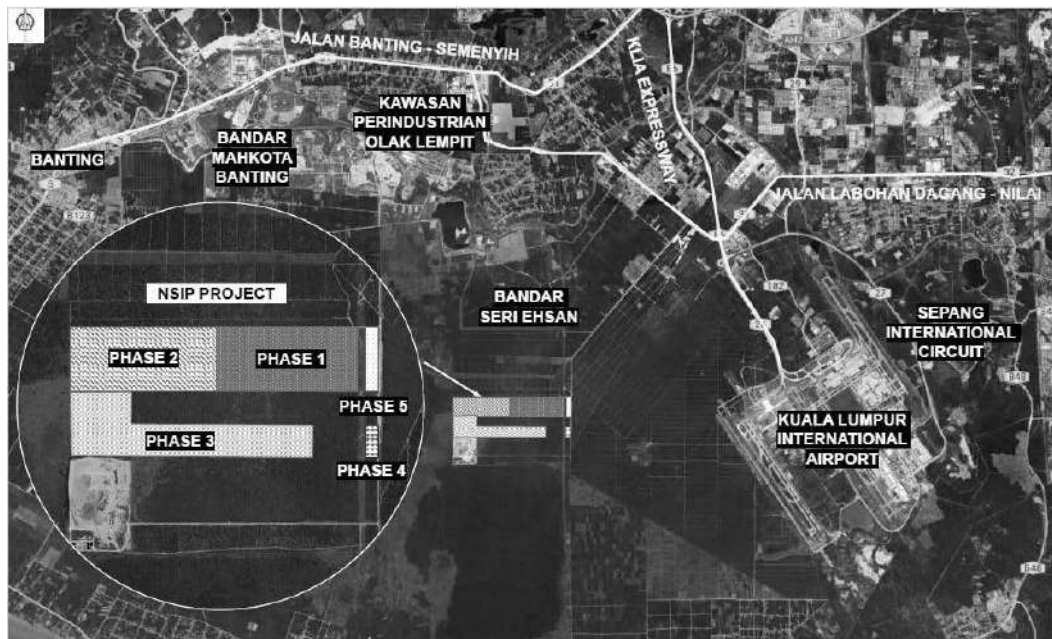
The NSIP Project is strategically located in outer Klang Valley (within Kuala Langat district) and accessible via many major roads and highways. It is within close proximity to the KLIA, the central hub for the air cargo terminal, which is located approximately 14km driving distance away and Port Klang (ASEAN's 2nd busiest port) is in the immediate north of Carey Island in Kuala Langat district.

The immediate development phases of the NSIP Project (i.e. phases 1, 2, 3 and 5) have a total GDV of approximately RM4.20 billion and are expected to be developed over a period of approximately four (4) years.

The NCT World Group had commenced the development of phase 1 of the NSIP Project in April 2023, which is spread across 230.09 acres of land, with a GDV of approximately RM1.82 billion and is expected to be completed in 2027. The development of phases 2, 3 and 5 of the NSIP Project, with an aggregate GDV of approximately RM2.38 billion is progressing in accordance with NCT World Group's plans. The development works for phase 2 of the NSIP Project have commenced in November 2025 while the development works for phases 3 and 5 of the NSIP Project have commenced in June 2025. The development work for the aforesaid phases is expected to be completed progressively by the 1st half of 2029. Phase 4 of the NSIP Project is intended to be developed later, the timing of which has not been determined at this juncture. Sales for phase 1 of the NSIP Project was launched in April 2023 while the sales for phases 2 and 3 of the NSIP Project were launched in July 2025. The sales for phase 5 of the NSIP Project is expected to be launched by the 1st half of 2026.

The estimated GDC for phase 1 of the NSIP Project amounts to RM1.11 billion, of which RM551.89 million has been incurred as at the LPD. As at the LPD, the aggregate estimated GDC for phases 2, 3 and 5 amounts to RM1.10 billion.

The location of the NSIP Project is marked in the map below:



(b) NIS Project

The NIS Project is intended to be developed into a smart MIP featuring both modern industrial premises and commercial components on the Delapan Land, which forms part of the Delapan SBEZ. The Delapan SBEZ involves a 4,400-acre integrated industrial and commercial development located at Bukit Kayu Hitam, Kedah and is master-planned by Northern Gateway under the Ministry of Finance.

The NIS Project's location within the immediate proximity to the Malaysia-Thailand border and the Bukit Kayu Hitam–Sadao Immigration, Customs, Quarantine and Security complex offers unparalleled access to one of Southeast Asia's busiest land trade gateways.

Based on the approved development plans of the NIS Project, it shall comprise a combination of terrace, cluster, semi-detached and detached factory lots, shop/offices, commercial retail lots as well as a duty free complex together with other supporting facilities and amenities with an indicative GDV of approximately RM604.61 million and is envisaged to be developed in phases over a period of approximately six (6) years where development works has commenced in September 2025. At present, the category of land use for the NIS Project land is "Agriculture" and as at the LPD, the relevant application for the conversion of land use has yet to be submitted. Nonetheless, in accordance with the terms of the Delapan JDA, the premium payable for the conversion of the category of land use shall be borne by the Landowner. The remaining estimated GDC for the NIS Project as at LPD is RM478.39 million where the NIS Project is anticipated to complete progressively by the 4th quarter of 2030.

For information purposes, the NIS Project has been issued a provisional GreenRE Silver certificate on 10 February 2025. Once completed, the NIS Project will feature energy-efficient designs and will be constructed via the utilisation of environmentally friendly materials and in accordance with green building practices. Envisioned as Kedah's first smart MIP, the NIS Project will incorporate advanced intelligent systems to enhance operational efficiency, featuring smart infrastructure, real-time digital monitoring and automated facilities management.

The location of the NIS Project is marked in the map below:



Both the NSIP Project and the NIS Project are being developed as MIPs and are strategically positioned within economic development regions established under various Government initiatives. Please refer to **Section 5.5 of Part A** of this Circular for further information regarding Government initiatives in respect of industrial property development.

The subsidiaries of NCT World as at the LPD are as follows:

Name of company	Equity interest (%)	Principal activities
NLSB	99.34 ⁽¹⁾	Property development
NCSB	100.0	Property development
BBSB	100.0	Property development

Name of company	Equity interest (%)	Principal activities
NCT Century ⁽²⁾	100.0	Investment holding
NCT AI ⁽²⁾	100.0	Provision of digital transformation and energy-saving solutions as well as artificial intelligence based analytics and automation
NCT Smart Management ⁽²⁾	100.0	Provision of project management services

Notes:

(1) NLSB became a subsidiary of NCT World following the subscription by NCT World of new ordinary shares in NLSB on 1 November 2021. Accordingly, the equity interest of the remaining shareholders of NLSB, namely the Vendors, was diluted to 0.66% following the subscription. The Vendors intend to retain their 0.66% equity interest in NLSB as part of their personal investment decision.

(2) As at the LPD, NCT Century, NCT AI and NCT Smart Management have yet to commence operations.

It is the intention for NCT Smart Management to be appointed as the IPM for the management and maintenance of the common areas within the NSIP Project and NCT AI to be appointed as the service provider to maintain the digital related infrastructure for the NSIP Project.

As at the LPD, the NCT World Group has a total of 88 employees and is expected to increase to approximately 100 employees in anticipation of the expected appointment of NCT Smart Management for the management and maintenance of the common areas within the NSIP Project and NCT AI as the service provider for the NSIP Project. The key personnel of the NCT World Group who are overseeing the development of the NSIP Project and the NIS Project is as follows:

(1) Mong Meng Wei (“**MMW**”), Chief Operating Officer (“**COO**”)

MMW, age 45, graduated with a Bachelor of Architecture in August 2005 from Universiti Malaya. MMW has over twenty (20) years of experience in project planning, product and project development as well as construction management.

He was previously employed by Park & Associate Pte Ltd (2005 – 2007), City Development Limited (2007 – 2010), Guocoland Limited (2010 – 2013) and OSK Property Holdings Berhad (2014 – 2025). During his previous employments, MMW was involved in the development of various projects with GDV in excess of RM10.0 billion, including You City in Cheras, Pan’gaea in Cyberjaya, Tanjong Pagar Center (now known as Guoco Tower) in Singapore as well as Grand Millenium Hotel in Abu Dhabi.

As the COO of the NCT World Group, he oversees the overall project planning which includes business strategy, project planning, contract negotiation, progress monitoring, sales and marketing strategies, budget and cost monitoring, quality control as well as overseeing the construction works.

(2) Lim Lee Hock (“**LLH**”), General Manager of the NSIP Project

LLH, age 47, graduated with a Bachelor of Architecture in August 2003 from Universiti Teknologi Malaysia. He is an architect licensed under the Board of Architects Malaysia and is a Green Building Index facilitator. LLH has over twenty (20) years of experience in project development, construction management and feasibility analysis.

He was previously employed by Arkitek Tenggara Sdn Bhd (2004 – 2007), The Architectural Network (2007 – 2012), Wing Tai Malaysia Sdn Bhd (then known as Wing Tai Malaysia Berhad) (2012 – 2014), Hap Seng Consolidated Berhad (2014 - 2015), Lei Shing Hong Limited (2015 – 2019), Uni Wall Properties Sdn Bhd (2020 – 2021), AME Development Sdn Bhd (2021 – 2022) and Sunsuria Berhad (2022 – 2024).

During his previous employments, he was involved in the development of various projects in Malaysia, Vietnam and Cambodia. Some of the notable projects in Malaysia that he was involved in include GTower and Le Nouvel KLCC in Kuala Lumpur, as well as i-Park @ Senai Airport City in Johor.

As the general manager of the NSIP Project, he is mainly responsible for the on-going development, progress monitoring and coordination with all the relevant stakeholders of the NSIP Project. As a Green Building Index facilitator, he is also instrumental in the planning and development of NSIP's GreenRE initiatives.

(3) Kee Lian Cherng ("**KLC**"), General Manager of the NIS Project

KLC, age 49, graduated with a Bachelor of Engineering in June 1999 from The University of Leeds and obtained his Master of Business Administration from The University of Leeds in November 2000. KLC has over twenty-five (25) years of experience in project planning, property development and management.

He was previously employed by Latimer Corporation Sdn Bhd (2000 – 2002), Berakan Jurutera Perunding Sdn Bhd (2002 – 2007), Sunwaymas Sdn Bhd (2007 – 2009), Glorade Sdn Bhd (2010-2011), Tropicana Golf & Country Club Berhad (2011 – 2012), IJM Properties Sdn Bhd (2012 - 2015), IJM Management Services Sdn Bhd (2015 – 2018), Asas Panorama Sdn Bhd (2018 – 2021) and FBG Land Sdn Bhd (2021 – 2024). During his previous employments, he was involved in the development of the Malaysia-China Kuantan Industrial Park as well as a centralized labour quarters in Negeri Sembilan.

As the general manager of the NIS Project, he is mainly responsible for the on-going development, progress monitoring and coordination with all the relevant stakeholders of the NIS Project.

Further details of the NCT World Group and the NCT World Group Projects are set out in **Appendix II** of this Circular.

2.4 Information on the Vendors

(a) Dato' Sri YNC

Dato' Sri YNC, Malaysian, aged 68, is a shareholder and director of NCT World.

Dato' Sri YNC is the Executive Chairman and Group Managing Director of our Company and also our Major Shareholder through his direct and indirect interest via YBG Yap which holds 46.09% equity interest in our Company as at the LPD. Since his appointment to the Board on 22 August 2019, Dato' Sri YNC has been instrumental in the growth of the property development business of our Group where he is primarily involved in the overall management oversight and formulating the business direction and growth of our Group.

Dato' Sri YNC is the brother of Dato' YFC.

(b) Dato' YFC

Dato' YFC, Malaysian, aged 63, is a shareholder and director of NCT World.

Dato' YFC is the Group Executive Director of our Company and also our Major Shareholder through his direct and indirect interest via YBG Yap, which holds 46.09% equity interest in our Company as at the LPD. Since his appointment to the Board on 22 August 2019, Dato' YFC has been overseeing the overall management and operation of our Group to ensure that our Group is able to implement our property development projects successfully.

Dato' YFC is the brother of Dato' Sri YNC.

In addition to their respective shareholdings in NCT World, Dato' Sri YNC and Dato' YFC are also directors and/or substantial shareholders in private companies which are mainly involved in property development ("**Private Property Companies**") as well as other private companies which are mainly dormant or involved in various principal activities such as construction, trading in building materials, hospitality and renewable energy ("**Other Private Companies**").

The details of the Private Property Companies and Other Private Companies are as follows:

No.	Name of company	Dato' Sri YNC		Dato' YFC	
		Position	Equity interest	Position	Equity interest
1.	YBG Yap	Shareholder / Director	80%	Shareholder / Director	20%
2.	NCT Venture	Shareholder	80%	Shareholder	20%
	Subsidiaries of NCT Venture:				
	- Galeri Tropika Sdn Bhd	-		-	
	- NCT Capital Sdn Bhd ⁽ⁱ⁾	Director		Director	Property development
	- NCT United Development Sdn Bhd	-		-	Property development
	- Pembinaan Maka Cemerlang Sendirian Berhad	-		-	Property development
	- Ion Delemen Hospitality Sdn Bhd	Director		Director	Operation of hotel
	- Ion Delemen Properties Sdn Bhd ⁽ⁱ⁾	Director		Director	Operation of hotel
	- Ion Majestic Hospitality Sdn Bhd	Director		Director	Hotel operator
	- NCT Building & Civil Engineering Sdn Bhd	-		-	General construction
3.	NCT Square Development Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%
4.	Pembinaan Mentari Jati Sendirian Berhad ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%
5.	Pramulia Development Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%
6.	Treeville Resort Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%
7.	NCity Holdings Sdn Bhd	Shareholder / Director	30%	-	-
	Subsidiary of NCity Holdings Sdn Bhd:				
	- Skill Forward Solutions Sdn Bhd	Director		Director	Investment holding
8.	Arena Ceria Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%
9.	NCT Horizon Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%

Training and consultancy services

Renewable energy, investment holding and general trading

To build hospital and to provide healthcare facilities and services

No.	Name of company	Dato' Sri YNC		Dato' YFC		Principal activities
		Position	Equity interest	Position	Equity interest	
10.	Tropika Utilities Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%	To provide water supply services, construct conveniences of public utilities and other related activities
11.	SNY Bina Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	General contractor
12.	NCT Project Management Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	50%	Shareholder / Director	50%	Project manager and building contractor
13.	NCT Tiling Sdn Bhd ⁽ⁱ⁾	Director	-	Director	-	Laying, tiling, hanging or fitting in building or other construction projects of various types of materials
	Subsidiaries of NCT Tiling Sdn Bhd					General trading
	- NCT Resources Sdn Bhd ⁽ⁱ⁾	Director		Director		Trading of tiles, building materials and tiling contractor
	- NCT Distributor Sdn Bhd ⁽ⁱ⁾	Director		Director		
14.	NCT Alameda Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	Investment holding
15.	Frexcess Global Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	Investment holding and other information service activities
16.	PLNC Holdings Sdn Bhd	Shareholder / Director	100%	-	-	Investment holding
17.	Nicety Tiling Company ⁽ⁱ⁾	Sole proprietor	100%	-	-	Tiling contractor
18.	First Reliance Target Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	To carry on the business of proprietors and operators of any theme park
19.	NCT Leisure Management Sdn Bhd	Shareholder / Director	78.90%	Shareholder / Director	19.70%	To carry on the business of food and beverage operation (restaurants, café, bars) and merchandise retail
20.	NCT Millennium Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	Trading in computer hardware, accessories and related services

No.	Name of company	Dato' Sri YNC		Dato' YFC		Principal activities
		Position	Equity interest	Position	Equity interest	
21.	Mega Cosmos East Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80.80%	Shareholder / Director	19.20%	Wholesaler of tiles and building materials
22.	NCT Unity Technology Development Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	Other management consultancy activities
23.	Jras Media Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	Advertising and media time
24.	Winesco Media Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%	Advertising and media time
25.	Pilihan Lampiran Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	To carry on business of providing solutions and services related to web-technologies, Internet and e-commerce
26.	Bayu Bidara Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%	i) To carry on the business of developing, patenting, licensing, and commercializing disruptive technology in the field of electricity generation and energy efficiency systems and cutting-edge generators; ii) Trading, manufacturing and selling of the cutting-edge generators/systems and related system products; iii) Investment holding
27.	Gemilang Wibawa Sdn Bhd	-	-	Shareholder / Director	70%	Provision of labour force and rental of machinery
28.	My Tourism Travel Sdn Bhd	-	-	Shareholder / Director	50%	Travel and tours
29.	Global View Agency Sdn Bhd	-	-	Shareholder / Director	50%	General insurance business

Note:

(i) As at the LPD, these companies are currently dormant.

As at the LPD, save for NCT, they do not hold any directorship and/or substantial shareholding in other Malaysian public listed companies.

For information purposes, any potential conflict of interest situation which may arise from Dato' Sri YNC and Dato' YFC's involvement in the Private Property Companies will be mitigated after taking into consideration that the Private Property Companies do not have any ongoing property development projects as well as any further landbank for property development, save for one (1) remaining piece of land held by Pramulia Development Sdn Bhd ("**PDSB**") which is presently being developed by the NCT Group pursuant to a joint venture arrangement between PDSB and the NCT Group on 20 September 2021. Hence, the involvement of Dato' Sri YNC and Dato' YFC in the Private Property Companies will not be detrimental to the interest of the NCT Group and/or the non-interested shareholders of NCT.

In addition, Dato' Sri YNC's and Dato' YFC's potential conflict of interest arising from their involvement in the Other Private Companies will similarly be mitigated as these companies are not involved in property development activities and the majority of such companies are currently dormant. In addition, Dato' Sri YNC and Dato' YFC are not involved in the day-to-day operations of these companies and are merely providing strategic directions which allows Dato' Sri YNC and Dato' YFC to focus their time and effort on the NCT Group and do not compromise on their commitment to serve the NCT Group.

Since the appointment of Dato' Sri YNC and Dato' YFC as Directors of our Company in 2019, our Group has been focusing on implementing our property development projects which in turn has allowed our Group to grow and maintain our performance in terms of revenue and profit after tax attributable to the owners of our Company, as tabulated below:

	FYE 31 December					
	2019	2020	2021	2022	2023	2024
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	69,416	76,896	209,887	241,311	279,479	258,198
PATAMI	2,648	5,626	33,731	44,179	37,881	34,504

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2.5 Mode of settlement of the Purchase Consideration

2.5.1 Proposed Acquisition

Pursuant to the terms of the SSA, the Purchase Consideration will be satisfied in the following manner:

- (i) Up to RM50.0 million via the issuance and allotment of up to 104,166,667 Consideration Shares at the Share Issue Price as follows:
 - (a) 75,552,570 Consideration Shares ("**Completion Consideration Shares**") which is equivalent to RM36.27 million out of the entire Purchase Consideration, to be issued and allotted to the Vendors on the SSA Completion Date; and
 - (b) 28,614,097 NIS Consideration Shares, which represent the NIS Project Consideration, to be issued and allotted to the Vendors on the SSA Completion Date or upon the Delapan JDA becoming unconditional, whichever is later.

As set out in **Section 2.3 of Part A** of this Circular, the Delapan JDA is currently pending fulfilment of the Delapan Outstanding CP. In the event the Delapan Outstanding CP is not fulfilled within the timeframe stipulated in the Delapan JDA or the Delapan JDA is terminated in accordance with the terms of the Delapan JDA, the Purchase Consideration will be adjusted to exclude the NIS Project Consideration and the NIS Consideration Shares will not be issued and allotted to the Vendors;

- (ii) RM440.26 million via the issuance and allotment of 917,201,496 Consideration RCPS at the RCPS Issue Price to be issued and allotted to the Vendors on the SSA Completion Date,

as summarised in the table below:

Vendor	Shareholding in NCT World (%)	Consideration Shares (Up to)						Total consideration RM
		Consideration RCPS		Completion Consideration Shares		NIS Consideration Shares		
		No.	RM	No.	RM	No.	RM	
Dato' Sri YNC	80.0	733,761,197	352,205,375	60,442,056	29,012,187	22,891,277	10,987,813	392,205,375
Dato' YFC	20.0	183,440,299	88,051,343	15,110,514	7,253,047	5,722,820	2,746,953	98,051,343
Total	100.0	917,201,496	440,256,718	75,552,570	36,265,234	28,614,097	13,734,766	490,256,718

The number of the Consideration RCPS to be issued and allotted pursuant to the Proposed Acquisition complies with Paragraph 6.50 of the Listing Requirements whereby the number of new NCT Shares which will arise from the conversion of all outstanding convertible securities (comprising the Consideration RCPS and the outstanding ESOS Options) will not exceed 50% of the total number of issued NCT Shares (excluding Treasury Shares) at all times.

The part satisfaction of the Purchase Consideration of RM440.26 million via the Consideration RCPS will allow our Group to achieve, among others, the following advantages:

- a) mitigate excessive immediate dilutive impact to our Group's earnings which would otherwise arise from the issuance of new NCT Shares. As the Consideration RCPS has the right to receive preferential dividend of 6.50%, our Company is of the view that this may encourage holders of the RCPS to not immediately convert their Consideration RCPS;
- b) conserve our Group's cash resources wherein our existing cash and bank balances can be utilised for working capital requirements of the NCT World Group Projects;
- c) assist in our Group's overall financial strategy as the Consideration RCPS shall only be mandatorily converted into new NCT Shares on the RCPS Maturity Date (which is on the fifth (5) anniversary from the date of issuance) and this will provide sufficient time and opportunity for our Group to grow our earnings and strengthen our asset base to mitigate the dilutive impact from the conversion of the Consideration RCPS;
- d) subject to our Group's cashflow position and working capital availability, pursuant to the terms of the Consideration RCPS, our Company has the sole discretion to redeem the Consideration RCPS at any time during the tenure of the Consideration RCPS, a flexibility which is not available to our Company under the issuance of new NCT Shares;
- e) potential to maintain a higher level of trading liquidity for the NCT Shares given that our Company's public shareholding spread upon completion of the Proposals (prior to the conversion of the Consideration RCPS) would be 42.24%, as opposed to 29.59% had the Purchase Consideration been satisfied entirely via the issuance of new NCT Shares; and
- f) better management of our Group's gearing as the Consideration RCPS are classified as equity instrument.

The salient terms of the NCT RCPS are set out in **Appendix III** of this Circular

2.5.2 Proposed Settlement

Pursuant to the terms of the SSA, the V1 Advances will be settled via the issuance and allotment of the Settlement Shares at the Share Issue Price on the SSA Completion Date. NCT Venture has nominated the Vendors to receive the Settlement Shares in proportion to their respective shareholding in NCT Venture as follows:

	Shareholding in NCT Venture (%)	No. of Settlement Shares
Dato' Sri YNC	80.0	83,333,334
Dato' YFC	20.0	20,833,333
Total	100.0	104,166,667

2.6 Basis and justification for the Purchase Consideration

The Purchase Consideration was arrived at on a willing buyer-willing seller basis after taking into consideration, inter-alia, the following:

- (a) the aggregate market value of the NCT World Group Projects of RM1,000.90 million ("**Market Value**") as appraised by Knight Frank vide the Valuation Certificate.

The valuation of the NCT World Group Projects was appraised by Knight Frank using methodologies as detailed in **Section 10 of Appendix II** of this Circular on the Valuation Date, which includes (where applicable):

- (i) income approach by residual method ("**Residual Method**"). The Residual Method is based on the premise that the price which a purchaser can pay for a property is the present value of the surplus amount or residual value after deducting out the full cost of development and profit from the sales proceeds of the completed development, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the current market value; and/or
- (ii) comparison method of valuation ("**Comparison Approach**"). The Comparison Approach considers the sales of similar or substitute properties and related market data and establishes a value estimate by adjustments made for differences in factors that affect value. In general, a property being valued (subject property) is compared with sales of similar properties that have been transacted in the open market. Listings and offers may also be considered.

For avoidance of doubt, the market value of the NCT World Group Projects as set out in the Updated Valuation Certificate in **Appendix VIII** of this Circular is for information purposes only as the Purchase Consideration has already been determined upon execution of the SSA based on the cut-off date as at 31 May 2025.

- (b) the adjusted unaudited NA of the NCT World Group as at 31 May 2025 of RM490.26 million after taking into consideration the revaluation surplus arising from the valuation of the NCT World Group Projects and the deferred tax amount arising thereof.

The adjusted unaudited NA of the NCT World Group as at 31 May 2025 was arrived at as follows:

	RM'000	RM'000
Unaudited NL of the NCT World Group as at 31 May 2025		(708)
Add: Net revaluation surplus of the NSIP Project ⁽¹⁾	477,230	
Add: Net revaluation surplus of the NIS Project ⁽¹⁾	13,735	490,965
Adjusted unaudited NA of the NCT World Group		490,257

Note:

- 1) The net revaluation surplus of the NCT World Group Projects is computed as follows:

	NSIP Project	NIS Project
	RM'000	RM'000
Market value	982,000	18,900
Less: Unaudited NBV as at 31 May 2025	(351,306)	(828)
Revaluation surplus	630,694	18,072
Less: Deferred tax on the revaluation surplus	(151,367)	(4,337)
Net revaluation surplus	479,327 ⁽ⁱ⁾	13,735
Effective net revaluation surplus	477,230 ⁽ⁱⁱ⁾	13,735

Notes:

- (i) Being the net revaluation surplus of the NSIP Project (held under NLSB and NCSB) based on the market value ascribed by Knight Frank.
 - (ii) Computed based on the aggregate net revaluation surplus of NLSB of RM317.72 million based on NCT World's 99.34% equity interest in NLSB and NCSB of RM161.61 million, based on NCT World's 100% equity interest in NCSB.
- (c) the rationale and benefits of the Proposed Acquisition as set out in **Section 4** of **Part A** of this Circular.
 - (d) the industrial property market outlook and prospects of the NCT World Group as set out in **Sections 5.2, 5.3, 5.4, 5.5** and **5.6** of **Part A** of this Circular.

2.7 Basis and justification for the Share Issue Price, the RCPS Issue Price and the RCPS Conversion Price

The Share Issue Price, the RCPS Issue Price and the RCPS Conversion Price[@] were determined on a willing buyer-willing seller basis and fixed by the Board after taking into consideration the five (5)-day VWAP of NCT Shares up to and including the LTD of RM0.4777.

[@] Based on the RCPS Issue Price and the conversion ratio of one (1) NCT RCPS into one (1) new NCT Share (in accordance with the salient terms of the NCT RCPS as set out in **Appendix III** of this Circular), the effective conversion price is RM0.48 for each new NCT Share.

The premium / (discount) of the Share Issue Price and the RCPS Issue Price to the 5-day, 1-month, 3-month, 6-month and 12-month VWAP of NCT Shares up to the LTD are as follows:

	VWAP (RM)	Premium/(Discount)	
		RM	%
5-day	0.4777	0.0023	0.48
1-month	0.4771	0.0029	0.61
3-month	0.4785	0.0015	0.31
6-month	0.4772	0.0028	0.59
12-month	0.4844	(0.0044)	(0.91)

The Board (save for the Interested Directors) is of the view that the Share Issue Price and the RCPS Issue Price are justifiable after taking into consideration the Share Issue Price and the RCPS Issue Price represent a premium of 0.48% over the five (5)-day VWAP of NCT Shares up to and including the LTD of RM0.4777.

2.8 Ranking of the Consideration Shares, the Settlement Shares, the new NCT Shares to be issued upon conversion of the Consideration RCPS and the Consideration RCPS

The Consideration Shares and Settlement Shares shall, upon issuance and allotment, rank equally in all respects with the then existing issued NCT Shares, save and except that such new NCT Shares shall not be entitled to any dividends, rights, benefits, entitlement, allotments and/or any other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of issuance and allotment of the Consideration Shares and Settlement Shares.

The new NCT Shares to be issued upon conversion of the Consideration RCPS shall, upon issuance and allotment, rank equally in all respects with the then existing NCT Shares, save and except that such new NCT Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of issuance and allotment of such new NCT Shares.

The Consideration RCPS will be unsecured and shall rank equally in all respects among themselves. The Consideration RCPS shall rank behind all secured and unsecured debt obligations of our Company.

The Consideration RCPS shall rank in priority to the NCT Shares in any repayment of capital in the event of liquidation, dissolution or winding-up of our Company, provided that the Consideration RCPS holders shall not be entitled to participate in any surplus capital, assets or profits of our Company.

2.9 Listing and quotation for the Consideration Shares, the Settlement Shares and the new NCT Shares to be issued upon conversion of the Consideration RCPS

The Consideration RCPS will not be listed, quoted or traded on Bursa Securities or any other stock exchange.

Bursa Securities had, vide its letter dated 5 December 2025 granted its approval for the listing and quotation of the Consideration Shares, the Settlement Shares and 917,201,496 new NCT Shares to be issued upon conversion of the Consideration RCPS. Bursa Securities' approval is subject to the conditions as set out in **Section 8 of Part A** of this Circular.

2.10 Liabilities to be assumed

Our Company will not assume any additional liabilities (including contingent liabilities and/or guarantees (if any)) pursuant to the Proposed Acquisition save for the estimated further advances of up to RM11.26 million as set out in **Section 2.1 of Part A** of this Circular.

2.11 Additional financial commitment

Save for the estimated remaining development costs of RM2.13 billion to be incurred for the NCT World Group Projects as at the LPD, our Group is not expected to incur any material additional financial commitment pursuant to the Proposed Acquisition. The estimated remaining development costs of RM2.13 billion is expected to be incurred progressively during the development of the NCT World Group Projects, where all the phases of the NSIP Project are expected to be completed indicatively by 1st half of 2029 whilst all the phases of the NIS Project are expected to be completed indicatively by 4th quarter of 2030.

Our Group intends to fund the remaining development costs to be incurred for the NCT World Group Projects via a combination of internally generated funds, bank borrowings and/or progress billings, the exact breakdown of which shall be determined at a later date after taking into consideration the gearing level of our Group, interest costs as well as internal cash requirements for our Group's business operations.

2.12 Public shareholding spread

Pursuant to Paragraph 8.02(1) of the Listing Requirements, at least 25.00% of our Company's total listed shares or such lower percentage accepted by Bursa Securities if it is satisfied that such lower percentage is sufficient for liquid market in such securities, are required to be in the hands of public Shareholders.

The effects of the Proposed Acquisition and the Proposed Settlement on the public shareholding spread of our Company based on the assumptions for the Minimum Scenario and Maximum Scenario as described in **Section 7 of Part A** of this Circular are illustrated in the table below:

	As at the LPD	Upon completion of the Proposed Acquisition and Proposed Settlement		Upon conversion of the Consideration RCPS	
		Minimum Scenario	Maximum Scenario	Minimum Scenario	Maximum Scenario
Public shareholding spread	46.78%	42.24%	42.67%	29.59%	29.95%

Pursuant to the above, our Company will still be in compliance with Paragraph 8.02(1) of the Listing Requirements upon completion of the Proposed Acquisition and Proposed Settlement as well as upon conversion of the Consideration RCPS.

2.13 Take-over implication

The Vendors, namely Dato' Sri YNC and Dato' YFC, are the shareholders of YBG Yap, the controlling shareholder of our Company.

As at the LPD, YBG Yap holds 46.09% equity interest in our Company. YBG Yap, together with its PACs (including Dato' Sri YNC, Dato' YFC and Yap Pui Yee) hold in aggregate 53.22% equity interest in our Company.

Following the issuance and allotment of the Consideration Shares and the Settlement Shares, the direct shareholding of Dato' Sri YNC and Dato' YFC in our Company will increase from 4.09% and 3.03% respectively to 11.47% and 4.68% respectively while the collective shareholding of YBG Yap and its PACs will increase to an aggregate of 57.76%.

In the event all the Consideration RCPS are converted into new NCT Shares by Dato' Sri YNC and Dato' YFC, the equity interest of Dato' Sri YNC and Dato' YFC in our Company may increase up to 32.0% and up to 9.27% respectively while the collective shareholding of YBG Yap and its PACs will increase to an aggregate of up to 70.41%.

Accordingly, YBG Yap together with its PACs and each of Dato' Sri YNC and Dato' YFC will not trigger any obligation under the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia.

2.14 Original date and cost of investment by the Vendors

The original date and cost of investment by the Vendors in NCT World are as follows:

<u>Name of company</u>	<u>Date of investment</u>	<u>No. of NCT World Shares acquired</u>	<u>Cost of investment</u>
			RM
NCT World	13 March 2019	100	100

2.15 Details of the RRPT mandate

NLSB had issued letters of award to NBCE, a wholly-owned subsidiary of NCT Venture, for the construction works of the NSIP Project, a summary (as at LPD) of which are as follows:

<u>Contract awarder</u>	<u>Party accepting the contract</u>	<u>Details of the contract</u>	<u>Date of letter of award @</u>	<u>Contract value</u>	<u>Contract tenure</u>
				RM'000	
NLSB	NBCE	The construction and completion of main building works, external works within boundary and associated works as well as infrastructure works for phase 1 of the NSIP Project	Comprising 17 letters of award from March 2023 to November 2025	766,061	Up to 24 months, i.e. up to June 2027
NLSB	NBCE	The construction and completion of earthworks, earthfill surcharge and site clearance works for phase 2 of the NSIP Project	12 March 2025	109,838	30 August 2026
NLSB	NBCE	The construction and completion of earthworks, earthfill surcharge and site clearance works for phase 5 of the NSIP Project	12 March 2025	1,921	30 May 2026

@ The construction contracts were awarded via multiple letters of award as the NSIP Project is undertaken in phases and involves different construction works such as earthworks, piling, building works and infrastructure works.

The enlarged NCT Group may enter into additional RRPTs with NBCE and/or other companies held by Dato' Sri YNC and Dato' YFC after the completion of the Proposed Acquisition, which are necessary to facilitate the enlarged NCT Group's day-to-day operations. In this respect, NCT is proposing to seek the approval for the Proposed New Shareholders' Mandate from the Shareholders at our forthcoming EGM concurrently with the Proposals, details of which are set out in **Part C** of this Circular.

3. PROPOSED AMENDMENTS

Our Company proposes to undertake the Proposed Amendments in conjunction with the Proposed Acquisition to facilitate the issuance and allotment of the Consideration RCPS.

Details of the Proposed Amendments are set out in **Appendix IV** of this Circular.

4. RATIONALE AND BENEFITS OF THE PROPOSALS

4.1 Proposed Acquisition

Our Group is principally involved in property development business. Based on our Group's total landbank of approximately 495 acres (as at the LPD), approximately 395 acres are currently under development with total estimated GDV of approximately RM5.36 billion while the balance 100 acres located at Putatan, Sabah are earmarked for future development. As at the LPD, our Group's main on-going property development projects (comprising primarily residential and commercial development) are as follows:

Project name	Location / Land size	Details of development	Estimated GDV/GDC RM'million	Estimated / Actual commencement date / Estimated completion date	% of completion as at the LPD
Ion Borneo Garden	11.2 acres of leasehold land at Penampang, Sabah	121 units of 3-storey terraced houses to be developed in 2 phases over a development period of 3 years	175.50 / 95.30	2026 / 2029	-
Ion Marina Bay	249.7 acres of leasehold land at Putatan, Sabah	Mixed development of residential and commercial spaces including single and double storey terrace houses and commercial shop lots to be developed in 3 phases over a development period of 9 years	3,400.0 / 2,300.0	2026 / 2035	-
Ion Estuary Park	26.4 acres of leasehold land at Ayer Keroh, Melaka	Mixed development of serviced apartments and commercial units to be developed in 5 phases over a development period of 4 years	1,524.75 / 1,371.45	2026 / 2030	-
Ion Belian Garden	105 acres of freehold land at Batang Kali, Selangor	Mixed development of single storey terrace houses and commercial shop lots to be developed in 3 phases over a development period of 5 years	262.80 / 168.44	November 2023 / 2028	56%

Project name	Location / Land size	Details of development	Estimated GDV/GDC	Estimated / Actual commencement date / Estimated completion date	% of completion as at the LPD
Batu Kawan centralised labour quarters	2.3 acres of freehold land at Batu Kawan, Penang	18-storey, 300 units of purpose-built workers accommodation	-(i) / 131.30	2026 / 2028	-

Note:

- (i) There is no estimated GDV for the Batu Kawan centralised labour quarters as the property is intended to be operated by our Group as an investment property.

In this respect, it is our Group's strategic initiatives to continuously strengthen and grow our property development business. Part of our Group's efforts include identification of viable landbanks and/or undertaking new property development projects. As set out in the table, our Group's current on-going projects are concentrated in residential and commercial sectors. Accordingly, in order to enhance our long-term growth prospects, we intend to extend our scope of development activities to include the industrial property segment. Notwithstanding that the NSIP Project and the NIS Project mark our Group's maiden foray into the industrial property segment and that our enlarged Group will be managing a broader portfolio of development projects across various states in Malaysia, we remain confident in our ability to effectively manage and allocate the necessary financial and human resources. This confidence is underpinned by our expectation of retaining the key management team of the NCT World Group, whose expertise will be integrated seamlessly with our existing management team which already possesses strong property development capabilities.

Furthermore, given the outlook and prospects of the NCT World Group Projects as further detailed in **Sections 5.5** and **5.6** of **Part A** of this Circular, our Group is cautiously optimistic that we are able to manage the financial aspects of our enlarged development portfolio as we are confident on the marketability of the NCT World Group Projects.

The Proposed Acquisition is aligned with our Group's strategies as it will enable our Group to tap into the NCT World Group Projects which has a total estimated GDV of approximately RM4.81 billion to be developed over a period of up to six (6) years and additional landbank for future development valued at RM10.50 million across an aggregate landbank measuring approximately 855 acres. Through the Proposed Acquisition, our Group will also gain access to the NCT World Group Projects which are primarily involved in the development of industrial park and industrial properties, hence offering our Group an opportunity to expand our development portfolio from current residential and commercial developments.

The sizeable industrial development under the NCT World Group will allow our Group to expand our foothold and establish presence in the industry development segment where the NSIP Project and the NIS Project will serve as an important reference site, showcasing our Group's capabilities in executing large-scale industrial development. This, in turn, is expected to enhance our Group's reputation and track record as a prominent property developer in Malaysia.

Furthermore, the Proposed Acquisition is expected to contribute positively to our Group's financial position as the GDV of our Group will increase from approximately RM5.36 billion to approximately RM10.17 billion in aggregate. In this respect, as phase 1 of the NSIP Project has already been launched in April 2023 and sales of units have commenced with take-up rate of 53% as at the LPD, our Group will be able to immediately consolidate the results from the NSIP Project upon completion of the Proposed Acquisition. As phase 2 and phase 3 of the NSIP Project have just been launched in July 2025, there has yet to be any take-up for both these phases as at the LPD. Notwithstanding, the NSIP Project is envisaged to contribute positively to the future financial performance of our Group as and when new phases are launched and/or existing phases records higher take-up rates.

Further, the issuance and allotment of the Consideration Shares and the Consideration RCPS will allow our Company to minimise initial cash outlay to fund the Proposed Acquisition, thereby preserving our cash reserves which can be used to finance our Group's on-going and future property development projects instead. The issuance of the Consideration RCPS will also allow our Group to better manage the dilutive effect on our Group's earnings taking into consideration the timing required for our Group to realise the earnings contribution from the NCT World Group Projects. Furthermore, the preferential dividend rate of 6.50% pursuant to the Consideration RCPS is within range of the interest rate for our Group's bank borrowings for the 9-months FPE 30 September 2025, which ranges from 6.40% to 12.0%.

4.2 Proposed Settlement

The Proposed Settlement will enable our Company to partially settle the amount owing by the NCT World Group to NCT Venture upon completion of the Proposed Acquisition and thus, reducing the NCT World Group's debt obligation to NCT Venture.

After due consideration of the terms of the V1 Advances and the request by the Vendors for partial upfront settlement of the Advances, our Company has agreed to the request after taking into consideration that only partial settlement will be made upfront via the V1 Advances and the majority of the remaining Advances, i.e. the V2 Advances will be paid progressively but not later than 2029, which is in line with the progress of the NSIP Project. In addition, the mode of settlement of the V1 Advances (via the Settlement Shares) was determined after taking into consideration the minimal dilution impact arising from the issuance of the Settlement Shares which only represents approximately 4.8% of the enlarged NCT Shares (prior to the conversion of Consideration RCPS).

4.3 Proposed Amendments

The Proposed Amendments are necessary to facilitate the issuance and allotment of the Consideration RCPS and to incorporate the requisite provisions to set out the rights relating to the Consideration RCPS.

5. INDUSTRY OUTLOOK AND PROSPECTS

5.1 Overview and outlook of the Malaysian economy

The Malaysian economy expanded by 5.2% in the third quarter of 2025 (2Q 2025: 4.4%), driven by sustained domestic demand and higher net exports. Household spending was supported by positive labour market conditions, income-related policy measures, and cash assistance programmes. Investment activity was underpinned by continued capital expansion by both private and public sectors. On the external front, net exports registered higher growth as export growth outpaced import growth.

On the supply side, growth was led by the services and manufacturing sectors. Growth in the services sector was mainly contributed by consumer-related sub-sectors, while the manufacturing sector's performance was driven by stronger production in electrical and electronics ("E&E") and consumer-related goods. Meanwhile, the mining and quarrying sector rebounded, reflecting a recovery in crude oil and natural gas production post-scheduled maintenance work. On a quarter-on-quarter, seasonally-adjusted basis, growth expanded by 2.4% (2Q 2025: 2.2%).

Headline inflation remained stable at 1.3%, while core inflation increased to 2% (2Q 2025: 1.3% and 1.8%, respectively). While the higher core inflation added impetus to headline inflation during the quarter, this was offset by declines in selected administered prices. In particular, electricity (-4.6%; 2Q 2025: 0%) and diesel (-5%; 2Q 2025: 8%) prices were lower during the quarter, in line with the recent electricity tariff restructuring and moderate global cost conditions. Inflation pervasiveness, measured by the share of consumer price index items registering monthly price increases, edged higher to 43.8% during the quarter (2Q 2025: 41.8%), while remaining below the historical average of 44.5%.

Despite the challenging external environment, Malaysia's economic outlook remains on track to achieve growth between 4% and 4.8% in 2025, supported by resilient domestic demand. Household spending will be supported by continued employment and wage growth, as well as income-related policy measures. Investment activity will be sustained by progress of infrastructure projects, further realisation of approved private investments, and the implementation of national master plans. On the external front, export growth is expected to be impacted by tariffs and more moderate external demand. However, growth would be supported by continued demand for E&E goods, inbound tourism and the recovery in mining-related exports.

(Source: Bank Negara Malaysia quarterly bulletin for third quarter 2025 and press release dated 14 November 2025)

As at the end of third quarter 2025, Malaysia's Foreign Direct Investment ("FDI") position expanded by RM19.5 billion, reaching RM1,021.5 billion (Q2 2025: RM1,002.0 billion). Services sector continued to be the largest recipient of FDI with a value of RM570.7 billion or 55.9 per cent. This was followed by manufacturing (RM380.1 billion; 37.2%) and mining & quarrying sectors (RM42.8 billion; 4.2%). The sources for FDI position were largely from Asia region, totalling RM619.0 billion or 60.6 per cent. Singapore, Hong Kong and the United States of America ("USA") were the top three countries for FDI position.

(Source: International Investment Position, third quarter 2025, Department of Statistics Malaysia)

5.2 Overview and outlook of the property industry and industrial property development in Malaysia

As of 2024, there was improved property market activity in Malaysia. During the year, the volume and value of transactions were higher by 5.4% and 18.0% respectively (2024: 420,545 transactions worth RM232.3 billion / 2023: 399,008 transactions valued at RM196.8 billion).

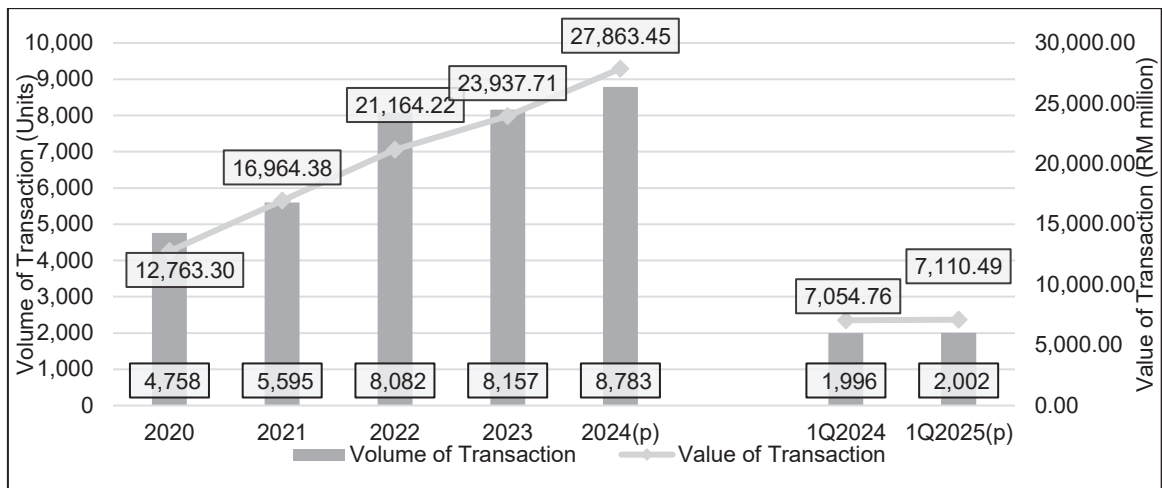
The residential sub-sector led the property market in Malaysia in 2024 with 260,516 transactions valued at RM106.9 billion. This sub-sector accounted for 61.9% and 46.0% share of the country's total transaction volume and corresponding transacted value, respectively. The agriculture sub-sector was next with 78,797 transactions worth about RM19.6 million.

The industrial sub-sector, recorded 8,783 transactions with collective value of RM27.9 billion in 2024 (2023: 8,157 transactions valued at RM23.9 billion). On an annual basis, the transacted volume and value was higher by circa 7.7% and 16.4% respectively.

In 1Q2025, the industrial sub-sector saw marginal increases of 0.3% and 0.8% in transaction volume and value respectively (1Q2025: 2,002 transactions worth RM7.1 billion / 1Q2024: 1,996 transactions valued at RM7.0 billion). This sub-sector accounts for circa 2.0% share of market activity in the country while the corresponding transacted value made up circa 13.8% share.

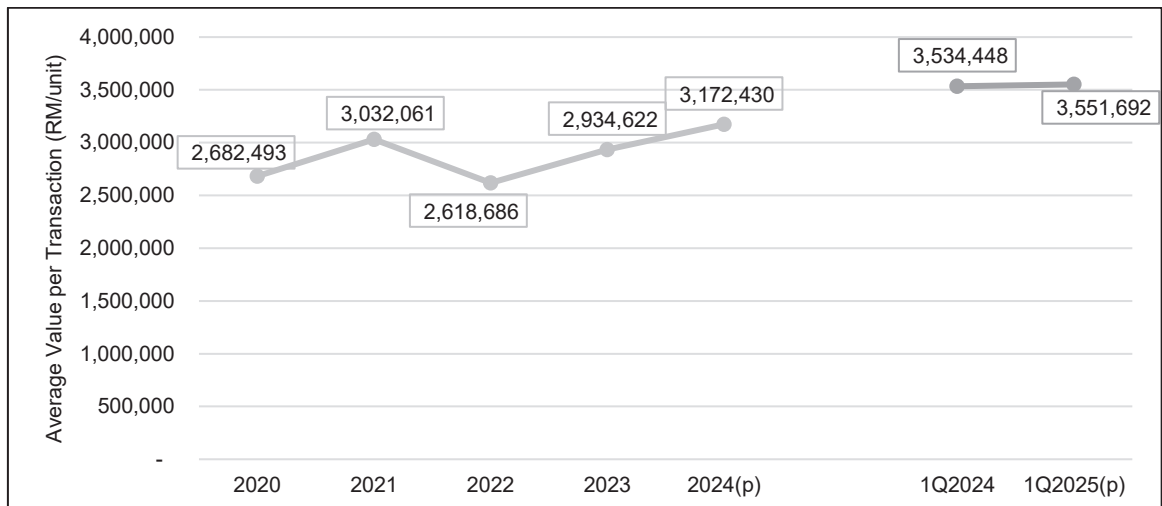
In Malaysia, market activity in the industrial sub-sector has continued to gain traction. During the review period from 2020 to 2024, the volume and value of industrial property transactions recorded compound annual growth rate ("CAGR") of 16.6% and 21.6%, respectively.

The volume and value of industrial property transactions peaked in 2024 at 8,783 transactions worth RM27.9 billion. In 1Q2025, Malaysia recorded 2,002 industrial property transactions valued at RM7.1 billion. The volume and value of transactions were marginally higher by circa 0.3% and 0.8% respectively (1Q2024: 1,996 transactions valued at RM7.0 billion).



The average value per industrial property transaction is analysed at RM3.6 million as of 1Q2025 (1Q2024: RM3.5 million per transaction), this indicates that higher valued industrial properties changed hands during the period under review.

The analysed average value per industrial property transaction for Malaysia during the period under review is as follows:



The table below sets out the volume and value of transactions in the industrial property sub-sector by type for Malaysia, from 2020 to 1Q2025.

Industrial property type	Volume of transactions (No. of units)						
	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	1,275	1,523	2,326	2,233	2,677	550	510
Terraced factory	1,453	1,728	2,579	2,621	2,706	636	712
Semi-detached factory	1,115	1,313	1,922	1,904	2,040	446	402
Detached factory	610	778	963	942	978	245	293
Industrial complex / Industrial units	75	47	73	85	116	32	30
Others	230	206	219	372	266	87	55
Total	4,758	5,595	8,082	8,157	8,783	1,996	2,002
Year on year change (%)		17.6%	44.5%	0.9%	7.7%		0.3%

Industrial property type	Value of transactions (RM'million)						
	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	4,922.53	6,205.59	6,745.53	8,307.32	9,229.17	2,004.49	2,758.15
Terraced factory	1,204.43	1,465.95	2,108.60	2,268.12	2,481.61	590.45	654.22
Semi-detached factory	2,140.17	2,671.60	4,142.33	4,516.17	5,166.93	1,286.26	1,049.78
Detached factory	3,860.12	6,150.66	7,551.79	7,941.21	9,743.53	2,994.09	2,480.67
Industrial complex / Industrial units	395.46	198.55	56.87	70.92	181.90	31.01	24.26
Others	240.59	272.03	559.10	833.96	1,060.31	148.46	143.41
Total	12,763.30	16,964.38	21,164.22	23,937.70	27,863.45	7,054.76	7,110.49
Year on year change (%)		32.9%	24.8%	13.1%	16.4%		0.8%

(Source: Valuation Report)

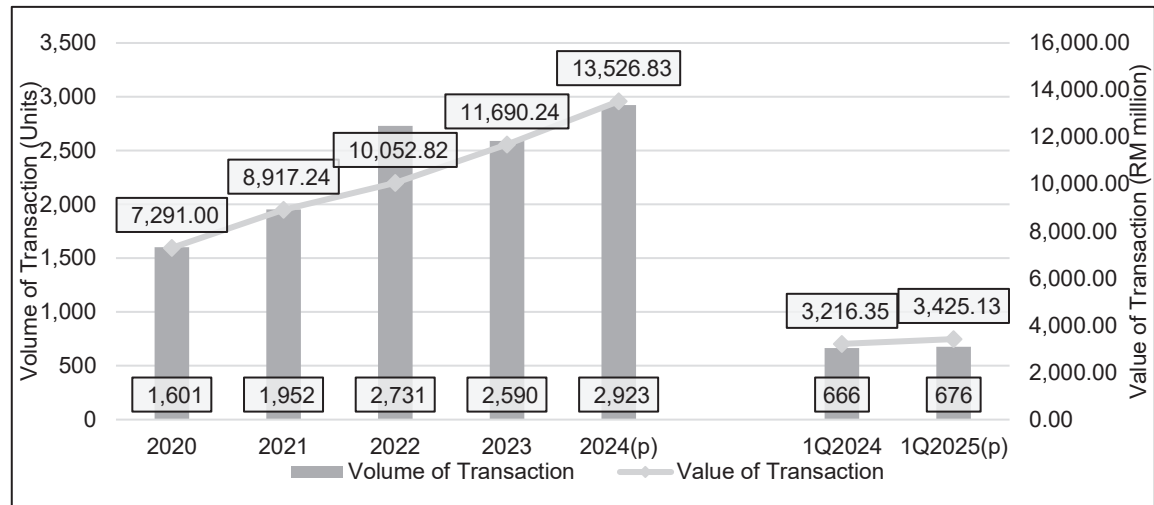
5.3 Outlook and prospects of the property industry and industrial property development in Selangor

Property market activity in Selangor improved in 2024, registering a total of 77,713 transactions with collective value of RM66.4 billion. Year-on-year (y-o-y), there was a 4.1% increase in transacted volume with a corresponding increase of 16.3% in transacted value (2023: 74,626 transactions worth RM57.1 billion).

The industrial sub-sector recorded 2,923 transactions worth RM13.5 billion in 2024 (2023: 2,590 transactions valued at RM11.7 billion). The volume and value of transactions were higher 12.9% and 15.7%, respectively.

In Selangor, market activity in the industrial sub-sector has continued to gain traction. During the review period from 2020 to 2024, the volume and value of industrial property transactions recorded CAGR of 16.2% and 16.7%, respectively.

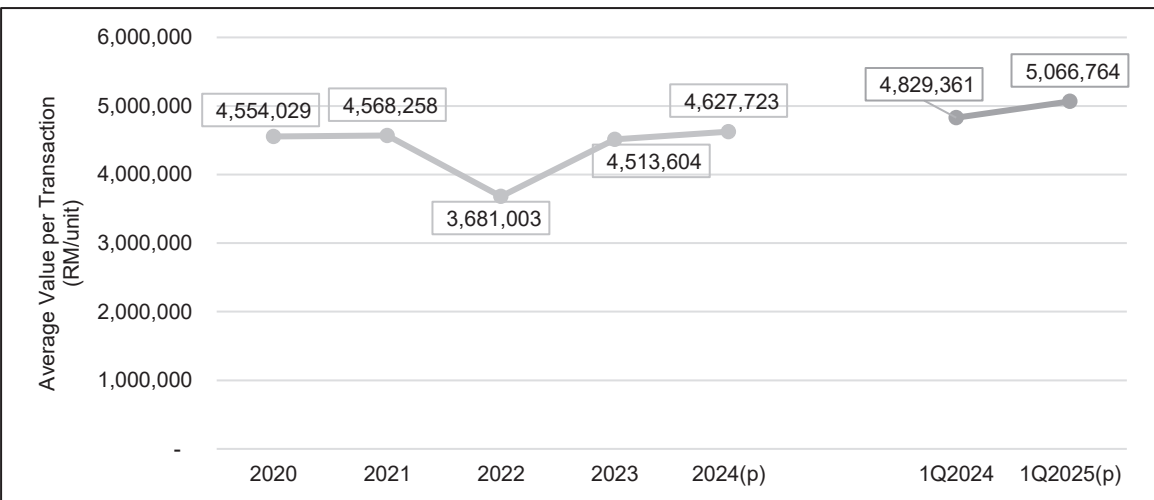
The volume and value of industrial property transactions peaked in 2024 at 2,923 transactions worth RM13.5 billion. In 1Q2025, Selangor recorded 676 industrial property transactions valued at RM3.4 billion. The volume and value of transactions were higher by circa 1.5% and 6.5% respectively (1Q2024: 666 transactions valued at RM3.2 billion).



During the review period (2020 to 2024), the analysed average value per industrial property transaction ranged from RM3.7 million to RM4.6 million.

The average value per industrial property transaction is analysed at RM5.1 million as of 1Q2025 (1Q2024: RM4.8 million per transaction), this indicates that higher-valued industrial properties changed hands during the period under review.

The analysed average value per industrial property transaction for Selangor during the period under review is reflected in the chart below:



The table below sets out the volume and value of transactions in the industrial property sub-sector by type for Selangor, from 2020 to 1Q2025.

Industrial property type	Volume of transactions (No. of units)						
	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	360	400	592	521	703	137	122
Terraced factory	714	888	1,247	1,229	1,320	298	346
Semi-detached factory	287	430	563	480	543	138	114
Detached factory	151	187	272	278	288	72	75
Industrial complex / Industrial units	38	7	10	13	43	9	14
Others	51	40	47	69	26	12	5
Total	1,601	1,952	2,731	2,590	2,923	666	676
Year on year change (%)		21.9%	39.9%	(5.2%)	12.9%		1.5%

Industrial property type	Value of transactions (RM'million)						
	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	3,440.25	3,727.65	3,159.55	3,918.49	4,087.12	570.20	1,316.61
Terraced factory	724.38	912.97	1,217.91	1,250.39	1,403.99	352.65	367.72
Semi-detached factory	1,175.63	1,567.46	2,304.71	2,128.51	2,813.19	724.01	592.50
Detached factory	1,827.63	2,582.49	3,100.67	4,144.48	4,784.30	1,540.17	1,111.81
Industrial complex / Industrial units	17.23	38.49	5.13	10.71	53.61	17.90	14.89
Others	105.87	88.18	264.86	237.66	384.62	11.43	21.61
Total	7,290.99	8,917.24	10,052.83	11,690.24	13,526.83	3,216.36	3,425.14
Year on year change (%)	-	22.3%	12.7%	16.3%	15.7%	-	6.5%

In conclusion, Malaysia's industrial sector is experiencing strong growth, driven by robust foreign and domestic investments, expansion in manufacturing, logistics and renewable energy, as well as strategic government initiatives. Key policies such as the NIMP 2030, National Energy Transition Roadmap and the Johor-Singapore Special Economic Zone aim to strengthen Malaysia's position as a leading industrial and logistics hub in Southeast Asia, particularly by fostering high-value, ESG-compliant industrial parks, advanced manufacturing and artificial intelligence-powered logistics hubs.

Real estate investment trusts ("**REITs**") are playing an increasingly important role amid a scarcity of institutional-grade industrial assets. These REITs are focusing on redeveloping and repurposing underutilised sites to unlock value. As the market evolves, yield-accretive and logistics-focused industrial properties are expected to remain attractive to investors. Looking ahead, Klang Valley's industrial property sector is well-positioned to capitalise on strong demand for high-quality logistics and manufacturing spaces, driven by sustainability initiatives, technological advancements and growing regional trade activity.

Green-certified logistics hubs featuring solar energy, energy-efficient technologies and sustainable supply chain solutions are top priorities for global tenants seeking sustainable real estate. Meanwhile, AI-enabled supply chains, smart warehouses and digital logistics hubs in Klang Valley further position Malaysia as a vital player in the evolving global supply chain.

Looking ahead, Malaysia's industrial market is expected to sustain its growth, with leading states driving logistics expansion, high-tech manufacturing growth and sustainable industrial development. While challenges like global economic uncertainty, rising energy costs and land price inflation persist, Malaysia's pro-business policies, strategic infrastructure investments and ESG initiatives will continue to attract high-value industrial investments. The emphasis on green industrial parks, artificial intelligence integrated logistics hubs and advanced manufacturing will reinforce Malaysia's role as a regional industrial real estate leader, ensuring long-term economic resilience and competitiveness.

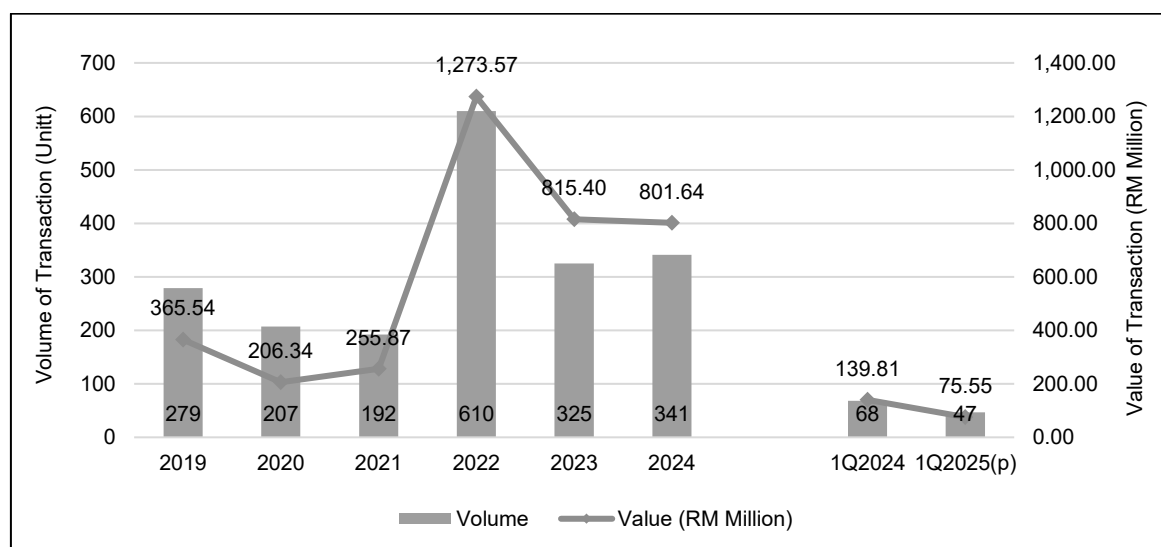
(Source: Valuation Report)

5.4 Overview and outlook of industrial and commercial property development in Kedah

In 2024, Kedah recorded a total of 32,914 property transactions with a combined value of RM7,560.16 million. This represented a 3.6% increase in volume of transaction compared to 2023 (31,777 transactions), but a 6.3% decline in total value of transaction from RM8,069.47 million. In the first quarter of 2025, a total of 8,199 properties were transacted, amounting to RM1,929.97 million. While this reflects a slight 1.6% drop in volume compared to the same period in 2024 (8,333 transactions), the total value rose significantly by 19.1%, up from RM1,620.19 million in 1Q2024.

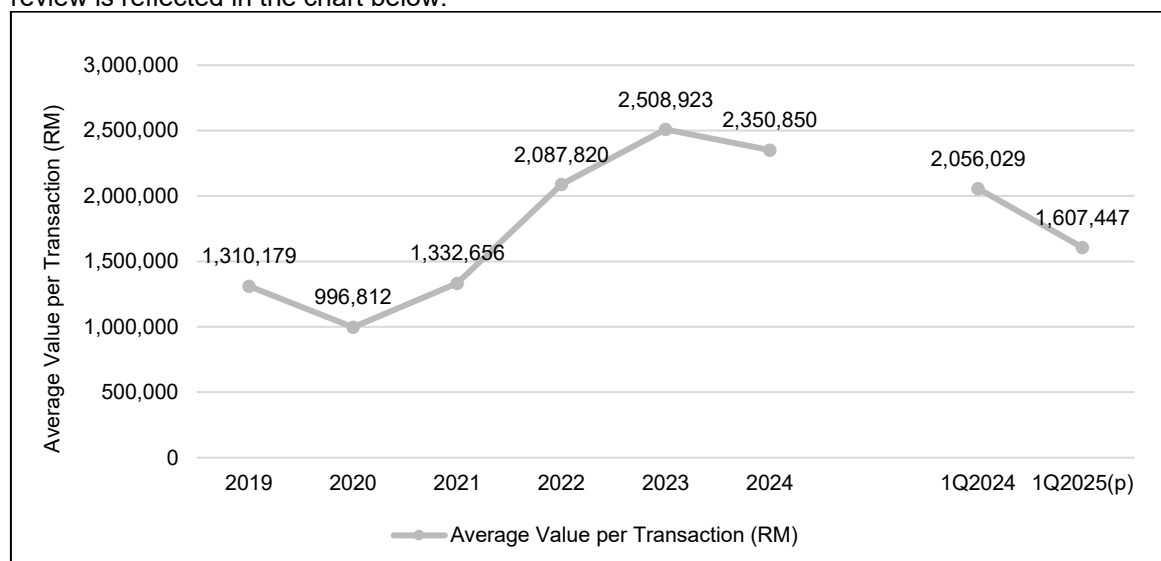
Kedah: Industrial Property Market Overview

In 2024, Kedah registered 341 industrial transactions worth a total of RM801.64 million, marking a 4.9% increase in volume of transaction compared to 2023 (325 transactions) and a 1.7% drop in total value of transaction from RM815.4 million. In 1Q2025, 47 properties changed hands with a total value of RM75.55 million. This represents a sharp 30.9% decrease in volume compared to the same period in 2024 (68 transactions) and a significant 46.0% fall in value from RM139.81 million in 1Q2024.



The average value per industrial property transaction is analysed at RM1.6 million as of 1Q2025 (1Q2024: RM2.1 million per transaction), this indicates that lower-valued industrial properties changed hands during the period under review.

The analysed average value per industrial property transaction for Kedah during the period under review is reflected in the chart below:



In 2024, the industrial property market was dominated by the vacant plot segment, which accounted for 46.6% of total volume of transaction. This was followed by semi-detached factories and terraced factories, holding market shares of 22.6% and 18.2%, respectively.

In terms of value of transaction, vacant plots also took the lead in 2024, followed by detached factories and semi-detached factories, with respective market shares of 15.5% and 13.2%.

In the first quarter of 2025, terraced factories dominated market activity with 19 transactions, representing approximately 40.4% of total volume of transaction, while detached factories topped the value segment with RM34.47 million, or around 45.6% of the total.

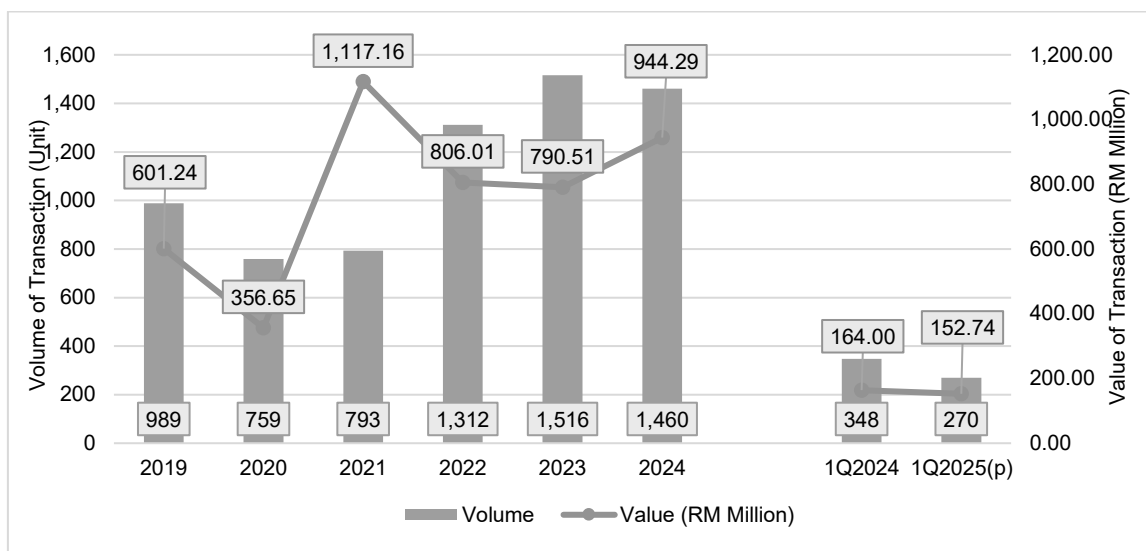
The table below sets out the volume and value of transactions in the industrial property sub-sector by type for Kedah, from 2019 to 1Q2025.

Industrial property type	Volume of transactions (No. of units)							
	2019	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	73	61	65	353	151	159	22	13
Terraced factory	51	36	48	107	66	62	12	19
Semi-detached factory	37	28	37	96	56	77	25	9
Detached factory	31	26	28	38	34	33	7	6
Industrial complex / Industrial units	0	0	0	0	0	0	0	0
Others	67	56	14	16	18	10	2	0
Total	259	207	192	610	325	341	68	47
Year on year change (%)	-	(20.1%)	(7.2%)	217.7%	(46.7%)	4.9%	-	(30.9%)

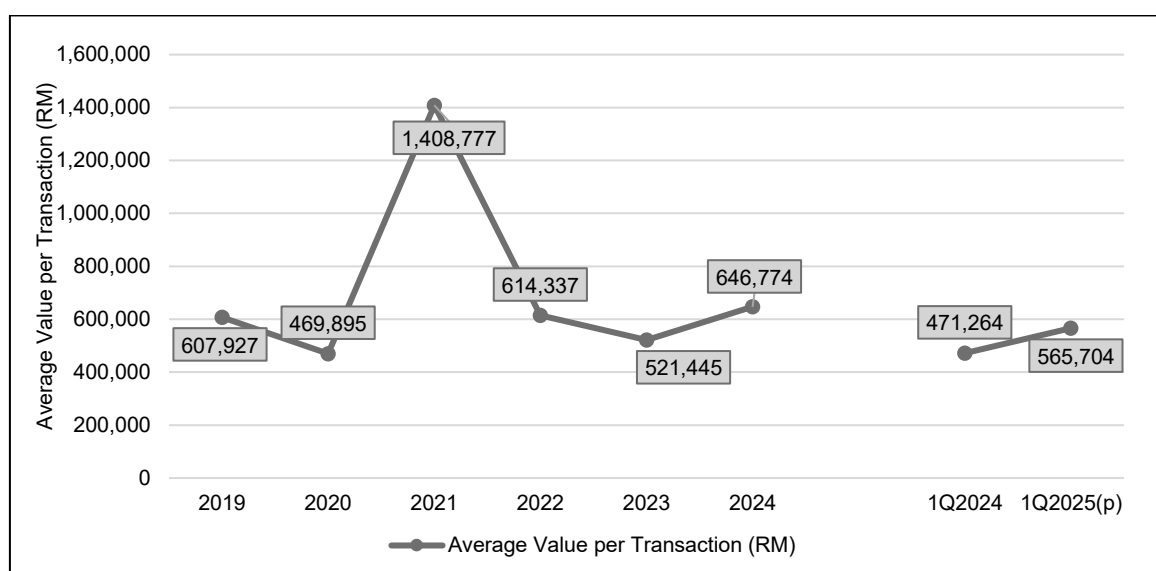
Industrial property type	Value of transactions (RM'million)							
	2019	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	176.15	36.45	118.47	794.18	437.42	534.52	75.27	18.63
Terraced factory	20.63	16.18	21.17	44.14	30.07	33.17	6.11	9.43
Semi-detached factory	39.92	27.78	32.62	102.93	75.20	105.72	29.85	13.02
Detached factory	122.56	104.71	73.44	325.90	251.28	123.86	28.53	34.47
Industrial complex / Industrial units	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Others	6.28	21.23	10.17	6.43	21.42	4.38	0.05	0.00
Total	365.54	206.35	255.87	1273.58	815.39	801.65	139.81	75.55
Year on year change (%)	-	(43.5%)	24.0%	397.7%	(36.0%)	(1.7%)	-	(46.0%)

Kedah: Commercial Property Market Overview

In 2024, Kedah registered 1,460 commercial property transactions with a total value of RM944.29 million. This reflected a 3.7% decrease in volume but a 19.5% increase in value compared to the previous year. In the first quarter of 2025, the state of Kedah experienced notable declines in both volume and value of transactions. The volume of commercial transactions dropped by 22.4%, from 348 units to 270 units, while the total value of transactions declined by 6.9%, from RM164.00 million to RM152.74 million, compared to the same period in 2024.



In 2024, the average value per commercial property transaction in Kedah stood at RM0.65 million, marking a 24.0% increase from RM0.52 million in 2023. In the first quarter of 2025, the average value per transaction rose by 20.0% year-on-year, from RM0.47 million in the same quarter of 2024 to RM0.57 million. This growth is likely driven by a shift in market activity towards higher-priced commercial properties, possibly involving larger-sized units.



Market Performance of Selected Industrial Parks in Kedah and Mainland Penang

Based on selected new industrial parks in Kedah and mainland Penang, market acceptance has been generally positive. For example, Saga Light Industrial Park in Sungai Petani, which was recently completed with keys now being handed over to owners, achieved an impressive sales rate of over 90%.

Similarly, Regalway Industrial Hub in Simpang Ampat achieved a solid sales rate of around 60%, while all industrial units at Paramount Palmera in Bukit Mertajam have been fully sold. A Park @ Batu Kawan also recorded a commendable sales rate of 80%. Although sales figures for Ideal Business Hub in Bertam and Northern TechValley in Kubang Pasu are not available, the overall performance of newly launched industrial parks demonstrates robust buyer demand, supporting a positive and confident outlook for the industrial property market in the northern region.

The NIS Project is poised to benefit from a favourable shift in Malaysia's industrial property landscape, particularly within the Northern Corridor. In 2024, the State of Kedah recorded RM44.1 billion in approved manufacturing investments, the highest in the country. This reflects increasing spillover from more mature and congested industrial zones such as Penang and Kulim. This regional redirection is driven by land scarcity, rising development costs and growing demand for scalable, infrastructure-ready industrial parks, factors that position the NIS Project as a timely and strategic alternative.

At the policy level, the NIS Project is aligned with national and regional frameworks such as the NIMP 2030 and the NCER blueprint, both of which emphasise industrial transformation through decarbonisation, automation and digital integration. Delapan's ecosystem, including its planned inland port, duty-free logistics zone and hyperscale data centre campus, reinforces its potential to serve as a multi-sectoral hub for high-value industries such as E&E, semiconductors, cold chain logistics and advanced manufacturing.

Nonetheless, the global trade environment presents emerging challenges. While this may affect investor confidence in export-oriented sectors linked to United States of America's markets, it is expected to accelerate the diversification of trade flows toward intra-ASEAN and the Regional Comprehensive Economic Partnership markets, for which Malaysia remains well-positioned. Delapan's location at the Malaysia–Thailand border, within a duty-free and customs-facilitated zone, is anticipated to offer a competitive advantage in this evolving geopolitical landscape

(Source: Valuation Report)

5.5 Government initiatives in respect of industrial property development

As set out in **Section 2.3** of **Part A** of this Circular, both the NSIP Project and the NIS Project are being developed as MIPs and are strategically positioned within economic development regions established under various Government initiatives where the NSIP Project is located within the IDRIS development zone while the NIS Project is positioned within the Delapan SBEZ under the NCER.

IDRISS

IDRISS is one of the geographic-focused developments in Selangor as stipulated by the First Selangor Plan 2021 – 2025 (RS-1). It is a post-pandemic initiative to stimulate economic growth and development in the state through integrated investments by private developers with support from the state government and backed by Federal and state incentives.

Sepang and Kuala Langat districts were chosen as the locations for IDRISS to ensure the fair distribution of economic activities in the south of Selangor, and subsequently to improve economic growth of these districts.

In addition, the distinctive connectivity of the location plays a pivotal role, KLIA is situated in Sepang district, whereas Port Klang (ASEAN's 2nd busiest port) is in the immediate north of Carey Island in Kuala Langat district.

The shortage of available land within well-established areas such as Petaling Jaya, Subang Jaya and Shah Alam has undoubtedly led to escalated expenses in acquiring strategic lands. A substantial landbank also allows the developer to have the advantages of long term planning and facilitation in the creation of master planned communities.

The proposed development of IDRISS spans a total land size of circa 40,000 acres and has an estimated GDV of circa RM 1 trillion. A total of twelve (12) projects involving various sectors such as industrial, logistics services, aerospace, ports, business hub, residential housing, smart agriculture, tourism and education have been identified under IDRISS.

To promote high-impact and high-value investment and development activities in this development region, five incentives were introduced in March 2023. These incentives aim to motivate developers and landowners to take a more proactive stance in the development of vacant lands within these regions, which will eventually stimulate the economic activity of the region, providing more job opportunities. As the economic landscape of the Kuala Langat and Sepang districts becomes more dynamic, the ripple effect could encompass an amplified appeal for private investments, channelling a heightened influx of private investments made into this region. The incentives offered for development at IDRIS are as follows:

- (i) the introduction of a special premium scheme for developers;
- (ii) the payment via instalments on development charges without interest;
- (iii) exemption of assessment rates for vacant land;
- (iv) discount on assessment rates for unoccupied building; and
- (v) exemption of business license fee, upon receipt of approval of the certificate of completion and compliance.

(Source: Valuation Report)

Selangor MIP Incentives

The MIP is a centralised and gated and guarded industrial park, with restricted and proper access control. This differs from the traditional industrial park which does not offer such features or facilities. Facilities and common property within the entire MIP development area are managed and maintained by an IPM. A maintenance fee will be charged to the industrial occupiers / tenants, which will then be deposited into a maintenance account and utilized by the IPM for daily maintenance and management of the MIP, including but not limited to cleanliness, security and facilities maintenance.

The MIP concept is a step towards rebranding new industrial parks to boost investment climate in the country. It is also an initiative by industrial park developers to provide conducive industrial parks for investors or manufacturers in Selangor.

NSIP, along with COMPASS Industrial Park in Kota Seri Langat, Bandar Bukit Raja IV in Klang, Elmina Business Park in Sungai Buloh and Green Industrial Park (“GRIP”) in Kota Puteri, are the five on-going MIP projects within Selangor.

To encourage the development of MIP, Invest Selangor (the investment arm of the Selangor state government) had outlined various incentives for the investments into MIP, as follows:

For Developer & IPM

1. The premium charged for converting the express condition of the land
 - to be paid based on the development stage
 - will enjoy an extension of the premium payment period
 - will enjoy a special premium scheme
2. Four-time instalment on development charges without interest
3. Exemption for development of low-cost factory
4. Foreigners may own 100% of the non-Bumiputera quota for vacant land & unoccupied building
5. Long-term lease on reserved land for non-strata development
6. Exemption on quit rent for the first year
7. Exemption on assessment fee for vacant land and 50% discount on assessment fee for unoccupied buildings, for a period of 5 years

For Investors

1. Fast-track approval process
2. Fast-track development approval period
 - Development approval: Technical commentary in 7 working days.
 - Land-related matter approval: Direct application to Pejabat Tanah dan Galian Selangor
3. Exemption on assessment fee for vacant land and 50% discount on assessment fee for unoccupied buildings, for a period of 5 years
4. Business License Fee exemption for a period of 5 years

(Source: Valuation Report)

Delapan SBEZ

The Delapan SBEZ is a key development zone under the NCER, offering a robust incentive framework targeting high-impact industries such as manufacturing, logistics, digital economy and green technologies. Such incentives include:

- (i) Up to 100% income tax exemption for up to 15 years and investment tax allowance of up to 100% on qualifying capital expenditure for up to 10 years, especially applicable for developments in Kedah and Perlis;
- (ii) Import duty exemptions on machinery, equipment, raw materials, spare parts and consumables not produced locally when used directly in production; and
- (iii) Stamp duty reduction of 50% on instruments of transfer or lease of land in Kedah and Perlis, helping cut upfront transaction costs.

Additionally, the Delapan SBEZ benefits from National Committee on Investment / Northern Corridor Implementation Authority ("**NCIA**") support under NCER's facilitation programs, covering fast-tracked approvals, infrastructure development and workforce training initiatives. These fiscal incentives are complemented by broader non-fiscal support such as streamlined licensing, infrastructure readiness and talent ecosystem development via NCIA and the Malaysian Investment Development Authority. The Delapan SBEZ also features several key developments which reinforce its position as a strategic economic hub in northern Malaysia. These include:

- (i) the Bukit Kayu Hitam Inland Customs Depot, a newly completed 50-acre inland port developed through a joint venture between PKT Logistics group and Northern Gateway. Strategically located next to the Immigration, Customs, Quarantine and Security ICQS complex in Bukit Kayu Hitam, it forms part of the ASEAN Customs Transit System, facilitating duty-free cross-border trucking throughout the region. Officially launched in June 2025, the facility operates daily and is equipped with advanced logistics systems, supporting an annual handling capacity of 250,000 twenty-foot equivalent units of cargo shipments, to ensure efficient and seamless trade flow.
- (ii) Hartalega NSM Sdn Bhd is developing a 60-acre medical device manufacturing facility within Delapan SBEZ, which will form part of its global production network as one of the world's leading nitrile glove manufacturers. Once operational, the facility will feature advanced automation to support high-volume, technology-driven production, with a strong emphasis on sustainability and product quality.
- (iii) The AREA Data Centre Campus ("**ADCC**"), currently under development by the AREA Group, is a 156-acre hyperscale data centre park within Delapan SBEZ, aimed at meeting growing global demand for digital infrastructure. Designed to offer flexible solutions including ready plots, built-to-suit and built-to-lease options, the campus will be supported by robust utilities such as 132kV/275kV power infrastructure and a water supply capacity exceeding 60 million litres per day. Upon completion, ADCC is expected to incorporate on-site solar power to support its ambition for net-zero carbon operations.

(Source: Valuation Report)

5.6 Prospects of the NCT World Group

The Proposed Acquisition will mark our Company's foray into industrial park development via the NSIP Project and the NIS Project as part of our overall strategy to strengthen our presence in the property development segment as well as increasing our landbank and property development income.

As set out in **Section 2.3 of Part A** of this Circular, the development of both industrial parks incorporate smart solutions and environmental principles into their design. The NSIP Project, being the first MIP that is certified and approved by the Selangor state government will be supported by advanced infrastructures such as IR 4.0 technology, smart security systems, fifth generation (5G) connectivity as well as an artificial intelligence (AI) managed workers' accommodation. Similarly, the NIS Project which is being positioned as Kedah's first smart MIP is also expected to be similarly equipped with advanced infrastructures similar to that of the NSIP Project. Both the industrial park developments will also incorporate energy efficient designs, eco-friendly materials as well as green building practices.

Such features and/or facilities available under both the industrial park developments will provide us with competitive advantages in view of the evolving tenants' and/or owners' requirements to operate in a technologically advanced digital and ESG compliant environment.

Additionally, the NSIP Project is strategically located at IDRIS, which is accessible to key economic zones such as KLIA, Port Klang and Kuala Lumpur City Centre. The NIS Project is also strategically located within Delapan SBEZ, the special economic zone located near to the Malaysia-Thailand border in Bukit Kayu Hitam.

Both the industrial parks are also located at new development focused areas of the federal and state government, which are supported by various Government incentives as set out in **Section 5.5 of Part A** of this Circular. In view of the aforementioned, our Company is cautiously optimistic that the NSIP Project and the NIS Project are well positioned to attract strong interest from investors.

Furthermore, our Company is of the view that the foray into industrial park development is timely given the favourable industrial and commercial property market outlook as set out in **Sections 5.2, 5.3 and 5.4 of Part A** of this Circular. Whilst leveraging on the rising demand, our Company will also have a competitive advantage by offering investors a niche and relatively new type of industrial space, which will further encourage and attract investors to set up businesses within the NSIP Project and the NIS Project. Additionally, it is envisaged that the NSIP Project and the NIS Project will also enjoy the spillover from the more mature industrial zones in Selangor, Kedah and Penang, which in turn will translate into favourable take-up rates for the NSIP Project and the NIS Project.

In view of the aforementioned, our Company is cautiously optimistic on the marketability and prospects of both of these projects, which are expected to enhance the financial performance of our enlarged NCT Group moving forward.

6. RISK FACTORS

The Proposed Acquisition is not expected to materially change our risk profile as our Group is already involved in property development. However, there are additional risks that may arise from or associated with the Proposed Acquisition and the Proposed Settlement, as follows:

6.1 Non-completion risk

The Proposed Acquisition and the Proposed Settlement are subject to, among others, the fulfilment of the terms and conditions of the SSA and the performance by our Company and the Vendors of the respective obligations within the stipulated timeframe as set out in the SSA. In addition, the Proposed Acquisition and the Proposed Settlement are also conditional upon the approval of the Shareholders at our forthcoming EGM. There can be no assurance that our Company will be able to obtain all the requisite approvals nor ensure that all parties fulfil the respective obligations as set out in the SSA. If any of the terms and conditions of the SSA is not fulfilled within the stipulated timeframe set out in the SSA, the SSA may be terminated. Consequently, the Proposed Acquisition and the Proposed Settlement will not be completed and the potential benefits arising thereon may not materialise.

However, our Company will take reasonable steps to complete the Proposed Acquisition and the Proposed Settlement by, inter-alia, ensuring that all conditions of the SSA which are within our Group's control are met on a timely basis.

6.2 Acquisition risk

The NCT World Group Projects are expected to contribute positively to the future earnings of our Group. However, there can be no assurance that the NCT World Group Projects will generate the expected return on investment and the duration required for our Group to recoup our investment in the NCT World Group could be longer than anticipated.

The success and profitability of the NCT World Group Projects depend on various factors, which include, among others, risks inherent to the property sector such as timely completion of the development, price of construction materials, availability and cost of funds, market demand for property products and changes in applicable laws and regulations as well as other risks outside of our Group's control (such as natural disasters). In the event of the occurrence of one or more of such risk, our Group's results of operations and financial condition could be affected.

Notwithstanding, in order to mitigate such risks, our Group has and will continue to exercise due care in undertaking the development of the NCT World Group Projects including monitoring and adjusting our development and marketing strategies in response to changing economic conditions and market demand as well as conducting continuous review on the progress of the NCT World Group Projects.

6.3 Capital requirement and financing risk

The NSIP Project and the NIS Project are large scale industrial park development requiring substantial capital outlay. Hence, the availability of adequate financing is crucial to our Group to complete the industrial park development project according to plan and in a timely manner. At present, the NCT World Group Projects are financed via a combination of bank borrowings, internal funds and advances from related parties.

There can be no assurance that our Group will have sufficient internal funds available or that our Group will be able to secure additional financing in amounts or on terms acceptable to our Group, to fund the development of the NCT World Group Projects. Based on our Group's unaudited results for the 9-months FPE 30 September 2025, our Group has cash and cash equivalent of RM22.67 million and gearing level of 0.19 times. The interest rates for our Group's bank borrowings for the corresponding period range from 6.40% to 12.0%.

Our Group's ability to secure new borrowings and the cost of such financing are dependent on numerous factors, including general capital market conditions, interest rates, credit availability from banks or other lenders, lenders' confidence in our Group and the political, social and economic conditions in Malaysia. If our Group is unable to secure the necessary financing to undertake the industrial park developments or the terms of the financing are not favourable to our Group, this will have an impact on the business growth, financial condition and prospects of our Group.

Nevertheless, in undertaking the development of the NCT World Group Projects, our Group will continuously monitor and review our debt portfolio, which includes taking into consideration the gearing level, interest costs as well as the cash flow position of our Group.

6.4 Inherent risk affecting the NCT World Group Projects

The success of the NCT World Group Projects hinges, to a large extent on the performance of the property market in Malaysia as well as FDI into Selangor and Kedah respectively. While both the industrial parks under the NCT World Group Projects are envisaged to embrace IR 4.0 smart technologies as well as ESG standard practices, the demand for the NCT World Group Projects is still dependent on the readiness of industrial players in embracing such smart infrastructure and technology offered under the NCT World Group Projects. Additionally, the availability of industrial properties for sale or lease in close proximity to the NCT World Group Projects may also affect the demand of our Group's development projects.

Other risks that may affect the NCT World Group Projects include, adverse government regulations or policies regulating the property market and FDI, changes in demand for the type of industrial properties, change in economic, social and political conditions, delay in completion of the projects, risk of purchaser default, performance of third-party contractors, labours and material supply shortages, fluctuations in the prices of building material and costs of labour charges, increase in real property gains tax and other applicable taxes.

While the Board intends to reduce the impact of such risks through practicing efficient operating procedures and prudent financial management, including reviewing our property development strategies such as concept, product mix, pricing and timing of launches as well as continuously monitoring the prevailing market conditions, there can be no assurance that any adverse change in the economic, social and political conditions of the country will not have any material adverse effect on our Group.

6.5 Risk of termination of the Delapan JDA

As at the LPD, the Delapan JDA is subject to the fulfilment of the Delapan Outstanding CP. In the event the Delapan Outstanding CP is not fulfilled and the Delapan JDA is terminated, our Group will not be able to enjoy the benefits from the NIS Project.

As at the LPD, BBSB has incurred approximately RM5.50 million in relation to the NIS Project and may continue to incur additional costs up to the SSA Completion Date. In the event the Delapan JDA is terminated prior to the fulfilment of the Delapan Outstanding CP, there can be no assurance that BBSB will be able to recoup the costs incurred pursuant to the Delapan JDA.

In this respect, in accordance with the terms of the SSA, the settlement of the NIS Project Consideration is only upon the SSA Completion Date and/or upon the Delapan JDA becoming unconditional, whichever is later. In addition, the Vendors have, via the SSA, agreed to indemnify our Company for any and all costs, expenses and outgoings reasonably and properly incurred by BBSB for the NIS Project up to the SSA Completion Date in the event the Delapan Outstanding CP is not fulfilled and the Delapan JDA is terminated.

6.6 Compulsory acquisition

Pursuant to the Land Acquisition Act, 1960 (“**LA 1960**”), the relevant state authority has the power to compulsory acquire any land within the jurisdiction of such relevant state authority in Malaysia in accordance with the LA 1960. In the event of any compulsory acquisition of the NSIP Land or any part thereof, the amount of compensation to be awarded will be determined on the basis prescribed in the LA 1960 and other relevant laws. If all or any portion of the NSIP Land is compulsorily acquired by the relevant state authority at any point of time, the amount of such compensation might be lesser than the market value as ascribed by the Valuer.

In the event of such occurrence, our Group may seek to minimise any potential losses from such transaction by invoking the relevant provisions in the LA 1960 in relation to its right to submit an objection in respect of the amount of compensation, where necessary.

6.7 Dependence on key personnel

The NCT World Group Projects are currently being managed by key management personnel of the NCT World Group, namely MMW, LLH and KLC, who are supported by its project management team. Following the completion of the Proposed Acquisition, the loss of any of the NCT World Group’s key management personnel without suitable and timely replacement, or the inability of our Group to attract and retain other qualified personnel, could adversely affect the progress of the NCT World Group Projects and consequently, our revenue and profitability.

Recognising the importance of the key management personnel, our Group will continuously adopt appropriate approaches to retain the key management personnel of NCT World Group. To avoid over dependence on any of the NCT World Group’s key management personnel, our Group will also integrate our employees with the NCT World Group such that the key management of our Group will also be equipped with industrial park development capabilities. Notwithstanding the above, our Group Managing Director and Group Executive Director, namely Dato’ Sri YNC and Dato’ YFC, will continue to provide management oversight and strategic guidance over the business directions of our enlarged Group, which will also mitigate any over dependence on the NCT World Group’s key personnel.

7. EFFECTS OF THE PROPOSALS

The Proposed Amendments will not have any effect on our Company’s issued share capital, substantial shareholders’ shareholding in our Company, NA, gearing and earnings of our Group, and EPS.

For illustrative purposes, the effects of the Proposed Acquisition and the Proposed Settlement have been shown based on the following scenarios:

Minimum Scenario : Assuming that:

- i) none of the 14,821,709 Treasury Shares as at the LPD are resold prior to the completion of the Proposed Acquisition and the Proposed Settlement; and
- ii) none of the 1,245,500 outstanding ESOS Options as at the LPD are exercised and no further ESOS Options are granted prior to the completion of the Proposed Acquisition and the Proposed Settlement.

Maximum Scenario : Assuming that:

- i) all of the remaining 14,821,709 Treasury Shares as at the LPD are resold prior to the completion of the Proposed Acquisition and the Proposed Settlement; and
- ii) no further ESOS Options are granted and all of the 1,245,500 outstanding ESOS Options as at the LPD are exercised prior to the completion of the Proposed Acquisition and the Proposed Settlement.

7.1 Share capital

The pro forma effects of the Proposed Acquisition and the Proposed Settlement on the share capital of our Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares		No. of Shares	
	('000)	RM'000	('000)	RM'000
As at the LPD (excluding Treasury Shares)	1,936,420	589,575	1,936,420	589,575
To be issued pursuant to:				
- Sale of Treasury Shares	-	-	14,822	5,863
- Exercise of ESOS Options	-	-	1,246	(1)566
	1,936,420	589,575	1,952,488	596,004
To be issued pursuant to the Proposed Acquisition and the Proposed Settlement:				
- Consideration Shares (up to)	104,167	(2)49,716	104,167	(2)49,716
- Settlement Shares	104,167	(2)49,716	104,167	(2)49,716
Enlarged number of NCT Shares and issued share capital of our Company after the Proposed Acquisition and the Proposed Settlement	2,144,754	689,007	2,160,822	695,436
To be issued pursuant to the conversion of all the Consideration RCPS	917,201	(3)437,760	917,201	(3)437,760
Enlarged number of NCT Shares and share capital of our Company (Up to)	3,061,955	1,126,767	3,078,023	1,133,196

Notes:

- (1) Computed based on the exercise price of RM0.365 per ESOS Option as well as the reclassification of the ESOS Options reserve of RM111,281 pursuant to the exercise of the ESOS Options.
- (2) Computed based on the Share Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and the Proposed Settlement of approximately RM0.28 million for each of the issuance of the Consideration Shares and Settlement Shares respectively.
- (3) Computed based on the RCPS Conversion Price and after deducting the estimated expenses relating to the Proposed Acquisition and the Proposed Settlement of approximately RM2.50 million pursuant to the issuance of the Consideration RCPS.

7.2 NA per Share and gearing

For illustrative purposes only, based on the latest audited consolidated statements of financial position of NCT as at 31 December 2024 and assuming the Proposed Acquisition and the Proposed Settlement had been effected on that date, the pro forma effects of the Proposed Acquisition and the Proposed Settlement on the NA per Share and gearing of our Group are as follows:

Minimum Scenario

	Audited as at 31 December 2024 (RM'000)	⁽ⁱ⁾ Restated as at 31 December 2024 (RM'000)	Pro forma (I) ⁽ⁱⁱ⁾ Subsequent events up to the LPD (RM'000)	Pro forma (II) After Pro forma (I) and the Proposed Acquisition and Proposed Settlement (RM'000)	Pro forma (III) After Pro forma (II) and upon full conversion of the Consideration RCPS (RM'000)
Share capital	556,210	556,210	595,438	⁽ⁱⁱⁱ⁾ 694,870	1,132,630
RCPS	-	-	-	^(iv) 437,760	-
Treasury Shares	(7,873)	(7,873)	(5,863)	(5,863)	(5,863)
Other reserves	142	142	111	111	111
Merger reserve	-	(94,814)	(94,814)	(585,070)	(585,070)
Retained earnings	187,752	209,077	216,895	^(v) 201,579	201,579
NA	736,231	662,742	711,767	743,387	743,387
No. of NCT Shares in issue ('000)	1,863,158	1,863,158	1,936,420	2,144,754	3,061,955
NA per NCT Share (RM)	0.40	0.36	0.37	0.35	0.24
Total borrowings	161,101	161,101	161,175	^(vi) 311,523	311,523
Gearing (times)	0.22	0.24	0.23	0.42	0.42

Notes:

(i) Based on the audited NA as at 31 December 2024 of RM736.23 million and adjusting for the restatement pertaining to the acquisition of 100% equity interest of the NCT Builders Group by our Company, which was completed on 2 July 2024.

The restatement reflects our Company's change in accounting policy for business combinations under common control ("BCUCC") from the acquisition method to the merger method (also known as the pooling-of-interests method), in accordance with Malaysian Financial Reporting Standards ("MFRS") 108: Accounting Policies, Changes in Accounting Estimates and Errors. The acquisition of the NCT Builders Group in the previous financial year was accounted for using the acquisition method which is permissible under MFRS 3: Business Combinations. Following a reassessment, our Company has determined that the merger method is more appropriately reflective of the economic substance and continuity of control inherent in such transactions. The change enhances comparability across reporting periods and aligns with prevailing market practices for similar transactions. In accordance with MFRS 108, the change in accounting policy is applied retrospectively, and the comparative figures have been restated accordingly.

(ii) Adjusted for subsequent events after the FYE 31 December 2024 up to the LPD comprising:

- (a) Proposed NCT Marina Bay Acquisition, where the settlement of the purchase consideration via contra parcels of RM13.20 million will result in a gain on disposal of RM6.69 million;
- (b) GCSB Acquisition, where the transfer of 7,500,000 Treasury Shares to the vendors of GCSB pursuant to the GCSB Acquisition gave rise to a deemed gain on disposal of RM1.36 million;
- (c) acquisition of 2,004,900 Shares by our Company under our share buy-back scheme for a total consideration of RM0.96 million;
- (d) after the issuance of 267,800 new NCT Shares arising from the exercise of ESOS Options at the exercise price of RM0.365 per ESOS Option; and
- (e) after deducting the expenses incurred for the Proposed NCT Marina Bay Acquisition and the GCSB Acquisition of RM0.25 million.

(iii) After the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares at the Share Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and the Proposed Settlement of approximately RM0.57 million in proportion to the value of the Consideration Shares and Settlement Shares.

(iv) After the issuance of 917,201,496 Consideration RCPS at the RCPS Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and the Proposed Settlement of approximately RM2.50 million in proportion to the value of the Consideration RCPS.

(v) After adjusting for the NCT World Group's accumulated losses as at 31 December 2024 of RM15.32 million arising from the merger accounting.

(vi) After adjusting for the total borrowings (including lease liabilities) of the NCT World Group as at 31 December 2024 of RM150.35 million.

Maximum Scenario

	Audited as at 31 December 2024 (RM'000)	⁽ⁱ⁾ Restated as at 31 December 2024 (RM'000)	⁽ⁱⁱ⁾ Subsequent events up to the LPD (RM'000)	Pro forma (I)	Pro forma (II) ⁽ⁱⁱⁱ⁾ After Pro forma (I) and assuming that all the Treasury Shares are resold and full exercise of ESOS Options (RM'000)	Pro forma (III) After Pro forma (II) and the Proposed Acquisition and Proposed Settlement (RM'000)	Pro forma (IV) After Pro forma (III) and upon full conversion of the Consideration RCPS (RM'000)
Share capital	556,210	556,210	595,438	595,438	596,004	^(iv) 695,436	1,133,196
RCPS	-	-	-	-	-	^(v) 437,760	-
Treasury Shares	(7,873)	(7,873)	(5,863)	(5,863)	-	-	-
Other reserves	142	142	111	111	-	-	-
Merger reserve	-	(94,814)	(94,814)	(94,814)	(94,814)	(585,070)	(585,070)
Retained earnings	187,752	209,077	216,895	216,895	218,147	^(vi) 202,830	202,830
NA	736,231	662,742	711,767	711,767	719,337	750,956	750,956
No. of NCT Shares in issue ('000)	1,863,158	1,863,158	1,936,420	1,936,420	1,952,488	2,160,822	3,078,023
NA per NCT Share (RM)	0.40	0.36	0.37	0.37	0.37	0.35	0.24
Total borrowings	161,101	161,101	161,175	161,175	161,175	^(vii) 311,523	311,523
Gearing (times)	0.22	0.24	0.23	0.23	0.22	0.41	0.41

Notes:

- (i) Based on the audited NA as at 31 December 2024 of RM736.23 million and adjusting for the restatement pertaining to the acquisition of 100% equity interest of the NCT Builders Group by our Company, which was completed on 2 July 2024.

The restatement reflects our Company's change in accounting policy for BCUCC from the acquisition method to the merger method (also known as the pooling-of-interests method), in accordance with MFRS 108: Accounting Policies, Changes in Accounting Estimates and Errors. The acquisition of the NCT Builders Group in the previous financial year was accounted for using the acquisition method which is permissible under MFRS 3: Business Combinations. Following a reassessment, our Company has determined that the merger method more appropriately reflects the economic substance and continuity of control inherent in such transactions. The change enhances comparability across reporting periods and aligns with prevailing market practices for similar transactions. In accordance with MFRS 108, the change in accounting policy is applied retrospectively, and the comparative figures have been restated accordingly.

- (ii) Adjusted for the subsequent events after the FYE 31 December 2024 up to the LPD comprising:

- (a) the Proposed NCT Marina Bay Acquisition. The settlement of the purchase consideration via contra parcels of RM13.20 million will result in gain on disposal of RM6.69 million;
- (b) the GCSB Acquisition, which was completed on 11 July 2025. The transfer of 7,500,000 Treasury Shares to the vendors of GCSB pursuant to the GCSB Acquisition gave rise to a deemed gain on disposal of RM1.36 million;
- (c) acquisition of 2,004,900 Shares by our Company under our share buy-back scheme for a total consideration of RM0.96 million;
- (d) after the issuance of 267,800 new NCT Shares arising from the exercise of ESOS Options at the exercise price of RM0.365 per ESOS Option; and
- (e) after deducting the expenses incurred for the Proposed NCT Marina Bay Acquisition and the GCSB Acquisition of RM0.25 million.

- (iii) Adjusted for the following events under the Maximum Scenario:

- (a) assuming all the remaining 14,821,709 Treasury Shares are resold in the market at RM0.48 per Treasury Share which will result in gain on disposal of RM1.25 million; and
- (b) assuming the issuance of 1,245,500 new NCT Shares after all the outstanding 1,245,500 ESOS Options are being exercised at RM0.365 per ESOS Option.

- (iv) After the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares at the Share Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and the Proposed Settlement of approximately RM0.57 million in proportion to the value of the Consideration Shares and Settlement Shares.

- (v) After the issuance of 917,201,496 Consideration RCPS at the RCPS Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and the Proposed Settlement of approximately RM2.50 million in proportion to the value of the Consideration RCPS.

- (vi) After adjusting for the NCT World Group's accumulated losses as at 31 December 2024 of RM15.32 million arising from the merger accounting.

- (vii) After adjusted for the total borrowings (including lease liabilities) of the NCT World Group as at 31 December 2024 of RM150.35 million.

7.3 Substantial shareholders' shareholdings

The pro forma effects of the Proposed Acquisition and the Proposed Settlement on the substantial shareholders' shareholdings in our Company are as follows:

Minimum Scenario

	As at the LPD			Pro forma (I) After the Proposed Acquisition and the Proposed Settlement		
	Direct		Indirect	Direct		Indirect
	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iv)%
YBG Yap	892,460	46.09	-	-	892,460	41.61
Dato' Sri YNC	79,292	4.09	(i)892,602	46.10	245,959	11.47
Dato' YFC	58,606	3.03	(ii)892,460	46.09	100,272	4.68
					(i)892,602	41.62
					(ii)892,460	41.61

Pro forma (II) After Pro forma (I) and upon full conversion of the Consideration RCPS

	Direct		Indirect	
	No. of NCT Shares ('000)	(v)%	No. of NCT Shares ('000)	(v)%
YBG Yap	892,460	29.15	-	-
Dato' Sri YNC	979,720	32.00	(i)892,602	29.15
Dato' YFC	283,712	9.27	(ii)892,460	29.15

Notes:

- (i) Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act and the Shares held by his daughter, Yap Pui Yee, pursuant to Section 59(1)(c) of the Act. For information purposes, as at the LPD, Yap Pui Yee holds 142,200 NCT Shares and 58,200 ESOS Options.
- (ii) Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act.
- (iii) Based on the number of NCT Shares in issue of 1,936,420,549 (excluding Treasury Shares) as at the LPD.
- (iv) Based on the enlarged number of NCT Shares of 2,144,753,883 after the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares pursuant to the Proposed Acquisition and the Proposed Settlement.
- (v) Based on the enlarged number of NCT Shares of 3,061,955,379 upon full conversion of 917,201,496 Consideration RCPS into 917,201,496 new NCT Shares.

Maximum Scenario

	As at the LPD				Pro forma (I) Assuming all the Treasury Shares are resold and full exercise of ESOS Options			
	Direct		Indirect		Direct		Indirect	
	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iv)%	No. of NCT Shares ('000)	(iv)%
YBG Yap	892,460	46.09	-	-	892,460	45.71	-	-
Dato' Sri YNC	79,292	4.09	⁽ⁱ⁾ 892,602	46.10	79,292	4.06	⁽ⁱ⁾ 892,718	45.72
Dato' YFC	58,606	3.03	⁽ⁱⁱ⁾ 892,460	46.09	58,606	3.00	⁽ⁱⁱ⁾ 892,460	45.71
	Pro forma (II) After Pro forma (I) and the Proposed Acquisition and the Proposed Settlement				Pro forma (III) After Pro forma (II) and upon full conversion of the Consideration RCPS			
	Direct		Indirect		Direct		Indirect	
	No. of NCT Shares ('000)	(v)%	No. of NCT Shares ('000)	(v)%	No. of NCT Shares ('000)	(vi)%	No. of NCT Shares ('000)	(vi)%
YBG Yap	892,460	41.30	-	-	892,460	28.99	-	-
Dato' Sri YNC	245,959	11.38	⁽ⁱ⁾ 892,718	41.31	979,720	31.83	⁽ⁱ⁾ 892,718	29.00
Dato' YFC	100,272	4.64	⁽ⁱⁱ⁾ 892,460	41.30	283,712	9.22	⁽ⁱⁱ⁾ 892,460	28.99

Notes:

- (i) Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act and the 142,200 Shares held by his daughter, Yap Pui Yee, pursuant to Section 59(1)(c) of the Act. Additionally he is also deemed interested in the NCT Shares arising from the exercise of the 58,200 ESOS Options held by his son, Yap Chun How and 58,200 ESOS Options held by his daughter Yap Pui Yee respectively.
- (ii) Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act.
- (iii) Based on the number of NCT Shares in issue of 1,936,420,549 (excluding Treasury Shares) as at the LPD.
- (iv) Based on the enlarged number of NCT Shares of 1,952,487,758 after assuming all the 14,821,709 Treasury Shares are resold and all the 1,245,500 outstanding ESOS Options are exercised under the Maximum Scenario.
- (v) Based on the enlarged number of NCT Shares of 2,160,821,092 after the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares pursuant to the Proposed Acquisition and the Proposed Settlement.

- (vi) Based on the enlarged number of NCT Shares of 3,078,022,588 upon full conversion of 917,201,496 Consideration RCPS into 917,201,496 new NCT Shares.

7.4 Earnings and EPS

The Proposed Acquisition is expected to contribute positively to the future earnings of our Group, which is expected to be realised in stages subject to the progress of the developments of the NCT World Group Projects as well as sales associated with the corresponding developments.

The effect of the Proposed Acquisition and the Proposed Settlement on the consolidated EPS will depend upon, among others, the financial contribution of the NCT World Group vis-à-vis the dilution in the share capital of our Company arising from the issuance of the Consideration Shares, the Settlement Shares and new NCT Shares arising from conversion of the Consideration RCPS, if any.

For illustrative purposes only, based on the latest audited consolidated statement of comprehensive income of our Company for the FYE 31 December 2024 and assuming that the Proposed Acquisition and the Proposed Settlement had been effected on 1 January 2024, being the beginning of the FYE 31 December 2024, the pro forma effects of the Proposed Acquisition and the Proposed Settlement on the earnings of our Group and EPS are as follows:

	Restated FYE 31 December 2024	Minimum Scenario	Maximum Scenario
	(RM'000)	(RM'000)	(RM'000)
PATAMI	45,507 ⁽ⁱ⁾	86,519 ⁽ⁱⁱ⁾	86,519 ⁽ⁱⁱ⁾
No. of NCT Shares in issue ('000)	1,863,158	3,061,955	3,078,023
EPS (sen)	2.44	2.83	2.81

Notes:

- (i) Based on the audited PATAMI of our Group for the FYE 31 December 2024 of RM34.50 million and adjusting for the restatement pursuant to the change in accounting policy of our Company from acquisition method to merger method as disclosed in note (i) of **Section 7.2 of Part A** of this Circular.
- (ii) The pro forma PATAMI of our Group after the Proposed Acquisition was arrived at based on the following:

	RM'000
Restated PATAMI for the FYE 31 December 2024	45,507
Add:	
Effects of subsequent events up to the LPD ^(a)	6,438
Extrapolated 12-month PATAMI of the NCT World Group ^(b)	34,574
Pro forma consolidated PATAMI after the Proposed Acquisition	86,519

Notes:

- (a) The effects of subsequent events after the FYE 31 December 2024 up to the LPD comprise of:
- (i) deemed gain of disposal of contra parcels amounting to RM6.69 million arising from the part settlement of the purchase consideration for the Proposed NCT Marina Bay Acquisition; and
- (ii) estimated expenses of approximately RM0.21 million incurred by our Company pursuant to the GCSB Acquisition and approximately RM0.04 million for the Proposed NCT Marina Bay Acquisition.
- (b) Being the 12-month extrapolated PATAMI of the NCT World Group computed based on the NCT World Group's unaudited PATAMI of RM14.41 million for the 5-month FPE 31 May 2025.

7.5 Convertible securities

As at the LPD, save for the 1,245,500 outstanding ESOS Options, our Company does not have any outstanding convertible securities.

The Proposed Acquisition and the Proposed Settlement will not give rise to any adjustment to the exercise price and/or number of outstanding ESOS Options.

8. APPROVALS AND CONSENT REQUIRED

The Proposals are subject to the following being obtained:

- (i) approval of Bursa Securities for the following:
 - (a) listing and quotation of up to 104,166,667 Consideration Shares and 104,166,667 Settlement Shares to be issued pursuant to the Proposed Acquisition and the Proposed Settlement respectively; and
 - (b) listing and quotation of up to 917,201,496 new NCT Shares to be issued upon full conversion of the Consideration RCPS,

on the Main Market of Bursa Securities which was obtained vide its letter dated 5 December 2025, subject to, inter-alia, the following conditions:

No.	Condition	Status of compliance
1.	NCT and Maybank IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposals	To be complied
2.	Maybank IB to furnish Bursa Securities with a certified true copy of the resolution passed by the Shareholders approving the Proposals;	To be complied
3.	NCT and Maybank IB must observe and ensure full compliance with Paragraph 8.02(1) of the Listing Requirements relating to the 25% public shareholding spread requirement pursuant to the Proposals;	To be complied
4.	Maybank IB to furnish Bursa Securities a letter of compliance in relation to the amended Constitution pursuant to Paragraph 2.12 of the Listing Requirements together with a copy of the duly executed Constitution;	To be complied
5.	Maybank IB to inform Bursa Securities upon the completion of the Proposals; and	To be complied
6.	NCT and Maybank IB to furnish Bursa Securities with a written confirmation of their compliance with the terms and conditions of Bursa Securities' approval once the Proposals are completed.	To be complied

- (ii) approval of the non-interested Shareholders at our forthcoming EGM; and
- (iii) approval and/or consent from any other relevant authority and/or party, if required.

9. CONDITIONALITY OF THE PROPOSALS

The Proposed Acquisition, the Proposed Settlement and the Proposed Amendments are inter-conditional upon one another. In this respect, the Completion Consideration Shares, the Consideration RCPS and the Settlement Shares shall be issued and allotted on the SSA Completion Date. The NIS Consideration Shares shall be issued and allotted on the SSA Completion Date or upon the Delapan JDA becoming unconditional, whichever is later.

The Proposed New Shareholders' Mandate is conditional upon the Proposed Acquisition but not vice-versa.

The Proposals are not conditional upon any other corporate exercise/scheme of our Company.

10. OTHER CORPORATE EXERCISE/SCHEME ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed NCT Marina Bay Acquisition, the Proposed Joint Development and the Proposals, there are no other corporate exercise/scheme which has been announced by our Company but not yet completed before the printing of this Circular.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of our Directors, Major Shareholders, chief executive and/or Persons Connected with them have any interests, whether direct and/or indirect, in the Proposals:

- (i) Dato' Sri YNC, being the Executive Chairman / Group Managing Director of our Company and our Major Shareholder is the major shareholder and director of NCT World. He is the brother of Dato' YFC, the father of Yap Chun Theng and the uncle of Sae-Yap Atthakovit;
- (ii) Dato' YFC, being the Group Executive Director of our Company and our Major Shareholder is the major shareholder and director of NCT World. He is the brother of Dato' Sri YNC, the father of Sae-Yap Atthakovit and the uncle of Yap Chun Theng;
- (iii) Yap Chun Theng, being the Executive Director of our Company, is the son of Dato' Sri YNC and the nephew of Dato' YFC;
- (iv) Sae-Yap Atthakovit, being the Non-Independent Non-Executive Director of our Company, is the son of Dato' YFC and the nephew of Dato' Sri YNC; and
- (v) YBG Yap, being our Major Shareholder, is wholly-owned by Dato' Sri YNC and Dato' YFC. Dato' Sri YNC and Dato' YFC are also directors of YBG Yap. YBG Yap is deemed interested in the Proposals in view that Dato' Sri YNC and Dato' YFC are the directors and the shareholders of YBG Yap.

The shareholdings of the Interested Directors and Interested Major Shareholders in our Company as at the LPD are as follows:

	As at the LPD			
	Direct		Indirect	
	No. of NCT Shares ('000)	% ⁽ⁱ⁾	No. of NCT Shares ('000)	% ⁽ⁱ⁾
YBG Yap	892,460	46.09	-	-
Dato' Sri YNC	79,292	4.09	892,602 ⁽ⁱⁱ⁾	46.10
Dato' YFC	58,606	3.03	892,460 ⁽ⁱⁱⁱ⁾	46.09
Yap Chun Theng	-	-	-	-
Sae-Yap Atthakovit	-	-	-	-

Notes:

- (i) *Based on the number of NCT Shares issued of 1,936,420,549 (excluding Treasury Shares) as at the LPD*
- (ii) *Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act and the shares held by his daughter, Yap Pui Yee pursuant to Section 59(11)(c) of the Act.*
- (iii) *Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act.*

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at the relevant Board meetings in respect of the Proposals. In addition, the Interested Directors will also abstain from voting and undertake to ensure that Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

The Interested Major Shareholders will abstain from voting and undertake to ensure that their Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any on the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

12. HIGHEST PERCENTAGE RATIO

The highest percentage ratio applicable to the Proposed Acquisition and the Proposed Settlement pursuant to Paragraph 10.02(g) of the Listing Requirements is 73.38% based on the aggregate of the Purchase Consideration and settlement of the V1 Advances by our Company over the audited consolidated NA of our Company as at 31 December 2024.

13. TRANSACTIONS WITH THE INTERESTED MAJOR SHAREHOLDERS, INTERESTED DIRECTORS AND/OR PERSONS CONNECTED WITH THEM FOR THE PRECEDING 12 MONTHS

Save for the following, there were no other transactions entered into by our Group with the Interested Major Shareholders, Interested Directors and/or Persons Connected for the preceding 12 months up to the LPD:

- (i) Proposed Acquisition;
- (ii) Proposed Settlement; and
- (iii) RRPTs as disclosed in our Company's circular to shareholders dated 29 April 2025.

14. DIRECTORS' STATEMENT

The Board (save for the Interested Directors), having considered all aspects of the Proposals, including the rationale, benefits and effects of the Proposals, the salient terms of the SSA, the basis and justification for the Purchase Consideration, the valuation of the NCT World Group Projects by Knight Frank as well as the views of the Independent Adviser, is of the opinion that the Proposals are in the best interest of our Company.

Accordingly, the Board (save for the Interested Directors) recommends that the Shareholders **vote in favour** of the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

15. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of (save for Sae-Yap Atthakovit, being one of the Interested Directors and a member of the Audit Committee), after having considered all relevant aspects of the Proposals including the rationale, benefits and effects of the Proposals, the salient terms of the SSA, the basis and justification for the Purchase Consideration, the valuation of the NCT World Group Projects by Knight Frank, as well as the views of the Independent Adviser, is of the opinion that the Proposals are:

- (i) in the best interest of our Company;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the non-interested Shareholders.

16. TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all approvals/consents being obtained, the tentative timetable for the implementation of the Proposals is as follows:

Tentative timing	Event
31 December 2025	<ul style="list-style-type: none">• EGM for the Proposals• Fulfilment of the SSA Conditions Precedent• Completion of the Proposals

17. INDEPENDENT ADVISER

In view of the interests of the Interested Parties in the Proposed Acquisition and the Proposed Settlement as set out in **Section 11** of **Part A** of this Circular and in compliance with Paragraph 10.08 of the Listing Requirements, BDOCC has been appointed to act as independent adviser to undertake the following in relation to the Proposed Acquisition and the Proposed Settlement:

- (i) comment as to whether the Proposed Acquisition and the Proposed Settlement are:
 - (a) fair and reasonable so far as the non-interested Shareholders are concerned; and
 - (b) to the detriment of the non-interested Shareholders;and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion;
- (ii) advise the non-interested Shareholders on whether they should vote in favour of the Proposed Acquisition and the Proposed Settlement; and
- (iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in relation to items (i) and (ii) above.

18. EGM

Our EGM, the notice of which is enclosed in this Circular, 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, with or without modifications, the resolutions to give effect to the Proposals.

If you are unable to attend and vote in person at the EGM, please complete and return the Proxy Form in accordance with the instructions therein as soon as possible, in any event so as to arrive at the office of our Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia 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, Malaysia, or alternatively in the case of electronic appointment, the Proxy Form must be deposited via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> not less than forty-eight (48) hours before the time for holding the EGM at which the person named in the instrument proposes to vote.

The completion and lodgement of the Proxy Form will not preclude you from participating and voting at the EGM should you subsequently decide to do so.

19. FURTHER INFORMATION

Please refer to the appendices for further information.

Yours faithfully,
For and on behalf of the Board of
NCT ALLIANCE BERHAD

ALLEN YAP KUAN KEE
Independent Non-Executive Director

PART B

**INDEPENDENT ADVICE LETTER TO THE
NON-INTERESTED SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITION AND
THE PROPOSED SETTLEMENT**

EXECUTIVE SUMMARY

All definitions or defined terms used in this executive summary shall have the same meanings as defined in the “Definitions” section of the Circular, except where the context requires otherwise or as otherwise defined.

All references to “we”, “us” and “our” in this executive summary are ascribed to BDOCC, being the Independent Adviser for the Proposed Acquisition and Proposed Settlement.

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THIS IAL. THE NON-INTERESTED SHAREHOLDERS ARE ADVISED TO READ AND UNDERSTAND THIS IAL IN ITS ENTIRETY, TOGETHER WITH PART A OF THE CIRCULAR AND THE APPENDICES THERETO FOR ANY OTHER RELEVANT INFORMATION, AND ARE NOT TO RELY SOLELY ON THIS EXECUTIVE SUMMARY BEFORE FORMING AN OPINION ON THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT. YOU ARE ALSO ADVISED TO CONSIDER CAREFULLY THE RECOMMENDATION CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTIONS RELATING TO THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT TO BE TABLED AT THE FORTHCOMING EGM.

IF YOU ARE IN DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

1. INTRODUCTION

On 21 August 2025, Maybank IB had, on behalf of the Board, announced that NCT proposed to undertake the following:

- (i) Proposed Acquisition;
- (ii) Proposed Settlement; and
- (iii) Proposed Amendments

The Proposed Acquisition, Proposed Settlement and Proposed Amendments are inter-conditional upon one another. We note that the sole purpose of the Proposed Amendments is to facilitate the issuance and allotment of the Consideration RCPS arising from the Proposed Acquisition.

The Proposed Acquisition and Proposed Settlement are deemed to be a related party transactions pursuant to Paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Directors and Interested Major Shareholders as set out in **Section 11, Part A** of the Circular.

The Board (save for the Interested Directors) had on 9 July 2025 appointed BDOCC as the Independent Adviser to advise the non-interested Directors and non-interested Shareholders in relation to the fairness and reasonableness of the Proposed Acquisition and Proposed Settlement and whether the Proposed Acquisition and Proposed Settlement are detrimental to the non-interested Shareholders.

The purpose of this IAL is to provide the non-interested Shareholders with an independent evaluation of the fairness and reasonableness of the Proposed Acquisition and Proposed Settlement, together with our recommendation thereon, subject to the limitations of our role and evaluation as specified in this IAL.

2. EVALUATION OF THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

In evaluating the Proposed Acquisition and Proposed Settlement, we have taken into consideration the following:

Section this IAL	Area of evaluation	Our evaluation
Section 7	Rationale of the Proposed Acquisition and Proposed Settlement	<p><u>Rationale of Proposed Acquisition</u></p> <p>The Proposed Acquisition represents an opportunity for the Group to tap into the NCT World Group Projects (ie. NSIP Project and NIS Project), which are primarily involved in the development of industrial park and industrial properties. This will enable the Group to venture into the industrial property segment and allows the Group to expand its revenue stream which was traditionally concentrated in the residential and commercial sectors.</p> <p>The NCT World Group Projects are also important for the Group's long-term strategy as it is NCT Group's maiden foray into industrial property development which the management of the Group intends to leverage on its successful launch to undertake more similar projects in the future. The industrial development under the NCT World Group Projects is also in line with the Group's strategic initiatives to continuously strengthen and grow its property development business.</p> <p>We further noted that the Proposed Acquisition will allow the Group to participate in large-scale development projects without initial significant cash outlay as the Purchase Consideration of up to RM490.26 million will be satisfied via the issuance and allotment of up to 104,166,667 Consideration Shares and 917,201,496 Consideration RCPS. This would allow the Group to conserve its cash and bank balance which stood at RM22.67 million as at 30 September 2025. The Group also would not need to rely on borrowings to fund the Proposed Acquisition and this would allow the Group to have more flexibility and options to raise funding for the development of the NCT World Group Projects.</p> <p>In addition, we noted that issuance of the Consideration RCPS amounting to RM440.26 million constitutes approximately 90% of the total Purchase Consideration of up to RM490.26 million, while the remaining 10% of the total Purchase Consideration is funded via issuance of the Consideration Shares. We further noted that holders of the Consideration RCPS shall be entitled to convert the Consideration RCPS at any time during the conversion period of 5 years. On the assumption that the holders of Consideration RCPS does not convert the Consideration RCPS immediately after the completion of the Proposed Acquisition, the conversion of Consideration RCPS over a 5 year conversion period will spread out the dilution effects to the Group's consolidated EPS and NA per Share as and when it occurs over a period of 5 years as compared to a full and immediate dilution impact if the Company would to fund the Proposed Acquisition entirely via NCT Shares.</p>

Section in this IAL	Area of evaluation	Our evaluation
		<p>Based on the above, we are of the view that the rationale of the Proposed Acquisition is <u>reasonable</u>.</p> <p><u>Rationale of Proposed Settlement</u></p> <p>As at the LPD, NCT Venture had advanced a total sum of RM138.74 million to the NCT World Group and is expected to further advance up to RM11.26 million to the NCT World Group up to the SSA Completion Date for working capital purposes for the NCT World Group Projects.</p> <p>The Advances of RM138.74 million have been extended by NCT Venture to NCT World Group since 2008 up to the LPD and none of the Advances had been repaid since 2008 up to the LPD. The utilisation of the Advances of RM138.74 million were mainly for payment of land and land related costs (i.e. legal fees) for the NSIP Project, development costs for the NSIP Project and operating expenses (i.e. staff costs, administrative expenses and audit fees) as set out in Section 2.2, Part A of the Circular.</p> <p>Without the Advances, NCT World would not be able to pay for the land and land related costs as well as development costs for the NSIP Project and would not have the financial capability to develop the NSIP Project, and in turn, NCT Group (through the Proposed Acquisition) would not have been able to realise any potential benefits from the development of NSIP Project.</p> <p>Notwithstanding that the Advances are unsecured, non-interest bearing and are repayable on demand, we noted that the Vendors had requested for partial upfront settlement of the Advances. We are of the view that the settlement of the V1 Advances and the V2 Advances is reasonable as, save for the Advances, there are no further amounts owing by NCT World to NCT Venture after the LPD and that the NCT World do not expect any further increase in the Advances after the LPD.</p> <p>We further noted that NCT World does not have the financial capability to settle the Advances at this juncture. As such, the Proposed Settlement represents an opportunity for NCT to partially settle the Advances owing to NCT Venture (ie. settling the V1 Advances of RM50.00 million). In the event that the Proposed Settlement is not undertaken, NCT World will have to re-engage NCT Venture for the repayment of the V1 Advances via other means to be mutually discussed and agreed upon. This might involve obtaining new bank borrowings (which would incur additional interest and increase the gearing level of the NCT Group).</p> <p>The Proposed Settlement via issuance of Settlement Shares would also allow the Group to preserve its cash reserves for working capital requirements for its existing and future property development projects as set out in Section 4.1, Part A of the Circular.</p>

EXECUTIVE SUMMARY

Section in this IAL	Area of evaluation	Our evaluation										
		<p>Based on the above and having considered the available options to settle the V1 Advances, we are of the view that the Proposed Settlement is reasonable and represents the most appropriate method for NCT Group to settle the V1 Advances.</p>										
Section 8	Basis and justification for the Purchase Consideration	<p>In evaluating the fairness of the Purchase Consideration, we have compared the Purchase Consideration against the estimated valuation of NCT World Group.</p> <p>In arriving at the estimated valuation of NCT World Group, we have adopted the revalued net assets value (“RNAV”) valuation method as the most appropriate approach in view that NCT World is principally engaged in investment holding and its 3 main operating subsidiaries (ie. NLSB, NCSB and BBSB) (“Operating Subsidiaries”) are principally involved in property development activities.</p> <p>In order to compute the estimated RNAV of the NCT World Group, we have made reference to its unaudited consolidated financial position as at 31 May 2025 and we have assessed the NCT World Group Projects held by the Operating Subsidiaries, after taking into consideration the NBV of NCT World Group Projects and the market value of the NCT World Group Projects as appraised by the Valuer.</p> <p>The estimated RNAV of NCT World Group is computed as follows:-</p> <table><tr><th></th><th>RM'000</th></tr><tr><td>Unaudited consolidated NA of NCT World Group as at 31 May 2025</td><td>(708)</td></tr><tr><td>Add: Estimated net revaluation surplus of the NCT World Group Projects</td><td>490,965</td></tr><tr><td>Estimated RNAV of NCT World Group</td><td>490,257</td></tr><tr><td>Purchase Consideration</td><td>490,257</td></tr></table> <p>For further details of the computation of the estimated net revaluation surplus of the NCT World Group Projects, please refer to Section 8.2 of this IAL.</p> <p>Premised on the above, we noted that the Purchase Consideration of up to RM490.26 million approximates the indicative fair value of the NCT World Group of RM490.26 million. As such, we are of the view that the Purchase Consideration is <u>fair</u>.</p>		RM'000	Unaudited consolidated NA of NCT World Group as at 31 May 2025	(708)	Add: Estimated net revaluation surplus of the NCT World Group Projects	490,965	Estimated RNAV of NCT World Group	490,257	Purchase Consideration	490,257
	RM'000											
Unaudited consolidated NA of NCT World Group as at 31 May 2025	(708)											
Add: Estimated net revaluation surplus of the NCT World Group Projects	490,965											
Estimated RNAV of NCT World Group	490,257											
Purchase Consideration	490,257											

EXECUTIVE SUMMARY

Section in this IAL	Area of evaluation	Our evaluation
Section 9	Basis and justification for the Share Issue price, RCPS Issue Price and the RCPS Conversion Price	<p>We noted that the Share Issue Price and RCPS Issue Price of RM0.48 represent:-</p> <ul style="list-style-type: none"> (a) <u>premiums</u> ranging between 0.31% to 1.05% to the closing market price, five (5)-day, one (1)-month, three (3)-month and six (6)-month VWAPs of NCT Shares up to the LTD; (b) a <u>discount</u> of 0.91% to the one (1)-year VWAP of NCT Shares up to the LTD; (c) <u>discounts</u> of 19.33% and 23.21% to the closing market price and five (5)-day VWAP of NCT Shares up to the LPD; and (d) <u>premiums</u> of 29.73%, 37.14% and 100.00% based on the audited consolidated NA per NCT Share as at 31 December 2024 (after restatement and subsequent events), proforma NA per NCT Share upon completion of the Proposed Acquisition and Proposed Settlement (under the Minimum and Maximum scenario) and proforma NA per NCT Share upon completion of the Proposed Acquisition and Proposed Settlement and upon full conversion of the Consideration RCPS (under the Minimum and Maximum scenario). <p>Premised on the above, we are of the view that the Share Issue Price and RCPS Issue Price is <u>fair</u> and <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.</p>
Section 10	Salient terms of the Consideration RCPS	We are of the view that the salient terms of the Consideration RCPS are <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.
Section 11	Salient terms of the SSA	We are of the view that the salient terms of the SSA are <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.

EXECUTIVE SUMMARY

Section in this IAL	Area of evaluation	Our evaluation
Section 12	Effects of the Proposed Acquisition and Proposed Settlement	<p>The effects of the Proposed Acquisition and Proposed Settlement are summarised as follows:</p> <p>(i) Issued share capital</p> <p>The issuance of Consideration Shares and Settlement Shares will result in the increase in NCT's issued share capital from RM589.58 million (as at LPD) (excluding Treasury Shares) to RM689.01 million (Minimum Scenario) and RM695.44 million (Maximum Scenario) immediately upon completion of the Proposed Acquisition and Proposed Settlement.</p> <p>The issuance of Consideration RCPS will not result in the increase in NCT's issued share capital. However, in the event that the holder(s) of the Consideration RCPS converts the Consideration RCPS into new NCT Shares, it will increase the issued share capital of NCT.</p> <p>(ii) NA per Share and gearing</p> <p>The Proposed Acquisition and Proposed Settlement will result in the decrease in the Group's proforma consolidated NA per Share from RM0.37 as at 31 December 2024 (after restatement and subsequent events) to RM0.35 upon completion of the Proposed Acquisition and Proposed Settlement (under the Minimum Scenario and Maximum Scenario) and further decrease to RM0.24 (Minimum Scenario and Maximum Scenario) upon completion of the Proposed Acquisition and Proposed Settlement and assuming full conversion of the Consideration RCPS. This is mainly due to the application of merger accounting due to the reasons as explained in note (i) of Section 12(ii) of this IAL which results in the creation of negative merger reserve as well as the increase in NCT's Shares arising from the issuance of Consideration Shares and Settlement Shares and upon full conversion of the Consideration RCPS into new NCT Shares.</p> <p>We further noted that the Proposed Acquisition and Proposed Settlement will increase the Group's proforma gearing from 0.23 times as at 31 December 2024 (after restatement and subsequent events) to 0.42 times (Minimum Scenario) and 0.41 times (Maximum Scenario) upon completion of the Proposed Acquisition and Proposed Settlement, arising from the consolidation of approximately RM150.35 million borrowings and lease liabilities of NCT World Group. Upon completion of the Proposed Acquisition and Proposed Settlement and assuming full conversion of the Consideration RCPS, the proforma gearing of NCT Group will remain unchanged at 0.42 times (Minimum Scenario) and 0.41 times (Maximum Scenario) respectively.</p>

EXECUTIVE SUMMARY

Section in this IAL	Area of evaluation	Our evaluation
Section 12	Effects of the Proposed Acquisition and Proposed Settlement	<p>(iii) Substantial shareholders' shareholding</p> <p>The Vendors, namely Dato' Sri YNC and Dato' YFC are the shareholders of YBG Yap, the controlling shareholder of NCT.</p> <p>The issuance of Consideration Shares and Settlement Shares to the Vendors arising from the Proposed Acquisition and Proposed Settlement and assuming full conversion of Consideration RCPS are expected to increase the individual shareholdings of Dato' Sri YNC and Dato' YFC and result in the dilution of all other existing Shareholders (including YBG Yap).</p> <p>(iv) Earnings and EPS</p> <p>Moving forward, the effects of the Proposed Acquisition and Proposed Settlement on the consolidated earnings and EPS of the Group is dependent on the amount of profits generated from the future development of the NCT World Group Projects.</p> <p>We also note that the issuance of Consideration RCPS will allow NCT to spread out the dilution effects to the consolidated earnings per NCT Share over a period of 5 years. However, we wish to highlight that based on the terms of the Consideration RCPS as set out in Appendix III of the Circular, Consideration RCPS holders shall be entitled to convert the Consideration RCPS at any time during the conversion period of 5 years. As such, the Group may face an immediate dilution in EPS in the event that all the Consideration RCPS are converted immediately upon issuance.</p> <p>Notwithstanding that the Proposed Acquisition and Proposed Settlement will result in the increase in proforma gearing of NCT Group, it should be noted that this is mainly attributable to the consolidation of NCT World's borrowings and lease liabilities, approximately RM150.35 million into the Group. The decrease in proforma NA per Share of NCT Group is also due to the application of merger accounting which result in the creation of negative merger reserve as well as the increase in NCT's Shares arising from the issuance of Consideration Shares and Settlement Shares and upon full conversion of the Consideration RCPS into new NCT Shares.</p> <p>Based on our overall assessment, we are of the view that the effects of the Proposed Acquisition and Proposed Settlement are <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.</p>

EXECUTIVE SUMMARY

Section in this IAL	Area of evaluation	Our evaluation
Section 13	Industry overview and prospects	<p>The Proposed Acquisition and Proposed Settlement will mark NCT's foray into industrial park development via the NSIP Project and the NIS Project as part of its overall strategy to strengthen its presence in the property development segment as well as increasing its landbank and property development income.</p> <p>As at LPD, the Group is currently involved in the development of residential and commercial property development projects. Moving forward, the Group's financial performance will be dependent on the successful launch of the said projects.</p> <p>The Group's commercial and industrial property development projects will be underpinned by the outlook of the local property industry, industrial property and commercial property development segment which is further supported by Government initiatives supporting the IDRIS development zone and Delapan SBEZ under the NCER as outlined in Section 5.5, Part A of the Circular. These Government initiatives aim to motivate developers and landowners to take a more proactive stance in the development of vacant lands in the abovementioned regions.</p> <p>The Group's residential property development projects will be underpinned by the outlook of the local residential property development segment which is further supported by Government initiatives such as the Malaysia My Second Home (MM2H), Syarikat Jaminan Kredit Perumahan (SJKP) and tax relief for first time home owners. These Government initiatives provide incentive to home buyers and is aimed to increase the demand for residential properties.</p> <p>Premised on the above, we are of the view that the prospects of the NCT Group following the completion of the Proposed Acquisition and Proposed Settlement is positive.</p>
Section 14	Risk factors in relation to the Proposed Acquisition and Proposed Settlement	<p>In considering the Proposed Acquisition and Proposed Settlement, non-interested Shareholders are advised to give careful consideration to the risk factors as set out in Section 6, Part A of the Circular.</p> <p>While we noted that measures would be taken by NCT to mitigate such risks associated with the Proposed Acquisition and Proposed Settlement, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the financial, business and operation of the Group.</p>

3. CONCLUSION AND RECOMMENDATION

In arriving at our conclusion and recommendation, we have taken into account the various consideration factors as set out in this IAL. Based on this, BDOCC views that the Proposed Acquisition and Proposed Settlement are **fair** and **reasonable** and **not detrimental** to the non-interested Shareholders.

Accordingly, we advise and recommend that the non-interested Shareholders **vote in favour** of the ordinary resolutions pertaining to the Proposed Acquisition and Proposed Settlement to be tabled at the forthcoming EGM.



Date: 9 December 2025

To: The non-interested shareholders of NCT Alliance Berhad

Dear Sir / Madam,

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

**INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF NCT IN
RELATION TO THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT**

This IAL has been prepared for inclusion in the Circular. All definitions or defined terms used in this IAL shall have the same meanings as defined in the “Definitions” section of the Circular, except where the context requires otherwise or as otherwise defined.

All references to “we”, “us” and “our” in this IAL are ascribed to BDOCC, being the Independent Adviser for the Proposed Acquisition and Proposed Settlement.

1. INTRODUCTION

On 21 August 2025, Maybank IB had, on behalf of the Board, announced that NCT proposed to undertake the following:

- (i) Proposed Acquisition;
- (ii) Proposed Settlement; and
- (iii) Proposed Amendments

The Proposed Acquisition, Proposed Settlement and Proposed Amendments are inter-conditional upon one another. We note that the sole purpose of the Proposed Amendments is to facilitate the issuance and allotment of the Consideration RCPS arising from the Proposed Acquisition.

The Proposed Acquisition and Proposed Settlement are deemed to be a related party transactions pursuant to Paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Directors and Interested Major Shareholders as set out in **Section 11, Part A** of the Circular.

The Board (save for the Interested Directors) had on 9 July 2025 appointed BDOCC as the Independent Adviser to advise the non-interested Directors and non-interested Shareholders in relation to the fairness and reasonableness of the Proposed Acquisition and Proposed Settlement and whether the Proposed Acquisition and Proposed Settlement is detrimental to the non-interested Shareholders.

The purpose of this IAL is to provide the non-interested Shareholders with an independent evaluation of the fairness and reasonableness of the Proposed Acquisition and Proposed Settlement, together with our recommendation thereon, subject to the limitations of our role and evaluation as specified in this IAL.

THE NON-INTERESTED SHAREHOLDERS ARE ADVISED TO READ BOTH THIS IAL AND PART A OF THE CIRCULAR, TOGETHER WITH THE ACCOMPANYING APPENDICES, AND CAREFULLY CONSIDER THE RECOMMENDATION CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT TO BE TABLED AT THE FORTHCOMING EGM.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, ACCOUNTANT, SOLICITOR OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

The Proposed Acquisition and Proposed Settlement are related party transactions pursuant to Paragraph 10.08 of the Listing Requirements by virtue of the interests of the Interested Directors and Interested Major Shareholders as set out in **Section 11, Part A** of the Circular.

3. SCOPE AND LIMITATIONS OF OUR EVALUATION OF THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

BDOCC was not involved in the formulation of the Proposed Acquisition and Proposed Settlement and/or any deliberations and negotiations pertaining to the terms and conditions of the Proposed Acquisition and Proposed Settlement. BDOCC's terms of reference as an Independent Adviser are limited to expressing an independent evaluation of the Proposed Acquisition and Proposed Settlement which is based on the information provided to us or which are available to us, including but not limited to the following:

- (i) the information contained in **Part A** of the Circular and the appendices attached thereto;
- (ii) the Valuation Reports, Valuation Certificate and Updated Valuation Certificate;
- (iii) SSA;
- (iv) discussions with and representations by the Board and management of NCT;
- (v) other relevant information, documents, confirmations and representations furnished to us by the Board and/or the management of NCT; and
- (vi) other publicly available information such as Property Market Report 2024 issued by the National Property Information Centre and the Economic Outlook 2025 issued by the Ministry of Finance Malaysia which we deemed to be relevant.

We have made such reasonable enquiries to the Board and management of NCT and have relied upon the information and/or documents as mentioned above as well as the relevant facts and information and/or representations necessary for our evaluation of the Proposed Acquisition and Proposed Settlement that have been disclosed to us, and that such information is accurate, valid and there is no omission of material facts which would make any information provided to us to be incomplete, misleading or inaccurate. We have also cross-checked the information and/or documents provided, where possible, against available supporting documents and publicly available information. However, we express no opinion on any such information and have not undertaken any independent investigation into the business and affairs of NCT and all relevant parties involved in the Proposed Acquisition and Proposed Settlement. Based on the above, we are satisfied with the information and documents provided by NCT and are not aware of any fact or matter not disclosed which renders any such information untrue, inaccurate or misleading or the disclosure of which might reasonably affect our evaluation and opinion as set out in this IAL. After making all reasonable enquiries and to the best of our knowledge and belief, the information used is reasonable, accurate, complete and free from material omission.

In rendering our advice, we had taken note of pertinent issues, which we believe are necessary and important to an assessment of the implications of the Proposed Acquisition and Proposed Settlement and therefore of general concern to the non-interested Shareholders. As such:

- (i) The scope of BDOCC's responsibility regarding the evaluation and recommendation contained herein is confined to the assessment of the fairness and reasonableness of the Proposed Acquisition and Proposed Settlement only. Comments or points of consideration which may be commercially oriented such as the rationale and potential benefits of the Proposed Acquisition and Proposed Settlement are included in our overall evaluation as we deem it necessary for disclosure purposes to enable the non-interested Shareholders to consider and form their views thereon. We do not express an opinion on legal, accounting and taxation issues relating to the Proposed Acquisition and Proposed Settlement;
- (ii) BDOCC's views and advice as contained in this IAL only cater to the non-interested Shareholders at large and not to any shareholder individually. Hence, in carrying out our evaluation, we have not given consideration to the specific investment objectives, risk profiles, financial and tax situations and particular needs of any individual shareholder or any specific group of shareholders; and
- (iii) We recommend that any individual shareholder or group of Shareholders who are in doubt as to the action to be taken or require advice in relation to the Proposed Acquisition and Proposed Settlement in the context of their individual objectives, risk profiles, financial and tax situations or particular needs, should consult their respective stockbrokers, bankers, solicitors, accountants or other professional advisers immediately.

Our evaluation and recommendation expressed herein are based on prevailing economic, market and other conditions and the information and/or documents made available to us as at the LPD. Such conditions may change over a short period of time. Accordingly, our evaluation and recommendation expressed herein do not take into account the information, events and conditions arising after the LPD.

The Board has seen and approved the contents of this IAL. They collectively and individually accept full responsibility for the accuracy and completeness of the information contained in this IAL (save for the assessment, evaluation and opinion of BDOCC) and confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any information in this IAL false or misleading.

The responsibility of the Board in respect of the independent advice and expression of opinion by BDOCC in relation to the Proposed Acquisition and Proposed Settlement as set out in **Section 1, Appendix IX** of the Circular, is to ensure that accurate information in relation to NCT was provided to BDOCC for its evaluation of the Proposed Acquisition and Proposed Settlement and to ensure that all information in relation to NCT that is relevant to BDOCC's evaluation of the Proposed Acquisition and Proposed Settlement have been completely disclosed to BDOCC and that there is no omission of material facts which would make any information provided to BDOCC false or misleading.

We shall notify the Shareholders if, after the despatch of this IAL, we become aware of the following:

- (i) significant change affecting the information contained in this IAL;
- (ii) there is a reasonable ground to believe that the statements in this IAL are misleading and/or deceptive; and
- (iii) there is a material omission in this IAL.

If circumstances require, a supplementary independent advice letter will be sent to the Shareholders.

4. DECLARATION OF CONFLICT OF INTEREST

BDOCC confirms that it is not aware of any existing conflict of interest or any circumstances which would or are likely to give rise to a possible conflict of interest by virtue of BDOCC's appointment as the Independent Adviser in respect of the Proposed Acquisition and Proposed Settlement.

BDOCC did not have any other professional relationship with NCT at any time during the past two (2) years prior to the date of this IAL, save for the following:

- (i) BDOCC's current appointment as the Independent Adviser for the Proposed Acquisition and Proposed Settlement; and
- (ii) BDOCC's appointment as the independent adviser on 8 February 2024 in relation to the acquisition by NCT of the entire equity interest in NCT Builders Group from NCT Venture ("**Acquisition of NCT Builders Group**").

The Acquisition of NCT Builders Group is deemed as a related party transaction pursuant to Paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Directors, namely Dato' Sri YNC, Dato' YFC, Yap Chun Theng and Sae-Yap Atthakovit and Major Shareholder, namely YBG Yap, in relation to the Acquisition of NCT Builders Group.

The above engagement is not related to the Proposed Acquisition and Proposed Settlement. The independent advice letter in relation to the Acquisition of NCT Builders Group was issued on 17 May 2024 and it was approved by the non-interested Shareholders on 19 June 2024.

5. CREDENTIALS, EXPERIENCE AND EXPERTISE OF BDOCC

BDOCC is a corporate advisory firm in Malaysia with a corporate finance advisory team which provides an extensive range of services to both the corporate and financial sectors as well as the investment community. The areas of expertise include valuation services, capital market transactions and mergers and acquisitions.

The credentials and experience of BDOCC as an Independent Adviser, where we have been appointed in the past two (2) years prior to the date of this IAL, include the following proposals:

- (i) Appointment by Ajiya Berhad as the independent adviser for the unconditional mandatory take-over offer by Chin Hin Group Berhad to acquire the offer shares for a cash consideration of RM1.53 per offer share. The independent advice circular was issued on 26 December 2023;
- (ii) Appointment by Comintel Corporation Bhd as the independent adviser for the proposed acquisition of construction equipment for a cash consideration of RM35.00 million and proposed renounceable rights issue to raise proceeds amounting to RM36.20 million which involves the interest of related parties. Our independent advice letter was issued on 8 February 2024;
- (iii) Appointment by Maybulk Berhad as the independent adviser in relation to the proposed exemption by Dato' Goh Cheng Huat and persons acting in concert with him from the obligation to undertake a mandatory offer for all the remaining shares in Maybulk Berhad not already owned by them. Our independent advice letter was issued on 10 May 2024;
- (iv) Appointment by NCT as the independent adviser in relation to the proposed acquisition of the entire equity interest in NCT Builders Group from NCT Venture for a purchase consideration of RM100.89 million to be satisfied via cash consideration of RM65.49 million and the balance of RM35.40 million by way of issuance of 110,625,000 new ordinary shares in NCT at an issue price of RM0.32 per NCT share. Our independent advice letter was issued on 17 May 2024;

- (v) Appointment by OCR Group Berhad (“**OCR**”) as the independent adviser in relation to the proposed settlement of advances owing by Stack Builder Sdn Bhd, a 50.5%-owned subsidiary of OCR, to Ong Kah Hoe (“**OKH**”) and Tan Chin Hoong (“**TCH**”) amounting to RM43,296,795 to be satisfied entirely via the issuance of 618,525,646 new ordinary shares in OCR at the issue price of RM0.07 per share and proposed exemptions by OKH, TCH and persons acting in concert with them from the obligation to undertake mandatory offers for all the remaining shares in OCR not already owned by them. Our independent advice letter was issued on 10 June 2024;
- (vi) Appointment by Eurospan Holdings Berhad as the independent adviser for the unconditional mandatory take-over offer by Dato’ Sri Tan Han Chuan to acquire the offer shares for a cash consideration of RM1.70 per offer share. Our independent advice circular was issued on 24 June 2024;
- (vii) Appointment by Chin Hin Group Property Berhad (“**CHGP**”) as the independent adviser for the proposed disposal of 4 levels of office space with 200 car parking bays and a rooftop retail unit with accessorised rooftop open area within an ongoing high-rise office tower development known as Solarvest Tower by BK Alliance Sdn Bhd, a wholly-owned subsidiary of BKG Development Sdn Bhd, which in turn a wholly-owned subsidiary of CHGP, to Solarvest Energy Sdn Bhd for a total cash consideration of RM48.73 million. Our independent advice letter was issued on 10 September 2024;
- (viii) Appointment by CHGP as the independent adviser for the proposed disposal of the entire equity interest in Chin Hin Construction Engineering Sdn Bhd, a wholly owned subsidiary company of CHGP, to Chin Hin Group Berhad for a cash consideration of RM16.5 million and 95% equity interest in Kayangan Kemas Sdn Bhd to Chin Hin Group Berhad for a cash consideration of RM93.5 million. Our independent advice letter was issued on 8 November 2024;
- (ix) Appointment by CHGP as the independent adviser for the proposed joint ventures between BKG Development Sdn Bhd, a wholly-owned subsidiary of CHGP, and Fiamma Holdings Berhad for the joint development of 2 development projects. Our independent advice letter was issued on 28 January 2025;
- (x) Appointment by KPJ Healthcare Berhad as the independent adviser in relation to the proposed sale and leaseback of specialist medical centres and proposed lease renewal involving the interest of related parties. Our independent advice letter was issued on 4 June 2025; and
- (xi) Appointment by Pinehill Pacific Berhad as the independent adviser in relation to the proposed selective capital reduction and repayment exercise and proposed variation to the utilisation of proceeds from the disposal of plantation lands. Our independent advice letter was issued on 26 November 2025.

Premised on the foregoing, BDOCC is capable and competent in carrying out its role and responsibilities as the Independent Adviser to advise the non-interested Shareholders in relation to the Proposed Acquisition and Proposed Settlement.



6. EVALUATION OF THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

In evaluating the Proposed Acquisition and Proposed Settlement, we have considered the following:

	Section in this IAL
(i) Rationale of the Proposed Acquisition and Proposed Settlement	7
(ii) Basis and justification for the Purchase Consideration	8
(iii) Basis and justification for the Share Issue Price, RCPS Issue Price and the RCPS Conversion Price	9
(iv) Salient terms of the Consideration RCPS	10
(v) Salient terms of the SSA	11
(vi) Effects of the Proposed Acquisition and Proposed Settlement	12
(vii) Industry overview and prospects	13
(viii) Risk factors in relation to the Proposed Acquisition and Proposed Settlement	14

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7. RATIONALE OF THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

We take cognisance of the rationale of the Proposed Acquisition as outlined in **Section 4.1, Part A** of the Circular and rationale of the Proposed Settlement as outline in **Section 4.2, Part A** of the Circular.

Rationale of Proposed Acquisition

We noted from **Section 4.1, Part A** of the Circular that NCT Group is principally involved in property development business and its current on-going projects are mainly in residential and commercial development projects. As at LPD, the Group's total land bank stood at approximately 495 acres and of which approximately 395 acres are currently under development with total estimated GDV of approximately RM5.36 billion whilst the remaining of approximately 100 acres located at Putatan, Sabah, are being earmarked for future development.

We also noted that the Group's strategic initiatives to continuously strengthen and grow its property development business. Part of the Group's efforts include identification of viable landbanks and/or undertaking new property development projects. The Group's current on-going projects are concentrated in the residential and commercial sectors. Accordingly, in order to enhance its long term growth prospects, it intends to extend its scope of development activities to include the industrial property segment. Notwithstanding both the NSIP Project and NIS Project represent the Group's maiden foray into industrial property segment and that the enlarged Group will be managing a broader portfolio of development projects across various states in Malaysia, the Group remain confident in its ability to effectively manage and allocate the necessary financial and human resources. This confidence is underpinned by the Group's expectation of retaining the key management team of NCT World Group, whose expertise will integrate seamlessly with its existing management team, which already possesses strong property development capabilities.

We further noted that the Proposed Acquisition is aligned with the Group's strategies as it will enable the Group to tap into the NCT World Group Projects which has a total estimated GDV of approximately RM4.81 billion (for phases 1, 2, 3 and 5 of NSIP Project and NIS Project) to be developed over a period of up to 6 years and additional landbank for future development valued at approximately RM10.50 million (for phase 4 of NSIP Project) across an aggregate landbank measuring approximately 855 acres.

The immediate development phases of NSIP Project (ie. phases 1, 2, 3 and 5) have total estimated GDV of approximately RM4.20 billion and is expected to be developed over a period of approximately 4 years. As at the LPD, NCT World Group has commenced development of phase 1 of the NSIP Project in April 2023, which is spread across 230.09 acres of land, with a GDV of approximately RM1.82 billion and is expected to be completed by December 2027. The development of phases 2, 3 and 5 of the NSIP Project, with an aggregate GDV of approximately RM2.38 billion is progressing in accordance with NCT World Group's plans. The development work for phase 2 of the NSIP Project have commenced in November 2025 while the development works for phases 3 and 5 of the NSIP Project have commenced in June 2025. The development work for the aforesaid phases is expected to be completed progressively by the 1st half of 2029. Phase 4 of the NSIP Project is intended to be developed later, the timing of which has not been determined at this juncture. Sales for phase 1 of the NSIP Project was launched in April 2023 while phases 2 and 3 of the NSIP Project was launched in July 2025. The sales for phase 5 of the NSIP Project is expected to be launched by 1st half of 2026.

The NIS Project has an estimated GDV of approximately RM604.61 million and is envisaged to be developed in phases over a period of approximately 6 years with development works already commencing in September 2025.

Our comments:

The Proposed Acquisition represents an opportunity for the Group to tap into the NCT World Group Projects (ie. NSIP Project and NIS Project), which are primarily involved in the development of industrial park and industrial properties. This will enable the Group to venture into the industrial property segment and allows the Group to expand its revenue stream which was traditionally concentrated in the residential and commercial sectors.

The NCT World Group Projects are also important for the Group's long-term strategy as it is NCT Group's maiden foray into industrial property development which the management of the Group intends to leverage on its successful launch to undertake more similar projects in the future. The industrial development under the NCT World Group Projects is also in line with the Group's strategic initiatives to continuously strengthen and grow its property development business.

We noted that the NCT World Group Projects have included IR 4.0 smart technologies and incorporating ESG principles into the projects. NSIP Project intends to integrate IR 4.0 smart technologies such as artificial intelligence, internet of things technology, cloud computing and state of the art security and communication systems with ESG practices. The NIS Project will feature energy-efficient designs and will be constructed via the utilisation of environmentally friendly materials and in accordance with green building practices. The above development concepts will allow the Group to offer a niche and relatively new type of industrial space which focuses on advanced digital and ESG compliant environment, hence broadening the Group's property development offerings and allowing the Group to establish a track record in this area.

We further noted that the Proposed Acquisition will allow the Group to participate in large-scale development projects without initial significant cash outlay as the Purchase Consideration of up to RM490.26 million will be satisfied via the issuance and allotment of up to 104,166,667 Consideration Shares and 917,201,496 Consideration RCPS. This would allow the Group to conserve its cash and bank balance which stood at RM22.67 million as at 30 September 2025. The Group also would not need to rely on borrowings to fund the Proposed Acquisition and this would allow the Group to have more flexibility and options to raise funding for the development of the NCT World Group Projects.

In the event that the Purchase Consideration of up to RM490.26 million is funded entirely via bank borrowings at an assumed annual interest rate of approximately 6.76% (source: management of NCT), this would result in an additional annual interest expense of about RM33.14 million (equivalent to a net impact of approximately RM25.19 million after accounting for the 24% tax rate).

In addition, we noted that issuance of the Consideration RCPS amounting to RM440.26 million constitutes approximately 90% of the total Purchase Consideration of up to RM490.26 million, while the remaining 10% of the total Purchase Consideration is funded via issuance of the Consideration Shares. We further noted that holders of the Consideration RCPS shall be entitled to convert the Consideration RCPS at any time during the conversion period of 5 years. On the assumption that the holders of Consideration RCPS does not convert the Consideration RCPS immediately after the completion of the Proposed Acquisition, the conversion of Consideration RCPS over a 5 year conversion period will spread out the dilution effects to the Group's consolidated EPS and NA per Share as and when it occurs over a period of 5 years as compared to a full and immediate dilution impact if the Company would to fund the Proposed Acquisition entirely via NCT Shares. The redemption of Consideration RCPS (at the discretion of NCT anytime before the RCPS Maturity Date) will also reduce the dilution effects of the Group's EPS and NA per Share.

For information purposes, the phase 1 of NSIP Project is expected to be completed by December 2027 and phases 2, 3 and 5 of NSIP Project are expected to be completed by the 1st half of 2029. The successful implementation of the NSIP Project and NIS Project will allow NCT Group to generate earnings for the Group which will partially offset the dilution effects of the conversion of Consideration RCPS on the Group's consolidated EPS and NA per Share.

Based on the above, we are of the view that the rationale of the Proposed Acquisition is reasonable. Nevertheless, non-interested Shareholders should note that the potential benefits arising from the Proposed Acquisition are subject to risk factors as disclosed in Section 6, Part A of the Circular.

Rationale of Proposed Settlement

We noted from **Section 4.2, Part A** of the Circular, the Proposed Settlement will enable the Company to partially settle the amount owing by NCT World Group to NCT Venture upon completion of the Proposed Acquisition and thus reducing NCT World Group's debt obligation to NCT Venture.

We further noted in **Section 4.2, Part A** of the Circular, after due consideration of the terms of the V1 Advances and the request by the Vendors for partial upfront settlement of the Advances, the Company agreed to the request after taking into consideration that only partial settlement will be made upfront via the V1 Advances and the majority of the remaining Advances, ie. the V2 Advances will be paid progressively but not later than 2029, which is in line with the progress of the NSIP Project. In addition, the mode of settlement of the V1 Advances (via the Settlement Shares) was determined after taking into consideration the minimal dilution impact arising from the issuance of the Settlement Shares which only represents approximately 4.8% of the enlarged share capital of NCT (prior to the conversion of Consideration RCPS).

Our comments:

We noted that as at the LPD, NCT Venture had advanced a total sum of RM138.74 million to the NCT World Group and is expected to further advance up to RM11.26 million to the NCT World Group up to the SSA Completion Date for working capital purposes for the NCT World Group Projects which will be settled in the following manner:

- (i) RM50.00 million of the Advances (ie. V1 Advances) will be settled via the Proposed Settlement; and
- (ii) Up to RM100.00 million of the Advances (ie. V2 Advances) will be settled by NCT World and NLSB on or before 31 December 2029.

We noted that the Advances of RM138.74 million have been extended by NCT Venture to NCT World Group since 2008 up to the LPD and none of the Advances had been repaid since 2008 up to the LPD. The utilisation of the Advances of RM138.74 million were mainly for payment of land and land related costs (i.e. legal fees) for the NSIP Project, development costs for the NSIP Project and operating expenses (i.e. staff costs, administrative expenses and audit fees) as set out in **Section 2.2, Part A** of the Circular.

Without the Advances, NCT World would not be able to pay for the land and land related costs as well as development costs for the NSIP Project and would not have the financial capability to develop the NSIP Project, and in turn, NCT Group (through the Proposed Acquisition) would not have been able to realise any potential benefits from the development of NSIP Project.

Notwithstanding that the Advances are unsecured, non-interest bearing and are repayable on demand, we noted that the Vendors had requested for partial upfront settlement of the Advances. We are of the view that the settlement of the V1 Advances and the V2 Advances is reasonable as, save for the Advances, there are no further amounts owing by NCT World to NCT Venture after the LPD and that the NCT World do not expect any further increase in the Advances after the LPD. We are also of the view that the urgency by NCT Group to settle the V1 Advances at this point of time as opposed to a re-negotiation of such settlement to a later stage or until such point when the Group has generated sufficient cash flow from the NSIP Project, is reasonable, in view that the Advances has been outstanding since 2008 and this is a commercial decision by the Group to compensate the Vendors for not requesting for a full cash consideration to be paid for the Proposed Acquisition.

We further noted that NCT World does not have the financial capability to settle the Advances at this juncture. As such, the Proposed Settlement represents an opportunity for NCT to partially settle the Advances owing to NCT Venture (ie. settling the V1 Advances of RM50.00 million). In the event that the Proposed Settlement is not undertaken, NCT World will have to re-engage NCT Venture for the repayment of the V1 Advances via other means to be mutually discussed and agreed upon. This might involve obtaining new bank borrowings (which would incur additional interest and increase the gearing level of the NCT Group).

In the event that the Group were to obtain additional borrowings amounting to RM50.00 million to settle the V1 Advances, the Group's proforma borrowings will increase from RM161.18 million as at as at 31 December 2024 (after restatement and subsequent events) to RM211.18 million. The additional borrowings will place constraints on cash flows of the Group due to interest and principal repayments. For illustrative purposes, the additional borrowings will result in an estimated interest expenses of approximately RM3.38 million per annum based on the effective annual interest rate of 6.76% per annum (source: management of NCT) (equivalent to a net impact of approximately RM2.57 million after accounting for the 24% tax rate).

The Proposed Settlement via issuance of Settlement Shares would also allow the Group to preserve its cash reserves for working capital requirements for its existing and future property development projects as set out in **Section 4.1, Part A** of the Circular. For information purposes, the Group's cash and bank balances stood at RM22.67 million as at 30 September 2025.

Based on the above and having considered the available options to settle the V1 Advances, we are of the view that the Proposed Settlement is reasonable and represents the most appropriate method for NCT Group to settle the V1 Advances.

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8. BASIS AND JUSTIFICATION FOR THE PURCHASE CONSIDERATION

As disclosed in **Section 2.5, Part A** of the Circular, we noted that the mode of settlement for the Purchase Consideration is summarised as follows:

	No. of Shares / NCT RCPS to be issued	Issue price RM	Amount RM' million	Purpose
Mode of settlement for the Purchase Consideration				
Consideration Shares				
- Completion Consideration Shares	75,552,570	0.48	36.27	Consideration for NCT World Group (excluding NIS Project)
- NIS Consideration Shares	28,614,097	0.48	13.73	Consideration for NIS Project
Consideration RCPS	917,201,496	0.48	440.26	Consideration for NCT World Group (excluding NIS Project)
Total Purchase Consideration			490.26	

We further noted in **Section 2.6, Part A** of the Circular, that the Purchase Consideration of up to RM490.26 million was arrived at on a willing-buyer willing-seller basis after taking into consideration, inter-alia, the following:-

- (i) the aggregate market value of the NCT World Group Projects of RM1,000.90 million as appraised by Knight Frank vide its Valuation Certificate;
- (ii) the adjusted unaudited NA of the NCT World Group as at 31 May 2025 of RM490.26 million after taking into consideration the revaluation surplus arising from the valuation of the NCT World Group Projects and the deferred tax amount arising thereof;
- (iii) the rationale and benefits for the Proposed Acquisition as set out in **Section 4, Part A** of the Circular; and
- (iv) the industry property market outlook and prospects of the NCT World Group as set out in **Sections 5.2, 5.3, 5.4, 5.5 and 5.6, Part A** of the Circular.

We also noted that the Valuer had conducted an update valuation on NSIP Project and NIS Project based on the valuation date of 9 June 2025 and have adopted the same valuation approaches as the initial valuation of NSIP Project and NIS Project on 31 May 2025. Accordingly, the market value ascribed by the Valuer based on the Updated Valuation Certificate is for information purposes only as the basis of the Purchase Consideration for the Proposed Acquisition has already been determined upon the execution of the SSA based on the cut-off date as at 31 May 2025. For further information on the update valuation of NSIP Project and NIS Project, please refer to **Section 8.3 of this IAL**.

In evaluating the fairness of the Purchase Consideration, we have compared the Purchase Consideration against the estimated valuation of NCT World Group. For further information of our assessment, please refer to **Section 8.1 and Section 8.2 of this IAL**.

8.1 Principal activities and financial performance of NCT World Group

NCT World is an investment holding company. Its subsidiary companies and their respective principal activities are set out below:

Name of company	Equity interest	Principal activities
NLSB	99.34 ⁽¹⁾	Property development
NCSB	100.00	Property development
BBSB	100.00	Property development
NCT Century ⁽²⁾	100.00	Investment holding
NCT AI ⁽²⁾	100.00	Provision of digital transformation and energy-saving solutions as well as artificial intelligence based analytics and automation
NCT Smart Management ⁽²⁾	100.00	Provision of project management services

Notes:

(1) NLSB became a subsidiary of NCT World following the subscription by NCT World of new ordinary shares in NLSB on 1 November 2021. Accordingly, the equity interest of the remaining shareholders of NLSB, namely the Vendors, was diluted to 0.66% following the aforementioned subscription. The Vendors intend to retain their 0.66% equity interest in NLSB as part of their personal investment decision.

(2) As at the LPD, NCT Century, NCT AI and NCT Smart Management have yet to commence operations.

It is the intention for NCT Smart Management to be appointed as the IPM for the management and maintenance of the common areas within the NSIP Project and NCT AI to be appointed as the service provider to maintain the digital related infrastructure for the NSIP Project.

The historical performance of NCT World Group based on its audited financial statements for the audited FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024 and unaudited 5-month FPE 31 May 2025 are as follows:-

	< ----- Audited ----- >			Unaudited
	FYE 31 December 2022 (RM'000)	FYE 31 December 2023 (RM'000)	FYE 31 December 2024 (RM'000)	5-month FPE 31 May 2025 (RM'000)
Revenue	-	36,130	79,177	86,724
Gross profit	-	13,070	27,418	29,985
(LAT) / PATAMI attributable to the owners of NCT World Group	(9,653)	(4,120)	885	14,406

For further information on the financial performance of NCT World Group for the audited FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024 and unaudited 5-month FPE 31 May 2025, please refer to **Section 5, Appendix II** of the Circular.

8.2 Valuation of NCT World Group (based on the initial Valuation Date of 31 May 2025)

In arriving at the estimated valuation of NCT World Group, we have adopted the RNAV valuation method as the most appropriate approach in view that NCT World is principally engaged in investment holding and its 3 main operating subsidiaries (ie. NLSB, NCSB and BBSB) (“**Operating Subsidiaries**”) are principally involved in property development activities. The RNAV takes into consideration any surplus and/or deficit arising from the revaluation of the material assets of a company to reflect their market values, based on the assumption that the market values of the assets are realisable on a “willing-buyer willing-seller” basis.

In order to compute the estimated RNAV of the NCT World Group, we have made reference to its unaudited consolidated financial position as at 31 May 2025 and we have assessed the NCT World Group Projects held by the Operating Subsidiaries, after taking into consideration the NBV of NCT World Group Projects and the market value of the NCT World Group Projects as appraised by the Valuer.

The breakdown of the NBV of the NCT World Group Projects are as follows:-

	Unaudited NBV as at 31 May 2025 (RM'000)	%
Property, plant and equipment:		
- NSIP Project (phases 1, 2 & 5)	226	0.07
- NIS Project	47	0.01
Inventories:		
- NSIP Project (phases 1, 2 & 5)	276,520	78.53
- NSIP Project (phases 3 & 4)	74,560	21.17
- NIS Project	781	0.22
	352,134	100.00

For the purpose of the Proposed Acquisition, NCT has appointed Knight Frank to ascertain the market value of the NCT World Group Projects. Accordingly, we have reviewed the contents of the Valuation Reports and noted that the Valuation Reports were prepared in conformity with the Asset Valuation Guidelines issued by the Securities Commission Malaysia and the Malaysian Valuation Standards published by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia and are satisfied with the approach as well as the bases and assumptions adopted by the Valuer in arriving at the market value of the NCT World Group Projects.

Please refer to **Appendix II** of the Circular for the details of the NCT World Group Projects and **Appendix VII** of the Circular for the Valuation Certificate.

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The market value of the NCT World Group Projects as appraised by the Valuer based on the initial Valuation Date (ie. 31 May 2025) and their respective valuation methods are as follows:-

Project/ Phase	Held by	Valuation methods	Market value^ (RM'000)	Adopted market value^ (RM'000)
<u>NSIP Project</u>				
Phase 1	NLSB	Residual Method (sole method)	359,500	359,500
Phase 2	NLSB	Primary method : Residual Method	285,000	285,000
		Cross-check : Comparison Approach	302,400	
Phase 3	NCSB	Primary method : Comparison Approach	276,700	276,700
		Cross-check : Residual Method	278,500	
Phase 4	NCSB	Comparison Approach	10,500	10,500
Phase 5	NLSB	Primary method : Comparison Approach	50,300	50,300
		Cross-check : Residual Method	46,700	
Total adopted market value of NSIP Project				982,000
<u>NIS Project</u>	BBSB	Residual Method (sole method)	18,900	18,900
		Total adopted market value of NIS Project		18,900
Total adopted market value of NCT World Group Projects				1,000,900

Note:

[^] As set out in the Valuation Certificate, market value refers to the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing-buyer and a willing-seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

Based on the table above, we noted that the Valuer has adopted the valuation methods which include Residual Method and Comparison Approach in the valuation of the NCT World Group Projects. A brief description of the respective valuation method is as follows:-

(i) Residual Method

This method is based on the premise that the price which a purchaser can pay for a property is the present value of the surplus amount or residual value after deducting out the full cost of development (GDC) and profit from the sales proceeds (GDV) of the completed development, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the current market value.

(ii) Comparison Approach

This method considers the sales of similar or substitute properties and related market data and establishes a value estimate by adjustments made for differences in factors that affect value. In general, a property being valued (subject property) is compared with sales of similar properties that have been transacted in the open market. Listings and offers may also be considered.

The summary below sets out the valuation methodology adopted by the Valuer:

Project / Phase	Valuation methodology
NSIP Project	
Phase 1	The Valuer has adopted the Residual Method for the valuation of phase 1 of the NSIP Project. In this respect, the Valuer has adopted the Residual Method as the only preferred method of valuation for parcels which has obtained planning approval/ on-going phases which are under construction and already achieved sales and progress billings.
Phase 2	The Valuer has adopted the Residual Method as the primary method for the valuation of phase 2 of the NSIP Project and the Comparison Approach as cross-check after taking into consideration phase 2 of the NSIP Project has obtained the planning approval but yet to be launched as at the Valuation Date.
Phase 3 and phase 5	The Valuer has adopted the Comparison Approach as the primary method for the valuation of phase 3 and phase 5 of the NSIP Project and the Residual Method as cross-check after taking into consideration the application for planning approval for phase 3 and phase 5 of NSIP Project has been submitted to the authority but pending approval as at the Valuation Date.
Phase 4	The Valuer has adopted the Comparison Approach as the sole method of valuation in view that phase 4 of NSIP Project comprise of a vacant agricultural land.
NIS Project	The Valuer has adopted the Residual Method as the only preferred method of valuation in arriving at the market value of the joint development rights in the NIS Project as the market value is fundamentally tied to the contractual obligations of the joint development agreement (with each agreement highly customised/ not one alike), and there is no market comparables that are similar in nature/ not openly traded in active market.

Please refer to **Attachment to IAL** for further information in relation to our analysis on the valuations carried out by the Valuer.

Accordingly, in arriving at the estimated RNAV of NCT World Group, we have relied upon the Valuation Certificate and Valuation Reports produced by the Valuer on the NCT World Group Projects which were prepared for the Proposed Acquisition.

The key bases and assumptions adopted in arriving at the estimated RNAV of NCT World Group are as follows:-

- (i) NCT World Group will continue its existing business and going concern;
- (ii) There are no breaches of relevant laws, regulations, rules and requirements on the NCT World Group Projects;
- (iii) There will not be any significant or material changes to the agreements, approvals, licenses, permits and regulations governing the NCT World Group Projects;
- (iv) There are no significant changes to the accounting policies of NCT World Group; and
- (v) There will not be any material changes in political, social and economic conditions, monetary and fiscal policies, inflation and regulatory requirements in Malaysia.

Based on the above, the estimated RNAV of NCT World Group is computed as follows:-

	RM'000
Unaudited consolidated NA of NCT World Group as at 31 May 2025	(708)
Add: Estimated net revaluation surplus of the NCT World Group Projects	490,965 ⁽¹⁾
Estimated RNAV of NCT World Group	490,257
Purchase Consideration	490,257

Note:

(1) The details of the NCT World Group Projects and its estimated net revaluation surplus are set out as follows:-

No.	Project	Market value as at 31 May 2025 (RM'000) (A)	Unaudited NBV as at 31 May 2025 (RM'000) (B)	Revaluation surplus (RM'000) (C) = A - B	Estimated deferred taxation (RM'000) (D)	Effective interest of NCT World Group (%) (E)	Net revaluation surplus (RM'000) (F) = (C - D) x E
1	NSIP Project						
	- Phases 1, 2 & 5	694,800	276,746	418,054	100,333 ⁽ⁱ⁾	99.34	315,624
	- Phases 3 & 4	287,200	74,560	212,640	51,034 ⁽ⁱ⁾	100.00	161,606
2	NIS Project	18,900	828	18,072	4,337 ⁽ⁱ⁾	100.00	13,735
	Total	1,000,900	352,134	648,766	155,704		490,965

Note:

(i) Based on the assumed statutory tax rate of Malaysia of 24%.

Premised on the above, we noted that the Purchase Consideration of up to RM490.26 million approximates the indicative fair value of the NCT World Group of RM490.26 million. As such, we are of the view that the Purchase Consideration is fair.

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8.3 Valuation update on NSIP Project and NIS Project (based on update valuation date of 9 June 2025)

For information purposes, we noted that the Valuer had conducted an update valuation on NSIP Project and NIS Project based on the valuation date of 9 June 2025 and have adopted the same valuation approaches as the initial valuation of NSIP Project and NIS Project on 31 May 2025.

The summary of the changes of the updated valuation of NSIP Project and NIS Project are as follows:

Phase	Key changes	Market value based on initial Valuation Date of 31 May 2025 (RM'000)	Market value based on update valuation date of 9 June 2025 (RM'000)
NSIP Project			
Phase 1	<p><u>Residual Method (sole method)</u></p> <p>1) No change in total remaining GDV. However, the breakdown of the total remaining GDV (between sold and unsold units) were changed as 3 additional units (ie. comprising 2 semi-detached factories and 1 detached factory) were sold during the update valuation.</p> <p>2) GDC was revised downwards from RM1,000.84 million (initial valuation) to RM1,000.35 million (update valuation) due to lower marketing and agency fees arising from reduced number of unsold units in the update valuation.</p> <p>All other valuation parameters remained the same from the initial valuation.</p>	359,500	359,900
Phase 2	<p><u>Primary method: Residual Method</u></p> <p>All valuation parameters and/or adjustments remained the same from the initial valuation.</p> <p><u>Cross-check: Comparison Approach</u></p> <p>There are no changes in the Comparison Approach as the Valuer had adopted the same comparable transactions during the update valuation period. All valuation adjustments remained the same from the initial valuation.</p>	<p>285,000</p> <p>302,400</p>	<p>285,000 (No change in market value)</p> <p>302,400 (No change in market value)</p>
Phase 3	<p><u>Primary method: Comparison Approach</u></p> <p>There are no changes in the Comparison Approach as the Valuer had adopted the same comparable transactions during the update valuation period. All valuation adjustments remained the same from the initial valuation.</p> <p><u>Cross-check: Residual Method</u></p> <p>All valuation parameters and/or adjustments remained the same from the initial valuation.</p>	<p>276,700</p> <p>278,500</p>	<p>276,700 (No change in market value)</p> <p>278,500 (No change in market value)</p>
Phase 4	<p><u>Comparison Approach (sole method)</u></p> <p>There are no changes in the Comparison Approach as the Valuer had adopted the same comparable transactions during the update valuation period. All valuation adjustments remained the same from the initial valuation.</p>	10,500	10,500 (No change in market value)

Based on the above, save for phase 1 of NSIP Project, which has a change in market value from RM359.50 million (initial valuation) to RM359.90 million (update valuation), there are no updates in market value for the phase 2 to phase 5 of NSIP Project as well as NIS Project pursuant to the update valuation conducted by the Valuer on 9 June 2025.

Accordingly, the market value change of RM0.40 million for phase 1 of NSIP Project only constitute to 0.04% of the total market value of NCT World Group Projects of RM1,000.90 million.

As such, in estimating the RNAV of NCT World Group for our evaluation of the fairness of the Purchase Consideration, we have not taken into consideration the update valuation of the NCT World Group Projects as the changes to market value pursuant to the update valuation is not material. The market value ascribed by the Valuer based on the update valuation is for information purposes only.

Please refer to **Appendix VIII** of the Circular for the Updated Valuation Certificate.

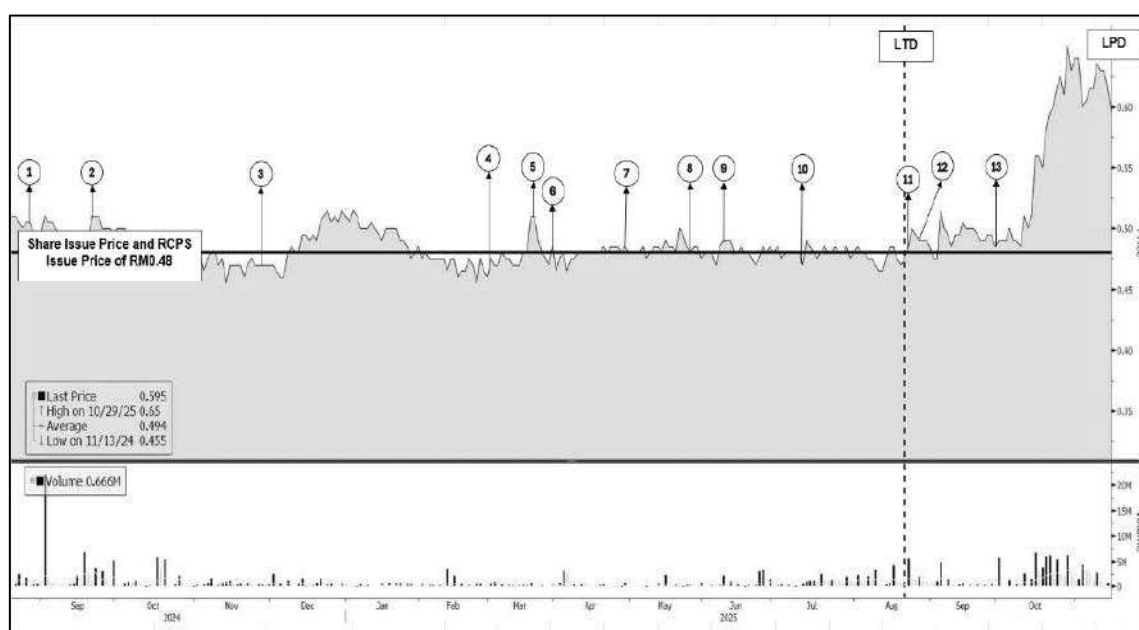
9. BASIS AND JUSTIFICATION FOR THE SHARE ISSUE PRICE, RCPS ISSUE PRICE AND THE RCPS CONVERSION PRICE

As disclosed in **Section 2.7, Part A** of the Circular, we noted that the Share Issue Price and RCPS Issue Price of RM0.48 were determined on a willing-buyer willing-seller basis after taking into consideration the 5-day VWAP of NCT Shares up to and including LTD of RM0.4777. We further noted that based on the RCPS Issue Price and the conversion ratio of one (1) Consideration RCPS into one (1) new NCT Share, the effective conversion price is RM0.48 for each new NCT Share.

In evaluating the fairness and reasonableness of the Share Issue Price and RCPS Issue Price of RM0.48, we have considered the following:

(i) Historical market price performance of NCT Shares

The movement of the market price of NCT Shares over the past one (1) year up to the LTD (ie. 20 August 2025) and up to the LPD as illustrated in the price chart below:-



(Source: Bloomberg)

The above information extracted from Bloomberg has been adjusted for the effects of any dividends and corporate exercise throughout the relevant period.

Throughout the past one (1) year up to the LTD and up to the LPD, the principal activities of NCT have remained the same.

Based on the chart above, we noted that the highest traded market price for NCT Shares was RM0.650 (which was recorded on 29 October 2025) and the lowest traded market price for NCT Shares was RM0.455 (which was recorded on 13 November 2024). Accordingly, the Share Issue Price and RCPS Issue Price of RM0.48 is trading within the highest and lowest closing market prices of NCT Shares over the past one (1) year up to the LTD.

To the best of our knowledge, there were no particular reasons which might have led to the upward or downward movements of NCT Shares for the past one (1) year up to the LTD and up to the LPD, save for the following announcements made by the Company on Bursa Securities:-

No.	Date	Significant event(s)
Past one (1) year up to the LTD		
1.	27.08.2024	Announcement of quarterly report on the consolidated financial results for the FPE 30 June 2024.
2.	20.09.2024	The Board announced that the Company had on 20 September 2024 entered into a memorandum of understanding with Lee Show Kien @ Herman Lee Show Kien and Melvin Lee Ying (" NCT Marina Bay Vendors ") in relation to the Proposed NCT Marina Bay Acquisition.
3.	26.11.2024	Announcement of quarterly report on the consolidated financial results for the FPE 30 September 2024.
4.	28.02.2025	Announcement of quarterly report on the consolidated financial results for the FPE 31 December 2024.
5.	19.03.2025	The Board announced that its wholly-owned subsidiary, NCT Panorama Sdn Bhd (" NCT Panorama ") had on 19 March 2025 entered into a conditional sale of shares agreement with the NCT Marina Bay Vendors for the Proposed NCT Marina Bay Acquisition (" NCT Marina Bay SSA ").
6.	28.03.2025	The Company announced that NCT Panorama had on 28 March 2025 entered into a supplementary agreement with the NCT Marina Bay Vendors to vary certain terms in the NCT Marina Bay SSA.
7.	29.04.2025	Announcement of annual report on the consolidated financial results of NCT for the FYE 31 December 2024.
8.	27.05.2025	Announcement of quarterly report on the consolidated financial results for the FPE 31 March 2025.
9.	10.06.2025	On 10 June 2025, UOB Kay Hian Securities (M) Sdn Bhd (" UOBKH ") had, on behalf of the Board, announced that NCT Panorama entered into a share sale agreement with Datuk Yap Yiw Sin and Datin Ang Guan Foo (" GCSB Vendors ") (" GCSB SSA ") for the GCSB Acquisition.
10.	11.07.2025	UOBKH had, on behalf of the Board, announced that the conditions precedent and the post completion obligations in the GCSB SSA have been fulfilled and hence the GCSB SSA has become unconditional. Both the GCSB Vendors and NCT Panorama have mutually agreed that the completion is effective on 11 July 2025.
LTD up to LPD		
11.	21.08.2025	Maybank IB had, on behalf of the Board, announced that the Company had, on even date, entered into the SSA in relation to the Proposed Acquisition and Proposed Settlement and proposed to undertake the Proposed Amendments.
12.	26.08.2025	Announcement of quarterly report on the consolidated financial results for the FPE 30 June 2025.
13.	30.09.2025	The Board announced that NCT Noble Sdn Bhd, a wholly-owned subsidiary of the Company, had on 30 September 2025 entered into a joint development agreement with Epicon Land Sdn Bhd to jointly participate in a property development project over a portion of all that parcel of freehold land.

(ii) **VWAPs analysis of NCT Shares**

The Share Issue Price and RCPS Issue Price of RM0.48 yields the following premium or discount to the closing market prices and VWAPs of NCT Shares over various timeframes up to the LTD and LPD:-

	Closing market price/ VWAP	Premium/(discount) of the Share Issue Price and RCPS Issue Price of RM0.48 to the closing market price/ VWAP	
	RM	RM	%
<u>Up to the LTD</u>			
Last closing market price	0.4750	0.0050	1.05
Five (5)-day VWAP	0.4777	0.0023	0.48
One (1)-month VWAP	0.4771	0.0029	0.61
Three (3)-month VWAP	0.4785	0.0015	0.31
Six (6)-month VWAP	0.4772	0.0028	0.59
One (1)-year VWAP	0.4844	(0.0044)	(0.91)
<u>Up to the LPD</u>			
Last closing market price	0.5950	(0.1150)	(19.33)
Five (5)-day VWAP	0.6251	(0.1451)	(23.21)

(Source: Bloomberg)

(iii) **Comparison against the consolidated NA per NCT Share**

	Consolidated NA per NCT Share	Premium of the Share Issue Price and RCPS Issue Price of RM0.48 to the consolidated NA per NCT Share	
	RM	RM	%
Audited as at 31 December 2024 (after restatement and subsequent events)	0.37 ⁽¹⁾	0.11	29.73
Based on the proforma NA of NCT Group (upon completion of the Proposed Acquisition and Proposed Settlement under the Minimum and Maximum scenario)	0.35 ⁽²⁾	0.13	37.14
Based on the proforma NA of NCT Group (upon completion of the Proposed Acquisition and Proposed Settlement and upon full conversion of the Consideration RCPS under the Minimum and Maximum scenario)	0.24 ⁽³⁾	0.24	100.00

Notes:

- (1) *Computed based on the audited consolidated NA of the Group as at 31 December 2024 (after restatement and subsequent events) of RM711.77 million divided by the total issued Shares of NCT as at 31 December 2024 of 1,936,420,549 Shares (excluding Treasury Shares) (after restatement and subsequent events).*
- (2) *Computed based on the proforma consolidated NA of the Group of RM743.39 million (Minimum Scenario) and RM750.96 million (Maximum Scenario) divided by the total issued Shares of NCT upon completion of the Proposed Acquisition and Proposed Settlement of 2,144,753,883 Shares (excluding Treasury Shares) (Minimum Scenario) and 2,160,821,092 Shares (Maximum Scenario).*
- (3) *Computed based on the proforma consolidated NA of the Group of RM743.39 million (Minimum Scenario) and RM750.96 million (Maximum Scenario) divided by the total issued Shares of NCT upon completion of the Proposed Acquisition and Proposed Settlement and upon full conversion of the Consideration RCPS of 3,061,955,379 Shares (excluding Treasury Shares) (Minimum Scenario) and 3,078,022,588 Shares (Maximum Scenario).*

Based on the above, we noted that the Share Issue Price and RCPS Issue Price of RM0.48 represent:-

- (a) **premiums** ranging between 0.31% to 1.05% to the closing market price, five (5)-day, one (1)-month, three (3)-month and six (6)-month VWAPs of NCT Shares up to the LTD;
- (b) a **discount** of 0.91% to the one (1)-year VWAP of NCT Shares up to the LTD;
- (c) **discounts** of 19.33% and 23.21% to the closing market price and five (5)-day VWAP of NCT Shares up to the LPD; and
- (d) **premiums** of 29.73%, 37.14% and 100.00% based on the audited consolidated NA per NCT Share as at 31 December 2024 (after restatement and subsequent events), proforma NA per NCT Share upon completion of the Proposed Acquisition and Proposed Settlement (under the Minimum and Maximum scenario) and proforma NA per NCT Share upon completion of the Proposed Acquisition and Proposed Settlement and upon full conversion of the Consideration RCPS (under the Minimum and Maximum scenario).

Non-interested Shareholders should take note that the NA per NCT Share represents the book value of the net asset of NCT and it may not accurately reflect the current market value of NCT after taking into consideration the illiquid nature of the Group's assets, such as property, plant and equipment as well as other non-current assets which may not be readily realised and converted into cash or cash equivalents. As such, the comparison of the Share Issue Price and RCPS Issue Price against the closing market prices or the respective VWAP over various timeframes up to and including the LTD of NCT Shares would be a more appropriate approach as it takes into consideration of the market pricing of NCT Shares.

Premised on the above, we are of the view that the Share Issue Price and RCPS Issue Price is **fair** and **reasonable** and **not detrimental** to the non-interested Shareholders.

10. SALIENT TERMS OF THE CONSIDERATION RCPS

The salient terms of the Consideration RCPS are disclosed in **Appendix III** of the Circular. The following sets out only a summary of certain salient terms of the Consideration RCPS that was considered by us and non-interested Shareholders are advised to read **Appendix III** of the Circular in its entirety.

Terms of the Consideration RCPS		Our comments
Issue Price	RM0.48 each	The RCPS Issue Price of RM0.48 is fair based on our evaluation as set out in Section 9 of this IAL .
Tenure	Five (5) years commencing from the RCPS Issue Date up to the RCPS Maturity Date (both dates inclusive).	<p>This term is reasonable as 5 year tenure is a common tenure for convertibles issued in the market and it allows NCT the flexibility to redeem the Consideration RCPS at anytime over a period of 5 years up to the RCPS Maturity Date.</p> <p>For information purposes, the phase 1 of NSIP Project is expected to be completed by December 2027 and phase 2, phase 3 and phase 5 of NSIP Project are expected to be completed by 1st half of 2029. The successful implementation of the NSIP Project and NIS Project will allow NCT Group to generate cashflows from the said projects via progress billings/ progressive sales billings to be received which could be utilised to fund the redemption of Consideration RCPS in the event that NCT redeems it.</p>
RCPS Maturity Date	The Market Day immediately before the 5 th anniversary of the RCPS Issue Date.	This term is reasonable as it is consistent with the tenure of the Consideration RCPS.
Preferential Dividend	<p>The Consideration RCPS shall carry the right to receive preferential dividends out of the distributable profits of the Company at a preferential dividend rate of 6.50% per annum.</p> <p>The declaration and payment of such preferential dividends shall be at the sole discretion of the Board, and the Company shall not be under any obligation to declare or pay dividends in any given year, even in the event the Company has distributable profits.</p> <p>Such preferential dividend may be paid out of the Company's retained and/or current financial year distributable profits and, subject to the availability of such profits and declaration by the Board, shall be paid annually in arrears.</p>	<p>While we note that the preferential dividend rate is fixed at 6.50% per annum, non-interested Shareholders should take note that this rate is mutually agreed by the parties of the SSA after taking into consideration potential benefits to be generated from the future development of the NCT World Group Projects and the nature of RCPS which allows the dilution effects on the Group's consolidated EPS and NA per Share to be spread over a period of 5 years on the assumption that there is no immediate conversion of the RCPS.</p> <p>In addition to the above, the declaration and payment of the preferential dividend is subject to the discretion of the Board after taking into consideration the Company's cashflows and profitability at the point in time as well as the profits generated from the NCT World Group Projects.</p>

Terms of the Consideration RCPS		Our comments
	<p>Any portion of the dividends declared but unpaid shall be cumulative and may be paid in any of the following financial years of the Company or upon maturity of the Consideration RCPS.</p> <p>The Consideration RCPS that have already been converted into new NCT Shares and/or redeemed by the Company shall not be entitled to any dividend.</p>	<p>As such, we are of the view that the preferential dividend rate of 6.50% per annum is reasonable and not detrimental to the non-interested Shareholders.</p> <p>It should be noted that the preferential dividends are cumulative. As such, any portion of the dividends declared but unpaid shall be carried forward and may be paid by NCT in any of the following financial years or upon maturity of the Consideration RCPS.</p>
Conversion Mode	<p>The conversion of the Consideration RCPS will not require any cash payment from the Consideration RCPS holders. The Consideration RCPS holders shall, upon conversion, surrender the requisite number of Consideration RCPS for cancellation by the Company.</p>	<p>This term is reasonable as the Consideration RCPS is part of the mode of the settlement for the Proposed Acquisition and the terms of the conversion of the Consideration RCPS is mutually agreed by the parties of the SSA.</p> <p>The conversion of the Consideration RCPS into new NCT Shares will not require any cash payment from the Consideration RCPS holders. As such, there will be no cash inflow to NCT Group arising from the conversion of Consideration RCPS. We are of the view that this feature is reasonable and not detrimental to the non-interested Shareholders as the Consideration RCPS is issued as part of the Purchase Consideration for the Proposed Acquisition and that the successful implementation of the NSIP Project and NIS Project will allow NCT Group to generate earnings for the Group which will partially offset the dilution effects of the conversion of Consideration RCPS on the Group's consolidated EPS and NA per Share.</p>
Conversion Rights	<p>Holders of the Consideration RCPS shall be entitled to convert each Consideration RCPS held at any time during the Conversion Period based on the Conversion Ratio.</p> <p>Unless previously redeemed or converted or purchased and cancelled, all outstanding Consideration RCPS will be mandatorily converted into new NCT Shares on the RCPS Maturity Date.</p>	<p>This term is reasonable as the Consideration RCPS is part of the mode of the settlement for the Proposed Acquisition and the terms of the conversion of the Consideration RCPS is mutually agreed by the parties of the SSA.</p> <p>On the assumption that the holders of Consideration RCPS does not convert the Consideration RCPS immediately after the completion of the Proposed Acquisition and Proposed Settlement, the conversion of Consideration RCPS over a 5 year conversion period will spread out the</p>

Terms of the Consideration RCPS		Our comments
		<p>dilution effects to the Group's consolidated EPS and NA per Share over a period of 5 years.</p> <p>Notwithstanding the above, non-interested Shareholders should take note that in the event that any outstanding Consideration RCPS are not redeemed by NCT on the RCPS Maturity Date, it will be mandatorily converted into new NCT Shares. Accordingly, this will result in dilution effects on the Group's consolidated EPS and NA per Share.</p> <p>For further details of the proforma effects of the Proposed Acquisition and Proposed Settlement, please refer to Section 12 of this IAL.</p>
Conversion Ratio	The Conversion Ratio is one (1) RCPS for one (1) new NCT Share, subject to adjustments in the event of any alteration to the share capital of the Company.	<p>The conversion ratio of one (1) Consideration RCPS for one (1) new NCT Share implies that the effective conversion price of the Consideration RCPS is RM0.48 which is fair.</p> <p>Please refer to our evaluation on the RCPS Issue Price as set out in Section 9 of this IAL.</p>
Adjustment to Conversion Ratio	The Conversion Ratio shall be one (1) RCPS to one (1) new NCT Share, subject to adjustments from time to time at the determination of the Board 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 Constitution of NCT.	This term is reasonable as the rights of the Consideration RCPS holders are not prejudiced due to any alteration to the share capital of NCT.
Redemption Period	The period from and including the RCPS Issue Date up to 5.00 p.m. on the business day immediately before the RCPS Maturity Date.	<p>This term is reasonable as 5 year tenure is a common tenure for convertibles issued in the market and it allows NCT the flexibility to redeem the Consideration RCPS at anytime over a period of 5 years up to the RCPS Maturity Date.</p> <p>For information purposes, the phase 1 of NSIP Project is expected to be completed by December 2027 and phase 2, phase 3 and phase 5 of NSIP Project are expected to be completed by 1st half of 2029. The successful implementation of the NSIP Project and NIS Project will allow NCT Group to generate cashflows from the said projects via progress billings/ progressive</p>

Terms of the Consideration RCPS		Our comments
		sales billings to be received which could be utilised to fund the redemption of Consideration RCPS in the event that NCT redeems it.
Redemption Price	Equivalent to the RCPS Issue Price.	<p>The redemption price of RM0.48 is fair as it is the same as the RCPS Issue Price of RM0.48.</p> <p>Our evaluation of the RCPS Issue Price is set out in Section 9 of this IAL.</p>
Redemption	<p>The Company may, subject to Section 72 of the Act, at any time during the Redemption Period, redeem the Consideration RCPS in whole or part thereof of the outstanding Consideration RCPS at the Redemption Price in cash by giving the Company no less than fourteen (14) business days' written notice prior to the date of the redemption.</p> <p>The redemption price per Consideration RCPS is the aggregate of the RCPS Issue Price and any and all unpaid preferential dividend up to and including the redemption date. For the avoidance of doubt, the Consideration RCPS holders shall not have the right to require NCT to redeem the Consideration RCPS. All Consideration RCPS which are redeemed shall be cancelled and shall not be reissued.</p>	<p>This term is procedural and reasonable. It is also subject to Section 72 of the Act on matters relating to preference shares in respect of redemption of the Consideration RCPS to be made by NCT.</p> <p>Accordingly, the Consideration RCPS shall be redeemed out of:</p> <ul style="list-style-type: none"> (i) profits of the Company; (ii) the proceeds of fresh issue of shares; or (iii) capital of the company. <p>If the Consideration RCPS are redeemed out of profits which would otherwise have been available for dividend, a sum equal to the amount of the Consideration RCPS redeemed shall be transferred into the share capital account.</p> <p>We further note that all the provisions of the Act relating to the redemption of shares shall be duly observed by the Company. The Company shall use its reasonable endeavours to ensure that it has sufficient funds (either from profits or from proceeds from new issue of shares as required under the Act), which can be lawfully applied towards redemption of the Consideration RCPS at the relevant time.</p> <p>This term is reasonable as the redemption of the Consideration RCPS is at the sole discretion of NCT and NCT have the flexibility to redeem the Consideration RCPS at any time prior to the RCPS Maturity Date after taking into consideration the availability of cash and its operating cashflows at the point in time.</p>

Terms of the Consideration RCPS		Our comments
Transferable	The Consideration RCPS shall be transferable only by instrument in writing in the usual or common form or such other form as the Board and/or relevant authorities (where required) may approve.	This term is reasonable and serves to protect the interest of NCT as any transfer of Consideration RCPS would require the approval of the Board and/or relevant authorities.
Ranking of the RCPS	<p>The Consideration RCPS are unsecured and shall rank equally in all respects among themselves. The Consideration RCPS shall rank behind all secured and unsecured debt obligations of the Company.</p> <p>The Consideration RCPS shall rank in priority to the NCT Shares in any repayment of capital in the event of liquidation, dissolution or winding-up of the Company, provided that the Consideration RCPS holders shall not be entitled to participate in any surplus capital, assets or profits of the Company.</p>	Although the Consideration RCPS shall rank in priority in any repayment of capital in the event of liquidation to the NCT Shares, we are of the view that this term is reasonable as the Consideration RCPS holders are not entitled to vote and the Consideration RCPS holders shall not be entitled to participate in any surplus capital, assets or profits of the Company.

Premised on the above, we are of the view that the salient terms of the Consideration RCPS are reasonable and not detrimental to the non-interested Shareholders.

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11. SALIENT TERMS OF THE SSA



The salient terms of the SSA are disclosed in **Appendix I** of the Circular. The following only sets out a summary of certain salient terms of the SSA that was considered by us and non-interested Shareholders are advised to read **Appendix I** of the Circular in its entirety.



No.	Salient terms of the SSA	Our comments
1.	SALE AND PURCHASE	
1.1	Agreement for sale and purchase of Sale Shares Subject to the terms and conditions contained in the SSA, the Vendors as registered and beneficial owners of the Sale Shares, shall sell, and the Company, relying on the warranties in the SSA, shall purchase the Sale Shares.	This term is reasonable as it is a common commercial term for agreements of similar nature to the Proposed Acquisition.
2.	CONSIDERATION AND PAYMENT	
2.1	Purchase Consideration Subject to the adjustments set out in item 2.3 below, the Purchase Consideration has been arrived at on the basis as set out in Section 2.6, Part A of the Circular.	The Purchase Consideration of up to RM490.26 million is fair. Please refer to our evaluation on the basis and justification for the Purchase Consideration as set out in Section 8 of this IAL .
2.2	Mode of Settlement of Purchase Consideration The Purchase Consideration shall be satisfied by the Company by way of the issuance of Consideration Shares and Consideration RCPS to the Vendors or their nominees in the manner as set out in Section 2.5, Part A of the Circular.	This term is reasonable as the mode of settlement for the Proposed Acquisition is mutually agreed upon between NCT and the Vendors and will be satisfied in the manner as set out in the SSA. Please refer to our evaluation on the rationale for the Proposed Acquisition as set out in Section 7 of this IAL .
2.3	Adjustments to Purchase Consideration The Purchase Consideration shall be subject to the following adjustments: (i) Adjustment to Market Value (Note 1) (a) In the event that the open market value of the NCT World Group Projects (which constitutes a computation item to the Purchase Consideration) shall be varied/adjusted pursuant to any comments provided by the relevant authorities on the respective Valuation Certificate, the corresponding computation item (for purposes of item 2.1 above) shall be adjusted accordingly (" Adjustment "). The Purchase Consideration, and the aggregate nominal value of the Consideration RCPS and the Consideration Shares to be allotted and issued by the Company to the Vendors pursuant to the terms	This term is reasonable as it provides an avenue for both parties to adjust the Purchase Consideration arising from the mandatory changes in market value of the NCT World Group Projects due to comments provided by relevant authorities. The adjustment mechanism for the Purchase Consideration is fair as it is based on the actual difference of the adjusted NA of NCT World Group as set


No.	Salient terms of the SSA	Our comments																				
	<p>of the SSA, shall be deemed to be the sum as adjusted in accordance with this section 2.3(i)(a), provided always that such Adjustment exceeds 1% of the Purchase Consideration.</p> <p>(b) Notwithstanding any other provision of the SSA, if the Adjustment determined pursuant to the foregoing provision exceeds 10% of the Purchase Consideration, either the Company or the Vendors shall be entitled to terminate the SSA by giving written notice to the other party with immediate effect.</p> <p>Note 1: For information purposes, pursuant to paragraph 10.04(8) of the Listing Requirements, the valuation of the NCT World Group Projects may be referred to the Securities Commission Malaysia for review. Accordingly, any comments received thereto may result in the open market value of the NCT World Group Projects as at 31 May 2025 being adjusted ("Adjustment").</p> <p>We have set out herein an illustration of the effects on the Purchase Consideration arising from the Adjustment:</p> <table><tr><th></th><th>As per Valuation Report as at 31 May 2025</th><th colspan="2">If arising from the comments received from relevant authorities</th></tr><tr><td>Open market value</td><td>RM1,000.90 million</td><td>Revised to RM990.40 million</td><td>Revised to RM1,066.20 million</td></tr><tr><td>Purchase Consideration</td><td>RM490.26 million</td><td>Adjusted to RM482.28 million</td><td>Adjusted to RM539.60 million</td></tr><tr><td>Deviation from Purchase Consideration</td><td></td><td>1.6%</td><td>10.1%</td></tr><tr><td>Pursuant to this paragraph 2.3(i)</td><td></td><td>The Purchase Consideration shall be adjusted to RM482.28 million</td><td>Our Company or the Vendors are entitled to terminate the SSA</td></tr></table>		As per Valuation Report as at 31 May 2025	If arising from the comments received from relevant authorities		Open market value	RM1,000.90 million	Revised to RM990.40 million	Revised to RM1,066.20 million	Purchase Consideration	RM490.26 million	Adjusted to RM482.28 million	Adjusted to RM539.60 million	Deviation from Purchase Consideration		1.6%	10.1%	Pursuant to this paragraph 2.3(i)		The Purchase Consideration shall be adjusted to RM482.28 million	Our Company or the Vendors are entitled to terminate the SSA	<p>out in Section 2.5, Part A of the Circular and the revised adjusted NA of NCT World Group arising from the Adjustment.</p> <p>This term is reasonable and protects the interest of NCT as it allows NCT the option to terminate the SSA in the event that the Adjustment exceeds 10% of the Purchase Consideration.</p>
	As per Valuation Report as at 31 May 2025	If arising from the comments received from relevant authorities																				
Open market value	RM1,000.90 million	Revised to RM990.40 million	Revised to RM1,066.20 million																			
Purchase Consideration	RM490.26 million	Adjusted to RM482.28 million	Adjusted to RM539.60 million																			
Deviation from Purchase Consideration		1.6%	10.1%																			
Pursuant to this paragraph 2.3(i)		The Purchase Consideration shall be adjusted to RM482.28 million	Our Company or the Vendors are entitled to terminate the SSA																			

No.	Salient terms of the SSA	Our comments
	<p>(ii) Delapan Outstanding CP</p> <p>In the event that the Delapan Outstanding CP is not fulfilled within the timeframe stipulated in the Delapan JDA or the Delapan JDA is terminated in accordance with its terms, the Purchase Consideration shall be adjusted in the manner as set out in Section 2.5.1(i), Part A of the Circular.</p> <p>In such event, the Vendors shall indemnify and keep the Company fully indemnified against any and all costs, expenses and outgoings reasonably and properly incurred by BBSB, arising from or in connection with the NIS Project and incurred up to the SSA Completion Date.</p>	<p>This term is reasonable as it provides an avenue for both parties to adjust the Purchase Consideration in the event that Delapan Outstanding CP is not fulfilled within the timeframe stipulated in the Delapan JDA or the Delapan JDA is terminated.</p> <p>Arising from the above, the deduction of RM13.73 million from the Purchase Consideration is fair as this is the estimated net revaluation surplus of the NIS Project after taking into consideration the revaluation surplus arising from the market value of NIS Project as ascribed by the Valuer and the deferred tax amount arising thereof.</p> <p>For further details of the net revaluation of the NIS Project, please refer to Section 8.2 of this IAL.</p> <p>This term is reasonable and serves to protect the interest of NCT as the Vendors agreed to indemnify and keep NCT indemnified against any and all costs, expenses and outgoings reasonably and properly incurred by BBSB, arising from or in connection with the NIS Project and incurred up to the SSA Completion Date.</p> <p>Note: For further details on our assessment on the salient terms of the Delapan JDA, please refer to Section 11.1 of this IAL.</p>
3.	CONDITIONS PRECEDENT	
3.1	<p>Conditions Precedent</p> <p>The obligations that are set out in the SSA are conditional upon the following conditions precedent (“Conditions Precedent”) being obtained/fulfilled or waived (as the case may be) before the Cut-Off Date:</p> <p>(a) The Company providing a written confirmation of the Company being satisfied with the results of the due diligence in its sole and absolute discretion;</p> <p>(b) The Company having obtained the approval of its non-interested Shareholders at a general meeting to be convened for the Proposed Acquisition, the Proposed Amendments and any other proposals upon which the Proposed Acquisition is conditional (if required);</p> <p>(c) The Company having obtained approval from Bursa Securities for the listing and quotation of the</p>	<p>These terms are reasonable as the condition precedents are the requisite approvals required to be fulfilled by NCT and the Vendors to complete the Proposed Acquisition and Proposed Settlement.</p> <p>We also noted that the terms of the SSA is subject to and conditional upon the fulfilment of the conditions precedent within 180 days from the date of the SSA or such later date as the parties may mutually agree. We are of the view that this term is reasonable as the period can be extended in the event that the 180 days period is not sufficient to fulfil the conditions precedent.</p>

No.	Salient terms of the SSA	Our comments
	<p>Consideration Shares, the Settlement Shares and new NCT Shares to be issued pursuant to the conversion of the Consideration RCPS on Bursa Securities;</p> <p>(d) The Vendors having obtained, at their own cost and expense, the approval or consent of the financiers/creditors of NCT World Group which are required in connection with the Proposed Acquisition and/or the performance of the Vendors of their obligations under the SSA, or where applicable, a written confirmation by the Vendors that no such consents are required;</p> <p>(e) The Vendors having obtained, at their own cost and expense, the approval or consent of any party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving the NCT World Group, which are required in connection with the Proposed Acquisition and/or the performance of the Vendors of their obligations under the SSA, or where applicable, a written confirmation by the Vendors that no such consents are required;</p> <p>(f) The Company having obtained, at their own cost and expense, the approval or consent of any party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving the Company which are required in connection with the Proposed Acquisition and/or the performance of the Company of its obligations under the SSA (including but not limited to the issuance and allotment of the Consideration Shares, Consideration RCPS and Settlement Shares), or where applicable, a written confirmation by the Company that no such consents are required;</p> <p>(g) The Company having obtained, at their own cost and expense, the approval or consent of the financiers/creditors of the Company which are required in connection with the Proposed Acquisition and/or the performance of the Company of its obligations under the SSA (including but not limited to the issuance and allotment of the Consideration Shares, the Consideration RCPS and the Settlement Shares), or where applicable, a written confirmation by the Company that no such consents are required; and</p> <p>(h) any other approvals, waivers or consents of any authorities or parties as may be required by law or regulation or deemed necessary by the Company or the Vendors.</p>	

No.	Salient terms of the SSA	Our comments
4.	COMPLETION	
4.1	<p>Release of Guarantees</p> <p>(a) Within 3 months from the SSA Completion Date or such other extended period as may be mutually agreed by the Company and the Vendors:</p> <p>(i) The Company shall use all reasonable endeavours to procure the release of the Vendors from any guarantee given on behalf of or for the benefit of the NCT World Group and the Company shall indemnify the Vendors against all liabilities arising after the SSA Completion Date in respect of any such guarantee; and</p> <p>(ii) pending the release of any such guarantee within the aforesaid 3-month period, the Company will indemnify and keep the Vendors and directors of NCT World Group prior to the SSA Completion Date who have granted any guarantee for the benefit of NCT World Group fully and effectively indemnified from and against all claims, costs, damages or penalties which may be brought, suffered or levied against them arising under such guarantee (if any) as a result of any default by the NCT World Group or the Company after the SSA Completion Date.</p> <p>(b) For the avoidance of doubt, the Vendors shall remain liable following the SSA Completion Date for any guarantee given on behalf of or for the benefit of NCT World Group until the release of any such guarantee.</p>	<p>These terms are reasonable as the Vendors are no longer the direct owners of NCT World and that the ownership of NCT World will be transferred to NCT upon completion of the Proposed Acquisition and Proposed Settlement. It is also a common commercial term for agreements of similar nature to the Proposed Acquisition.</p> 
5.	TERMINATION	
5.1	<p>Company's right to terminate</p> <p>The Company shall be entitled to issue a notice of termination to the Vendors if, at any time prior to the SSA Completion Date:</p> <p>(a) the Vendors commit any breach of any of their obligations under the SSA which:</p> <p>(i) is incapable of remedy; or</p> <p>(ii) if capable of remedy, is not remedied within 14 days of them being given notice to do so;</p> <p>(b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for (i) the winding up of any one of the companies in NCT World Group and/or (ii) the bankruptcy of any of the Vendors;</p>	<p>These terms are reasonable and serves to protect the interest of NCT as it allows NCT to terminate the SSA if either of the said events occur. This is a common commercial term for agreements of similar nature to the Proposed Acquisition.</p> 

No.	Salient terms of the SSA	Our comments
	<p>(c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of any one of the companies in NCT World Group;</p> <p>(d) any one of the companies in NCT World Group becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;</p> <p>(e) any one of the companies in NCT World Group ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability of the Vendors to duly perform or fulfil any of their obligations under the SSA); or</p> <p>(f) any of the warranties given by the Vendors is found at any time to be untrue or incorrect.</p>	
5.2	<p>Vendors' right to terminate</p> <p>The Vendors shall collectively be entitled to issue a notice of termination to the Company if, at any time prior to the Completion Date:</p> <p>(a) the Company commits any continuing or material breach of any of its obligations under the SSA which:</p> <p>(i) is incapable of remedy; or</p> <p>(ii) if capable of remedy, is not remedied within 14 days of the Company being given notice to do so;</p> <p>(b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for the winding up of the Company;</p> <p>(c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the Company;</p> <p>(d) the Company becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;</p>	<p>These terms are reasonable and serves to protect the interest of Vendors as it allows the Vendors to terminate the SSA if either of the said events occur. This is a common commercial term for agreements of similar nature to the Proposed Acquisition.</p> 

No.	Salient terms of the SSA	Our comments
	<p>(e) the Company ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability of the Company to duly perform or fulfil any obligation under the SSA); or</p> <p>(f) any of the representations or warranties given by the Company is found at any time to be untrue or incorrect.</p>	
5.3	<p>Specific performance</p> <p>The Company shall be at liberty to take such action in law as may be necessary to compel the Vendors by way of specific performance to complete the transaction contemplated in the SSA (in which respect the alternative remedy of monetary compensation shall not be regarded as compensation or sufficient compensation for any default in the performance of the terms and conditions in the SSA) or to claim damages for the breach of the Vendors.</p>	<p>This term is reasonable and protects the interest of NCT as NCT is entitled to the option of specific performance to complete the transaction contemplated in the SSA or to claim damages for the breach by the Vendors.</p>
6.	<p>SETTLEMENT OF ADVANCES FROM THE VENDORS</p> <p>As at the date of the SSA, NCT Venture has extended Advances to NCT World Group in the amount as set out in Section 2.2, Part A of the Circular. The settlement of the Advances shall be in the manner as set out in Section 2.2, Part A of the Circular.</p>	<p>Please refer to Section 7 of this IAL for our assessment on the rationale of the Proposed Settlement.</p>

Premised on the above, we are of the view that the salient terms of the SSA are reasonable and not detrimental to the non-interested Shareholders.

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11.1 Salient terms of Delapan JDA

The salient terms of the Delapan JDA are disclosed in **Section 2.3, Part A** of the Circular.

Our comments:

We noted that the condition precedents set out in the Delapan JDA are the requisite approvals required to be fulfilled by the developer (ie. BBSB) and the landowner (ie. Northern Gateway) to complete the Delapan JDA. We also noted that Northern Gateway is in the midst of fulfilling the Delapan Outstanding CP where BBSB and Northern Gateway had, on 15 August 2025, mutually agreed on the extension of time to fulfil the Delapan Outstanding CP by 31 July 2026. Notwithstanding, Northern Gateway had granted a power of attorney to BBSB on 15 May 2024 for the development of the NIS Project where vacant possession to the development site has been handed to BBSB on 15 May 2024.

We further noted that in the event that the Delapan Outstanding CP is not fulfilled within the timeframe stipulated in the Delapan JDA or the Delapan JDA is terminated in accordance with the terms of the Delapan JDA, the Purchase Consideration shall be adjusted in the manner as set out in **Section 2.5.1(i), Part A** of the Circular.

In addition, the Delapan JDA also clearly sets out the roles and responsibilities of the BBSB and Northern Gateway pursuant to the joint development of NIS Project. Accordingly, BBSB is responsible in all matters relating to the development of NIS Project while Northern Gateway is the landowner and is responsible in dealing with administrative matters in relation to land matters for the NIS Project.

Both parties are entitled to terminate the Delapan JDA subject to the terms and conditions as set out in the Delapan JDA which are common commercial terms for agreements of similar nature to the Delapan JDA.

Pursuant to the Delapan JDA, BBSB is obligated to pay Northern Gateway a total consideration equivalent to a base price of RM23 per sq ft calculated against the gross area of Delapan Land. The management of NCT has estimated this amount to be RM122.64 million[^] (ie. RM23 per sq ft x 5,332,180 sq ft) ("**Landowner Entitlement**").

We noted that the Landowner Entitlement of RM122.64 million is part of the estimated GDC of NIS Project of RM574.58 million. Based on the estimated GDV of NIS Project of RM604.61 million, the Valuer has estimated that the estimated GDP is RM30.03 million. As such, we are of the view that the Landowner Entitlement is fair.

Premised on the above, we are of the view that the salient terms of the Delapan JDA are reasonable and not detrimental to the non-interested Shareholders.

Note:

[^] BBSB shall pay to Northern Gateway an earnest deposit of RM2.50 million upon execution of the Delapan JDA and another RM2.50 million upon obtaining the building plan approval for the whole or any phase of the NIS Project (whichever is the earlier). The balance of the Landowner Entitlement will be paid to Northern Gateway upon issuance of the Certificate of Completion and Compliance of the respective phases under the NIS Project.

12. EFFECTS OF THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

In evaluating the Proposed Acquisition and Proposed Settlement, we have taken note of the effects of the Proposed Acquisition and Proposed Settlement as set out in **Section 7, Part A** of the Circular.

For illustrative purposes, the effects of the Proposed Acquisition and Proposed Settlement have been shown based on the following scenarios:-

Minimum Scenario	: Assuming that:- <ul style="list-style-type: none">(i) none of the 14,821,709 Treasury Shares as at the LPD are resold prior to the completion of the Proposed Acquisition and Proposed Settlement; and(ii) none of the 1,245,500 outstanding ESOS Options as at the LPD are exercised and no further ESOS Options are granted prior to the completion of the Proposed Acquisition and Proposed Settlement.
Maximum Scenario	: Assuming that:- <ul style="list-style-type: none">(i) all of the remaining 14,821,709 Treasury Shares as at the LPD are resold prior to the completion of the Proposed Acquisition and Proposed Settlement; and(ii) no further ESOS Options are granted and all of the 1,245,500 outstanding ESOS Options as at the LPD are exercised prior to the completion of the Proposed Acquisition and Proposed Settlement.

Our comments on the effects of the Proposed Acquisition and Proposed Settlement are as follows:

(i) Issued share capital

The proforma effects of the Proposed Acquisition and Proposed Settlement on the issued share capital of NCT is set out in **Section 7.1, Part A** of the Circular.

Our comments:

We noted that the issuance of Consideration Shares and Settlement Shares will result in the increase in NCT's issued share capital from RM589.58 million (as at LPD) (excluding Treasury Shares) to RM689.01 million (Minimum Scenario) and RM695.44 million (Maximum Scenario) immediately upon completion of the Proposed Acquisition and Proposed Settlement

The issuance of Consideration RCPS will not result in the increase in NCT's issued share capital. However, in the event that the holder(s) of the Consideration RCPS converts the Consideration RCPS into new NCT Shares, it will increase the issued share capital of NCT.

(ii) **NA per Share and gearing**

For illustrative purposes only, based on the latest audited consolidated statements of financial position of NCT as at 31 December 2024 and assuming the Proposed Acquisition and Proposed Settlement have been effected on that date, the proforma effects of the Proposed Acquisition and Proposed Settlement on the NA per Share and gearing of the Group are as follows:

Minimum Scenario

	Audited as at 31 December 2024 (RM'000)	⁽ⁱ⁾ Restated as at 31 December 2024 (RM'000)	Proforma (I) ⁽ⁱⁱ⁾ Subsequent events up to the LPD (RM'000)	Proforma (II) After Proforma (I) and the Proposed Acquisition and Proposed Settlement (RM'000)	Proforma (III) After Proforma (II) and upon full conversion of the Consideration RCPS (RM'000)
Share capital	556,210	556,210	595,438	⁽ⁱⁱⁱ⁾ 694,870	1,132,630
RCPS	-	-	-	^(iv) 437,760	-
Treasury Shares	(7,873)	(7,873)	(5,863)	(5,863)	(5,863)
Other reserves	142	142	111	111	111
Merger reserve	-	(94,814)	(94,814)	(585,070)	(585,070)
Retained earnings	187,752	209,077	216,895	^(v) 201,579	201,579
NA	736,231	662,742	711,767	743,387	743,387
No. of NCT Shares in issue (‘000)	1,863,158	1,863,158	1,936,420	2,144,754	3,061,955
NA per NCT Share (RM)	0.40	0.36	0.37	0.35	0.24
Total borrowings	161,101	161,101	161,175	^(vi) 311,523	311,523
Gearing (times)	0.22	0.24	0.23	0.42	0.42

Notes:

(i) Based on the audited NA as at 31 December 2024 of RM736.23 million and adjusting for the restatement pertaining to the acquisition of 100% equity interest of NCT Builders Group by the Company, which was completed on 2 July 2024.

The restatement reflects the Company's change in accounting policy for BCUUC from the acquisition method to the merger method (also known as the pooling-of-interests method), in accordance with MFRS 108: Accounting Policies, Changes in Accounting Estimates and Errors. The acquisition of NCT Builders Group in the previous financial year was accounted for using the acquisition method which is permissible under MFRS 3: Business Combinations. Following a reassessment, the Company has determined that the merger method is more appropriately reflective of the economic substance and continuity of control inherent in such transactions. The change enhances comparability across reporting periods and aligns with prevailing market practices for similar transactions. In accordance with MFRS 108, the change in accounting policy is applied retrospectively, and the comparative figures have been restated accordingly.

(ii) Adjusted for subsequent events after the FYE 31 December 2024 up to the LPD comprising:

- a) Proposed NCT Marina Bay Acquisition, where the settlement of the purchase consideration via contra parcels of RM13.20 million will result in a gain on disposal of RM6.69 million;
 - b) GCSB Acquisition where transfer of 7,500,000 Treasury Shares to the vendors of GCSB pursuant to the GCSB Acquisition gave rise to a deemed gain on disposal of RM1.36 million;
 - c) acquisition of 2,004,900 NCT Shares by the Company under its share buy-back scheme for a total consideration of RM0.96 million;
 - d) after the issuance of 267,800 new NCT Shares arising from the exercise of ESOS Options at the exercise price of RM0.365 per ESOS Option; and
 - e) after deducting the expenses incurred for the Proposed NCT Marina Bay Acquisition and the GCSB Acquisition of RM0.25 million.
- (iii) After the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares at the Share Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and Proposed Settlement of approximately RM0.57 million in proportion to the value of the Consideration Shares and Settlement Shares.
- (iv) After the issuance of 917,201,496 Consideration RCPS at the RCPS Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and Proposed Settlement of approximately RM2.50 million in proportion to the value of the Consideration RCPS.
- (v) After adjusting for NCT World Group's accumulated losses as at 31 December 2024 of RM15.32 million arising from the merger accounting.
- (vi) After adjusting for the total borrowings (including lease liabilities) of the NCT World Group as at 31 December 2024 of RM150.35 million.

Maximum Scenario

	Audited as at 31 December 2024	⁽ⁱ⁾ Restated as at 31 December 2024	⁽ⁱⁱ⁾ Subsequent events up to the LPD	Proforma (I)	Proforma (II) ⁽ⁱⁱⁱ⁾ After Proforma (I) and assuming that all the Treasury Shares are resold and full exercise of ESOS Options	Proforma (III) After Proforma (II) and the Proposed Acquisition and Proposed Settlement	Proforma (IV) After Proforma (III) and upon full conversion of the Consideration RCPS
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Share capital	556,210	556,210	595,438	596,004	^(iv) 695,436	1,133,196	
RCPS	-	-	-	-	^(v) 437,760	-	
Treasury Shares	(7,873)	(7,873)	(5,863)	-	-	-	
Other reserves	142	142	111	-	-	-	
Merger reserve	-	(94,814)	(94,814)	(94,814)	(585,070)	(585,070)	
Retained earnings	187,752	209,077	216,895	218,147	^(vi) 202,830	202,830	
NA	736,231	662,742	711,767	719,337	750,956	750,956	
No. of NCT Shares in issue ('000)	1,863,158	1,863,158	1,936,420	1,952,488	2,160,822	3,078,023	
NA per NCT Share (RM)	0.40	0.36	0.37	0.37	0.35	0.24	
Total borrowings	161,101	161,101	161,175	161,175	^(vii) 311,523	311,523	
Gearing (times)	0.22	0.24	0.23	0.22	0.41	0.41	

Notes:

(i) Based on the audited NA as at 31 December 2024 of RM736.23 million and adjusting for the restatement pertaining to the acquisition of 100% equity interest of NCT Builders Group by the Company, which was completed on 2 July 2024.

The restatement reflects the Company's change in accounting policy for BCUCC from the acquisition method to the merger method (also known as the pooling-of-interests method), in accordance with MFRS 108: Accounting Policies, Changes in Accounting Estimates and Errors. The acquisition of NCT Builders Group in the previous financial year was accounted for using the acquisition method which is permissible under MFRS 3: Business Combinations. Following a reassessment, the Company has determined that the merger method more appropriately reflects the economic substance and continuity of control inherent in such transactions. The change enhances comparability across reporting periods and aligns with prevailing market practices for similar transactions. In accordance with MFRS 108, the change in accounting policy is applied retrospectively, and the comparative figures have been restated accordingly.

(ii) Adjusted for the subsequent events after the FYE 31 December 2024 up to the LPD comprising:

- a) the Proposed NCT Marina Bay Acquisition. The settlement of the purchase consideration via contra parcels of RM13.20 million will result in gain on disposal of RM6.69 million;
- b) the GCSB Acquisition, which was completed on 11 July 2025. The transfer of 7,500,000 Treasury Shares to the vendors of GCSB pursuant to the GCSB Acquisition gave rise to a deemed gain on disposal of treasury shares of RM1.36 million;
- c) acquisition of 2,004,900 NCT Shares by the Company under its share buy-back scheme for a total consideration of RM0.96 million;
- d) after the issuance of 267,800 new NCT Shares arising from the exercise of ESOS Options at the exercise price of RM0.365 per ESOS Option; and
- e) after deducting the expenses incurred for the Proposed NCT Marina Bay Acquisition and the GCSB Acquisition of RM0.25 million.

(iii) Adjusted for the following events under the Maximum Scenario:

- a) assuming all the remaining 14,821,709 Treasury Shares are resold in the market at RM0.48 per Treasury Share which will result in gain on disposal of RM1.25 million; and
- b) assuming the issuance of 1,245,500 new NCT Shares after all the outstanding 1,245,500 ESOS Options are being exercised at RM0.365 per ESOS Option.

(iv) After the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares at the Share Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and Proposed Settlement of approximately RM0.57 million in proportion to the value of the Consideration Shares and Settlement Shares.

(v) After the issuance of 917,201,496 Consideration RCPS at the RCPS Issue Price and after deducting the estimated expenses relating to the Proposed Acquisition and Proposed Settlement of approximately RM2.50 million in proportion to the value of the Consideration RCPS.

(vi) After adjusting for NCT World Group's accumulated losses as at 31 December 2024 of RM15.32 million arising from the merger accounting.

(vii) After adjusted for the total borrowings (including lease liabilities) of the NCT World Group as at 31 December 2024 of RM150.35 million.

Our comments:

Based on the tables above, we noted that the Proposed Acquisition and Proposed Settlement will result in the decrease in the Group's proforma consolidated NA per Share from RM0.37 as at 31 December 2024 (after restatement and subsequent events) to RM0.35 upon completion of the Proposed Acquisition and Proposed Settlement (under the Minimum Scenario and Maximum Scenario) and further decrease to RM0.24 (Minimum Scenario and Maximum Scenario) upon completion of the Proposed Acquisition and Proposed Settlement and assuming full conversion of the Consideration RCPS. This is mainly due to the application of merger accounting due to the reasons as explained in note (i) above which results in the creation of negative merger reserve as well as the increase in NCT's Shares arising from the issuance of Consideration Shares and Settlement Shares and upon full conversion of the Consideration RCPS into new NCT Shares.

We further noted that the Proposed Acquisition and Proposed Settlement will increase the Group's proforma gearing from 0.23 times as at 31 December 2024 (after restatement and subsequent events) to 0.42 times (Minimum Scenario) and 0.41 times (Maximum Scenario) upon completion of the Proposed Acquisition and Proposed Settlement, arising from the consolidation of approximately RM150.35 million borrowings and lease liabilities of NCT World Group. Upon completion of the Proposed Acquisition and Proposed Settlement and assuming full conversion of the Consideration RCPS, the proforma gearing of NCT Group will remain unchanged at 0.42 times (Minimum Scenario) and 0.41 times (Maximum Scenario) respectively.

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(iii) Substantial shareholders' shareholding

The proforma effects of the Proposed Acquisition and Proposed Settlement on the substantial shareholders' shareholdings in the Company are as follows:

Minimum Scenario

	As at the LPD			Proforma (I) After the Proposed Acquisition and Proposed Settlement		
	Direct		Indirect	Direct		Indirect
	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iv)%	No. of NCT Shares ('000)	(iv)%
YBG Yap	892,460	46.09	-	-	892,460	41.61
Dato' Sri YNC	79,292	4.09	(i) 892,602	46.10	245,959	11.47
Dato' YFC	58,606	3.03	(ii) 892,460	46.09	100,272	4.68
					(i) 892,602	41.62
					(ii) 892,460	41.61

Proforma (II) After Proforma (I) and upon full conversion of the Consideration RCPS

	Direct		Indirect	(v)%
	No. of NCT Shares ('000)		No. of NCT Shares ('000)	
YBG Yap	892,460	29.15	-	-
Dato' Sri YNC	979,720	32.00	(i) 892,602	29.15
Dato' YFC	283,712	9.27	(ii) 892,460	29.15

Notes:

- Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act and the Shares held by his daughter, Yap Pui Yee, pursuant to Section 59(11)(c) of the Act. For information purposes, as at the LPD, Yap Pui Yee holds 142,200 NCT Shares and 58,200 ESOS Options.
- Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act.
- Based on the number of NCT Shares in issue of 1,936,420,549 (excluding Treasury Shares) as at the LPD.
- Based on the enlarged number of NCT Shares of 2,144,753,883 after the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares pursuant to the Proposed Acquisition and Proposed Settlement.
- Based on the enlarged number of NCT Shares of 3,061,955,379 upon full conversion of 917,201,496 Consideration RCPS into 917,201,496 new NCT Shares.

Maximum Scenario

	As at the LPD				Proforma (I) Assuming all the Treasury Shares are resold and full exercise of ESOS Options			
	Direct		Indirect		Direct		Indirect	
	No. of NCT Shares (‘000)	(iii)%	No. of NCT Shares (‘000)	(iii)%	No. of NCT Shares (‘000)	(iv)%	No. of NCT Shares (‘000)	(iv)%
YBG Yap	892,460	46.09	-	-	892,460	45.71	-	-
Dato’ Sri YNC	79,292	4.09	(i)892,602	46.10	79,292	4.06	(i)892,718	45.72
Dato’ YFC	58,606	3.03	(ii)892,460	46.09	58,606	3.00	(ii)892,460	45.71

	Proforma (II) After Proforma (I) and the Proposed Acquisition and Proposed Settlement				Proforma (III) After Proforma (II) and upon full conversion of the Consideration RCPS			
	Direct		Indirect		Direct		Indirect	
	No. of NCT Shares (‘000)	(v)%	No. of NCT Shares (‘000)	(v)%	No. of NCT Shares (‘000)	(vi)%	No. of NCT Shares (‘000)	(vi)%
YBG Yap	892,460	41.30	-	-	892,460	28.99	-	-
Dato’ Sri YNC	245,959	11.38	(i)892,718	41.31	979,720	31.83	(i)892,718	29.00
Dato’ YFC	100,272	4.64	(ii)892,460	41.30	283,712	9.22	(ii)892,460	28.99

Notes:

- Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act and the 142,200 Shares held by his daughter, Yap Pui Yee, pursuant to Section 59(1)(c) of the Act. Additionally he is also deemed interested in the NCT Shares arising from the exercise of the 58,200 ESOS Options held by his son, Yap Chun How and 58,200 ESOS Options held by his daughter Yap Pui Yee respectively.
- Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act.
- Based on the number of NCT Shares in issue of 1,936,420,549 (excluding Treasury Shares) as at the LPD.
- Based on the enlarged number of NCT Shares of 1,952,487,758 after assuming that all the 14,821,709 Treasury Shares are resold and all the 1,245,500 outstanding ESOS Options are exercised under the Maximum Scenario.
- Based on the enlarged number of NCT Shares of 2,160,821,092 after the issuance of 104,166,667 Consideration Shares and 104,166,667 Settlement Shares pursuant to the Proposed Acquisition and Proposed Settlement.
- Based on the enlarged number of NCT Shares of 3,078,022,588 upon full conversion of 917,201,496 Consideration RCPS into 917,201,496 new NCT Shares.

Our comments:

The Vendors, namely Dato' Sri YNC and Dato' YFC are the shareholders of YBG Yap, the controlling shareholder of NCT.

The issuance of Consideration Shares and Settlement Shares to the Vendors arising from the Proposed Acquisition and Proposed Settlement and assuming full conversion of Consideration RCPS are expected to increase the individual shareholdings of Dato' Sri YNC and Dato' YFC and result in the dilution of all other existing Shareholders (including YBG Yap).

(iv) Earnings and EPS

For illustrative purposes only, we noted in **Section 7.4, Part A** of the Circular, based on the latest audited consolidated statement of comprehensive income of the Company for the FYE 31 December 2024 and assuming that the Proposed Acquisition and Proposed Settlement had been effected on 1 January 2024, being the beginning of the FYE 31 December 2024, the proforma effects of the Proposed Acquisition and Proposed Settlement on the earnings of the Group and EPS are as follows:

	Restated FYE 31 December 2024	Minimum Scenario	Maximum Scenario
	(RM'000)	(RM'000)	(RM'000)
PATAMI	45,507 ⁽ⁱ⁾	86,519 ⁽ⁱⁱ⁾	86,519 ⁽ⁱⁱ⁾
No. of NCT Shares in issue ('000)	1,863,158	3,061,955	3,078,023
EPS (sen)	2.44	2.83	2.81

Notes:

(i) Based on the audited PATAMI of NCT Group for the FYE 31 December 2024 of RM34.50 million and adjusting for the restatement pursuant to the change in accounting policy of NCT from acquisition method to merger method as disclosed in note (i) of **Section 7.2, Part A** of the Circular.

(ii) The proforma PATAMI of the NCT Group after the Proposed Acquisition was arrived at based on the following:

	RM'000
Restated PATAMI for the FYE 31 December 2024	45,507
Add:	
Effects of the subsequent events up to the LPD ^(a)	6,438
Extrapolated 12-month PATAMI of the NCT World Group ^(b)	34,574
Proforma consolidated PATAMI after the Proposed Acquisition	86,519

Notes:

(a) The effects of the subsequent events after the FYE 31 December 2024 up to the LPD comprise:

(i) deemed gain of disposal of contra parcels amounting to RM6.69 million arising from the part settlement of the purchase consideration for the Proposed NCT Marina Bay Acquisition; and

(ii) estimated expenses of approximately RM0.21 million incurred by the Company pursuant to the GCSB Acquisition and approximately RM0.04 million for the Proposed NCT Marina Bay Acquisition.

(b) Being the 12-month extrapolated PATAMI of the NCT World Group computed based on the NCT World Group's unaudited PATAMI of RM14.41 million for the 5-month FPE 31 May 2025.

Our comments:

Based on the above, upon completion of the Proposed Acquisition and Proposed Settlement, the proforma PATAMI of NCT Group will increase from RM45.51 million as at 31 December 2024 to RM86.52 million (under the Minimum Scenario and Maximum Scenario) after taking into consideration the following:

- (i) Adjustments for subsequent events as set out in **Section 7.2, Part A** of the Circular; and
- (ii) Extrapolated 12-month PATAMI of NCT World Group computed based on NCT World Group's unaudited PATAMI of RM14.41 million for the 5-month FPE 31 May 2024.

Moving forward, the effects of the Proposed Acquisition and Proposed Settlement on the consolidated earnings and EPS of the Group is dependent on the amount of profits generated from the future development of the NCT World Group Projects.

We also note that the issuance of Consideration RCPS will allow NCT to spread out the dilution effects to the consolidated earnings per NCT Share over a period of 5 years. However, we wish to highlight that based on the terms of the Consideration RCPS as set out in **Appendix III** of the Circular, Consideration RCPS holders shall be entitled to convert the Consideration RCPS at any time during the conversion period of 5 years. As such, the Group may face an immediate dilution in EPS in the event that all the Consideration RCPS are converted immediately upon issuance.

Notwithstanding that the Proposed Acquisition and Proposed Settlement will result in the increase in proforma gearing of NCT Group, it should be noted that this is mainly attributable to the consolidation of NCT World's borrowings and lease liabilities, amounting to approximately RM150.35 million, into the Group. The decrease in proforma NA per Share of NCT Group is also due to the application of merger accounting which result in the creation of negative merger reserve as well as the increase in NCT's Shares arising from the issuance of Consideration Shares and Settlement Shares and upon full conversion of the Consideration RCPS into new NCT Shares.

Barring any unforeseen circumstances, the Proposed Acquisition and Proposed Settlement are expected to be completed by 31 December 2025. Upon completion of the Proposed Acquisition, NCT will be able to consolidate the financial performance of NCT World Group moving forward. Non-interested Shareholders should also take note that the potential benefits arising from the Proposed Acquisition and Proposed Settlement are subject to risk factors as disclosed in the Section 6, Part A of the Circular.

Based on our overall assessment, we are of the view that the effects of the Proposed Acquisition and Proposed Settlement are reasonable and not detrimental to the non-interested Shareholders.

13. INDUSTRY OVERVIEW AND PROSPECTS

We take cognisance of the overview and prospects of the Malaysian economy, property industry in Malaysia, Selangor and Kedah as well as the prospects and future plans of NCT World Group and enlarged NCT Group as set out in **Section 5, Part A** of the Circular.

13.1 Overview and prospects of the Malaysian economy

The Malaysian economy expanded by 5.2% in the third quarter of 2025 (2Q 2025: 4.4%), driven by sustained domestic demand and higher net exports. Household spending was supported by positive labour market conditions, income-related policy measures, and cash assistance programmes. Investment activity was underpinned by continued capital expansion by both private and public sectors. On the external front, net exports registered higher growth as export growth outpaced import growth.

On the supply side, growth was led by the services and manufacturing sectors. Growth in the services sector was mainly contributed by consumer-related sub-sectors, while the manufacturing sector's performance was driven by stronger production in electrical and electronics and consumer-related goods. Meanwhile, the mining and quarrying sector rebounded, reflecting a recovery in crude oil and natural gas production post-scheduled maintenance work. On a quarter-on-quarter, seasonally-adjusted basis, growth expanded by 2.4% (2Q 2025: 2.2%).

Headline inflation remained stable at 1.3%, while core inflation increased to 2% (2Q 2025: 1.3% and 1.8%, respectively). While the higher core inflation added impetus to headline inflation during the quarter, this was offset by declines in selected administered prices. In particular, electricity (-4.6%; 2Q 2025: 0%) and diesel (-5%; 2Q 2025: 8%) prices were lower during the quarter, in line with the recent electricity tariff restructuring and moderate global cost conditions. Inflation pervasiveness, measured by the share of CPI items registering monthly price increases, edged higher to 43.8% during the quarter (2Q 2025: 41.8%), while remaining below the historical average of 44.5%.

In the third quarter of 2025, the ringgit's nominal effective exchange rate appreciated by 0.8% (year-to-date as of 12 November 2025: 5.3%) against the currencies of Malaysia's major trading partners. The ringgit also remained broadly stable against the US dollar, with a marginal appreciation of 0.05% (year-to-date as of 12 November 2025: 8.2%). This movement was driven by both external and domestic factors. On the external front, the US Federal Reserve's easing of monetary policy in September coupled with expectations of further rate cuts amid growing concerns about the US economy's outlook, has supported the ringgit during the quarter. In addition, the announcement of trade agreements between the US and several of its trading partners, including Malaysia, has helped ease tariff-related uncertainties and improve sentiment, further supporting the ringgit's performance.

Domestically, Malaysia's positive economic growth prospects, supported by the Government's commitment to domestic structural reforms and fiscal sustainability, will continue to provide support to the ringgit. Bank Negara Malaysia ("**BNM**") remains committed to ensuring the orderly functioning of the domestic foreign exchange market.

Credit to the private non-financial sector grew by 5.9% in the third quarter of 2025 (2Q 2025: 5.2%). Outstanding corporate bonds expanded by 7.3% (2Q 2025: 4.3%) while growth in outstanding loans was sustained at 5.6% (2Q 2025: 5.5%). Business loans grew by 5.4% (2Q 2025: 4.5%) following higher growth in investment-related loans, particularly among non-SMEs. SME loan growth also increased slightly, supported by growth in working capital loans amid sustained level of applications for this purpose. Meanwhile, household loan growth moderated slightly to 5.7% (2Q 2025: 6%) following slower growth for personal use loans. Notwithstanding, household loan demand remained broadly steady across most purposes and was met by sustained approvals.

Despite the challenging external environment, Malaysia's economic outlook remains on track to achieve growth between 4% and 4.8% in 2025, supported by resilient domestic demand. Household spending will be supported by continued employment and wage growth, as well as income-related policy measures. Investment activity will be sustained by progress of infrastructure projects, further realisation of approved private investments, and the implementation of national master plans. On the external front, export growth is expected to be impacted by tariffs and more moderate external demand. However, growth would be supported by continued demand for electrical and electronics goods, inbound tourism and the recovery in mining-related exports.

Malaysia's economy grew by 4.7% in the first nine months of 2025, within the official forecast range of 4% – 4.8%, reflecting Malaysia's continued resilience in the face of global challenges. Looking ahead, global economic conditions will remain challenging and there is a need to keep strengthening Malaysia's economic buffers to weather any headwinds that may come.

Both headline and core inflation are expected to remain moderate for the remainder of the year, supported by steady domestic demand and continued easing in global cost conditions. These factors, together with Government measures to cushion the impact of domestic policy reforms on households, will help sustain a low and stable inflation environment. Heading into 2026, inflation is expected to remain moderate amid steady domestic demand, stable labour market conditions, and favourable supply conditions.

(Source: Economic and Financial Developments in Malaysia in the Third Quarter of 2025, BNM, 14 November 2025)

The global economy is projected to remain steady in 2024 and 2025 as growth in most major economies stabilises. Inflation continues to track downwards as energy prices moderate and the labour market softens. International trade is expected to strengthen despite an increase in trade tensions and policy uncertainties.

Malaysia's economy continued its growth momentum, supported by favourable economic performance, amid persistent challenges in the external environment. This signifies the country's strong fundamentals and diversified economic activities as well as investor confidence in the domestic market, anchored by sound Government policies. Furthermore, the MADANI Economy Framework, which focuses on restructuring and reforming Malaysia's economic agenda, coupled with the implementation of key policy plans such as the National Energy Transition Roadmap ("NETR") and NIMP 2030, have started to yield positive results. During the first half of 2024, the economy posted a commendable growth of 5.1% driven by robust domestic demand, combined with further expansion in exports as well as positive growth in all economic sectors. Growth is forecast to continue its momentum in the second half of the year, albeit at a moderate pace. Overall, real gross domestic product in 2024 is revised upward, ranging between 4.8% and 5.3%, surpassing the initial target of 4% to 5%. For 2025, the economy is projected to grow between 4.5% and 5.5%.

However, as an open economy, Malaysia remains susceptible to global vulnerabilities which may pose risks to the nation's economic growth. These include the escalation of geopolitical tensions, supply chain disruptions, volatility in financial market conditions and varying growth prospects across economies. Therefore, the Government remains resolute in ensuring the continuous implementation of pragmatic measures and initiatives to further strengthen the economy.

(Source: Budget 2025, Economic Outlook 2025, Ministry of Finance Malaysia)

Following the pre-emptive Overnight Policy Rate ("OPR") reduction by 25 basis points at the July 2025 Monetary Policy Committee ("MPC") meeting, the MPC maintained the OPR at 2.75% in its meetings in September and November 2025.

(Source: Quarterly Bulletin 3Q 2025, BNM)

13.2 Overview and outlook of the property industry and industrial property development in Malaysia

The Property Market Report 2024 highlights exceptional performance, recorded the highest volume and value of property transactions in Malaysia over the past decade. This impressive growth was fueled by a robust expansion in market activities across all sub-sectors. The volume and value of transactions expanded by 5.4% and 18.0%, respectively, reaching 420,545 transactions worth RM232.30 billion, compared to 2023 (399,008 transactions worth RM196.83 billion).

The highest achievement of the property market was supported by the strong growth of Malaysia's economy and the continuous Government support, including the full implementation of the NIMP 2030, the NETR, and the Twelve Malaysia Plan. Market activity was further supported by strong transaction volumes across nearly all states, particularly in Kelantan, which experienced a substantial growth exceeding 96%, following the fully implementation of stamping applications and stamp duty payments through Stamp Duty Assessment and Payment System.

The commercial sub-sector continued to strengthen in 2024 and grew at a faster pace, following strong demand from major sales and vacant commercial plots, particularly in major states. The volume and value of transactions expanded by 13.6% and 51.6% to 45,985 transactions worth RM58.06 billion as compared to 2023 (40,463 transaction worth RM38.31 billion). The shop market performance expanded by 7.2% and 19.6% in volume and value, respectively, to 19,771 transactions worth RM19.26 billion (2023: 18,437 transactions worth RM16.10 billion). The shop transactions dominate 43.0% of the commercial property transaction volume and 33.2% of the total value. By property type, two to two and a half storey terraced shop were the most active and in demand, accounting for over 50.0% (10,781 transactions) of total shop transactions. Three to three and a half storey shop followed in second place, making up 27.1% (5,349 transactions).

The shop overhang situation also showed improved as the numbers reduced by 7.3% and 7.1% in volume and value respectively, to 5,777 units worth RM5.01 billion. On the supply front, construction activity was moderately active. Starts and new planned supply increased by 18.9% to 4,952 units and 24.0% to 5,677 units, respectively. As of year-end, the existing shops exceeded 571,000 units, with nearly 24,000 units in the incoming supply and almost 30,000 units in the planned supply.

The industrial sub-sector saw significant strengthening, driven by strong growth in market activity. By type, vacant plots and industrial units, increased by 19.9% and 20.3%, respectively. The MADANI Economic Framework, which focuses on the restructuring of Malaysia's economic agenda, along with the implementation of key policy plans such as the NIMP 2030, has begun to show positive results and support the industrial property sector transactions. In terms of state, Selangor continued to lead the market, accounting for 33.3% (2,923 transactions) of the national volume, followed by Johor (18.1%) and Perak (10.5%). In terms of property type, terraced factories represented 32.3% (1,233 transactions), followed by vacant plots at 30.5%, semi-detached factories at 21.7%, and other types, which made up 15.5% of the total industrial transactions.

The industrial overhang situation improved in 2024, with a gradual decrease in the number of overhang units and value, reduced by 12.7% and 16.6%, respectively to 705 units with a total value of RM0.70 billion, respectively (2023: 808 overhang units worth RM0.84 billion). On the construction front, the industrial sub-sector remained minimal. Starts show better performance, increased 26.2% to 1,013 units (2023: 803 units). As of year-end 2024, the existing industrial units exceeding 123,000 units, with more than 4,000 units in the incoming supply and nearly 6,000 units in the planned supply. The industrial market remains robust, with some price increments observed in selected locations. The upward trend could be attributed to growing demand for warehouses and storage due to the expansion of data centers and e-commerce, particularly in Johor and Selangor.

(Source: Property Market Report 2024, National Property Information Centre)

Provision of e-rebates by the Nikmat Untuk Rakyat PETRA programme to encourage industrial and commercial sectors to replace existing chillers to be more energy-efficient. NIMP Industrial Development Fund to encourage innovation of local companies through technology adoption, targeting creation of 3,000 smart factories by 2030.

(Source: Budget 2025, Belanjawan Touchpoints, Ministry of Finance Malaysia)

13.3 Overview and outlook of the property industry and industrial property development in Selangor

The Central Region property market performance improved in the review period. There were 99,817 transactions worth RM103.27 billion recorded, indicating increase of 4.7% in volume and 29.9% in value as compared to previous year (2023: 95,358 transactions worth RM79.49 billion). Residential sub-sector continued to dominate the overall market share with 70.4% share, followed by commercial (19.3%), agriculture (4.4%), industrial (3.1%) and development land & others (2.8%). Market activity showed better performance across the board with improvements in all subsectors. The commercial subsector lead the growth with 17.1%, followed by industrial (12.8%), residential (1.7%), agriculture (1.6%) and development land & others (1.5%). Correspondingly with the market activity movement, transaction value for all sub-sectors also showed an increase. In terms of transaction value, Selangor recorded a 16.3% increase compared to the same period last year. Selangor also dominated the Central Region's property market, accounting for 77.9% of total transaction volume (77,713 transactions) and 64.3% of total transaction value (RM66.43 billion).

The industrial sub-sector contributed a marginal 3.1% to overall market activity in the Central Region. Selangor recorded increases in transaction volume and value of 12.9% and 15.7%, respectively. Completions and starts in Selangor showed a positive trend, increased by 71.6% to 230 units (2023: 134 units) and more than two-fold to 549 units (2023: 158 units), respectively.

(Source: Central Region Property Market State Report 2024, Valuation and Property Services Department, Ministry of Finance, Malaysia)

13.4 Overview and outlook of the industrial property and commercial property development in Kedah

In 2024, the Northern Region property market recorded moderate performance, with transaction volume and value showing mixed results compared to 2023. The region registered 107,653 transactions worth RM36.51 billion, showing a 2.5% increase in volume compared to 2023 but value decreased by 1.5%. In total, Pulau Pinang, Perak, Kedah and Perlis within the region formed 25.6% and 15.7% of the national volume and value transactions. In Kedah, property market activity exhibited an upward trend, with transaction volume increased by 3.6% during the review period. Residential property remained the most actively transacted sub-sector in the region, accounting for 58.0% (62,459 transactions) of total transactions, with Kedah being among the main contributors.

During the review period, the commercial sub-sector in the Northern Region recorded 7,215 transactions worth RM5.7 billion. The transaction volume increased by 5.3%, as compared to 2023. In Kedah, the transaction value increased by 19.5% as compared to 2023. Kedah contributed 23.7% of commercial property transactions, making it the third-largest market after Perak and Pulau Pinang. There were no overhang for serviced apartments/SOHO in Kedah and Perlis. The purpose-built office segment showed a mixed performance within the review period and the overall occupancy rate in Kedah increased by 0.8%.

(Source: Northern Region Property Market State Report 2024, Valuation and Property Services Department, Ministry of Finance, Malaysia)

Kedah, particularly in Kulim, has witnessed the highest influx of foreign investments for the manufacturing sub-sector in the country in the first quarter of this year (1Q2024), according to Knight Frank Malaysia executive director of land and industrial solutions Allan Sim.

In his presentation on the overview of the industrial sector in conjunction with the release of Knight Frank's The Real Estate Highlights 1st Half of 2024 report on Wednesday, Sim highlighted that Kedah recorded a significant RM30.98 billion worth of foreign investment activities in 1Q2024. This is followed by Klang Valley (RM3.27 billion), Johor (RM2.33 billion), Penang (RM1.82 billion) and Sarawak (RM1.3 billion).

"International orders are coming in fast. And manufacturers could not get to their sites in Penang on time. Hence, they head to the nearest state, that is Kedah," explained Sim, adding that the Kedah Express Construction Permit (E10) initiative has significantly expedited the process for investors.

According to the report, approved foreign investments in the industrial sector saw an estimated 203% surge year-on-year (y-o-y) to RM38.15 billion for 1Q2024. Domestic investments on the other hand, recorded an estimated 58% increase y-o-y to RM4.79 billion.

(Source: "Kedah records highest foreign investment activity in industrial sector in 1Q2024, says Knight Frank", 17 July 2025, MIDA)

13.5 Prospects of NCT Group

We noted from **Section 5.6, Part A** of the Circular, the Proposed Acquisition will mark NCT's foray into industrial park development via the NSIP Project and the NIS Project as part of its overall strategy to strengthen its presence in the property development segment as well as increasing its landbank and property development income.

The development of both industrial parks incorporates smart solutions and environmental principles into their design. The NSIP Project, first MIP that is certified and approved by the Selangor state government, will be supported by advanced infrastructure such as IR 4.0 technology, smart security systems, 5G connectivity and AI managed workers' accommodation. Similarly, the NIS Project which is being positioned as Kedah's first smart MIP is also expected to be similarly equipped with advanced infrastructures similar to that of the NSIP Project. Both the industrial park developments will also incorporate energy efficient designs, eco-friendly materials as well as green building practices.

Additionally, the NSIP Project is strategically located at IDRIS, which is accessible to key economic zones such as KLIA, Port Klang and Kuala Lumpur City Centre. The NIS Project is also strategically located within Delapan SBEZ, the special economic zone located near to the Malaysia-Thailand border in Bukit Kayu Hitam.

Both the industrial parks are also located at new development focused areas of the federal and state government, which are supported by various Government incentives. In view of the aforementioned, the Company is cautiously optimistic that the NSIP Project and NIS Project are well positioned to attract strong interest from investors.

Our comments:

As at LPD, the Group is currently involved in the development of residential and commercial property development projects. Moving forward, the Group's financial performance will be dependent on the successful launch of the said projects.

The Group's commercial and industrial property development projects will be underpinned by the outlook of the local property industry, industrial property and commercial property development segment which is further supported by Government initiatives supporting the IDRIS development zone and Delapan SBEZ under the NCER as outlined in **Section 5.5, Part A** of the Circular. These Government initiatives aim to motivate developers and landowners to take a more proactive stance in the development of vacant lands in the abovementioned regions.

The Group's residential property development projects will be underpinned by the outlook of the local residential property development segment which is further supported by Government initiatives such as the Malaysia My Second Home (MM2H), Syarikat Jaminan Kredit Perumahan (SJKP) and tax relief for first time home owners. These Government initiatives provide incentive to home buyers and is aimed to increase the demand for residential properties.

We wish to highlight that the future plans and strategies undertaken and/or to be undertaken by the Group are subject to uncertainties which are not within the Group's control such as outbreak of war, Government policies, interest rates, inflation, fluctuation in price of raw materials and changes in the global economic conditions. The occurrence of any of such events may materially impact the Group's operations and affect the Group's ability to implement the plans within the intended timeframe or such plans may not achieve the expected results.

Premised on the above, we are of the view that the prospects of NCT Group following the completion of the Proposed Acquisition and Proposed Settlement is positive.

14. RISK FACTORS IN RELATION TO THE PROPOSED ACQUISITION AND PROPOSED SETTLEMENT

In considering the Proposed Acquisition and Proposed Settlement, non-interested Shareholders are advised to give careful consideration to the risk factors as set out in **Section 6, Part A** of the Circular.

Our comments:

We wish to highlight that there is a possibility that the Proposed Acquisition and Proposed Settlement may not be completed due to failure in fulfilling the conditions precedent within the timeframe prescribed in the SSA. In the event that the conditions precedent are not fulfilled or waived, the SSA will lapse and NCT will not be able to complete the Proposed Acquisition and Proposed Settlement.

The implementation of the NCT World Group Projects are subject to risks and uncertainties which are not within the Group's control such as change in government policies, inflation, interest rate hikes and price fluctuation of construction raw materials and market demand. The occurrence of any of such events may impact the performance of the implementation of the NCT World Group Projects and may adversely affect NCT's financial performance. There shall also be no guarantee that the anticipated benefits from the NCT World Group Projects will be realised by NCT in the foreseeable future.

We also noted from **Section 6.3, Part A** of the Circular, the NSIP Project and NIS Project are large scale industrial park development which require substantial capital outlay. Hence, the availability of adequate financing is crucial to the Group to complete the industrial park development project according to plan and in a timely manner. At present, the NCT World Group Projects are financed via a combination of bank borrowings, internal funds and advances from related parties. There can be no assurance that the Group will have sufficient internal funds available or that the Group will be able to secure additional financing in amounts or on terms acceptable to the Group, to fund the development costs of the NCT World Group Projects.

We further noted that, as at the LPD, the Delapan JDA is subject to the fulfilment of the Delapan Outstanding CP. In the event the Delapan Outstanding CP is not fulfilled and the Delapan JDA is terminated, NCT Group will not be able to enjoy the benefits from the NIS Project. In this respect, in accordance with the terms of the SSA, the settlement of the NIS Project Consideration is only upon the SSA Completion Date and/or upon the Delapan JDA becoming unconditional, whichever is later. In addition, the Vendors have, via the SSA, agreed to indemnify the Company for any and all costs, expenses and outgoings reasonably and properly incurred by BBSB for the NIS Project up to the SSA Completion Date in the event the Delapan Outstanding CP is not fulfilled and the Delapan JDA is terminated.

In addition to the above, we also noted from **Section 2.4, Part A** of the Circular that in addition to their respective shareholdings in NCT World, Dato' Sri YNC and Dato' YFC are also directors and/or substantial shareholders in 5 private companies which are mainly involved in property development ("**Private Property Companies**") as well as 24 other private companies which are mainly dormant or involved in various principal activities such as construction, trading in building materials, hospitality and renewable energy ("**Other Private Companies**").

For further details of the principal activities of each private company, please refer to **Section 2.4, Part A** of the Circular.

Notwithstanding that the Private Property Companies are having the same principal activities as NCT Group (ie. property development), we are of the view that any potential conflict of interest situation which may arise from Dato' Sri YNC and Dato' YFC's involvement in the Private Property Companies will be mitigated after taking into consideration that the Private Property Companies do not have any ongoing property development projects as well as any further landbank for property development, save for one (1) remaining piece of land held by Pramulia Development Sdn Bhd which is presently being developed by NCT Group pursuant to a joint venture arrangement entered into between Pramulia Development Sdn Bhd with NCT Group on 20 September 2021. Hence, the involvement of Dato' Sri YNC and Dato' YFC in the Private Property Companies will not be detrimental to the interest of the NCT Group and/or the non-interested Shareholders.

In addition, Dato' Sri YNC and Dato' YFC's potential conflict of interest arising from their involvement in the Other Private Companies will similarly be mitigated as these companies are not involved in property development activities and the majority of such companies are currently dormant.

While we also note that Dato' Sri YNC and Dato' YFC are the directors and/or substantial shareholders of the 29 private companies as disclosed in **Section 2.4, Part A** of the Circular, non-interested Shareholders should take note that Dato' Sri YNC and Dato' YFC are not involved in the day-to-day operations of the said companies and are merely providing strategic directions which allows Dato' Sri YNC and Dato' YFC to focus their time and effort on NCT Group which do not comprise their commitment in serving the NCT Group. Moreover, since the appointment of Dato' Sri YNC and Dato' YFC as Directors of NCT Group in August 2019, Dato' Sri YNC and Dato' YFC were actively managing the day-to-day business of the Group and were instrumental in growing the Group's revenue from RM76.90 million in the FYE 31 December 2020 to RM258.20 million in the FYE 31 December 2024.

Based on the above, we are of the view that involvement of Dato' Sri YNC and Dato' YFC in the Private Property Companies and Other Private Companies will not be detrimental to the interest of the NCT Group and/or the non-interested shareholders of NCT.

We take note of the highlighted risk factors in the Proposed Acquisition and Proposed Settlement. While we noted that measures would be taken by NCT Group to mitigate such risks associated with the Proposed Acquisition and Proposed Settlement, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the financial, business and operation of the Group.

In evaluating the Proposed Acquisition and Proposed Settlement, non-interested Shareholders should carefully consider the said risk factors and their respective mitigating factors prior to voting on the resolutions pertaining to the Proposed Acquisition and Proposed Settlement at the forthcoming EGM. Non-interested Shareholders should also note that the risk factors mentioned in the Circular and this IAL are not meant to be exhaustive.

15. CONCLUSION AND RECOMMENDATION

You should carefully consider the terms of the Proposed Acquisition and Proposed Settlement based on all relevant and pertinent factors including those which are set out above, and other considerations as set out in this IAL, the Circular and any other publicly available information.

In arriving at our conclusion and recommendation, we have taken into account the various consideration factors which are summarised as follows:

Section in this IAL	Area of evaluation	Our evaluation
Section 7	Rationale of the Proposed Acquisition and Proposed Settlement	<p><u>Rationale of Proposed Acquisition</u></p> <p>The Proposed Acquisition represents an opportunity for the Group to tap into the NCT World Group Projects (ie. NSIP Project and NIS Project), which are primarily involved in the development of industrial park and industrial properties. This will enable the Group to venture into the industrial property segment and allows the Group to expand its revenue stream which was traditionally concentrated in the residential and commercial sectors.</p> <p>The NCT World Group Projects are also important for the Group's long-term strategy as it is NCT Group's maiden foray into industrial property development which the management of the Group intends to leverage on its successful launch to undertake more similar projects in the future. The industrial development under the NCT World Group Projects is also in line with the Group's strategic initiatives to continuously strengthen and grow its property development business.</p> <p>We further noted that the Proposed Acquisition will allow the Group to participate in large-scale development projects without initial significant cash outlay as the Purchase Consideration of up to RM490.26 million will be satisfied via the issuance and allotment of up to 104,166,667 Consideration Shares and 917,201,496 Consideration RCPS. This would allow the Group to conserve its cash and bank balance which stood at RM22.67 million as at 30 September 2025. The Group also would not need to rely on borrowings to fund the Proposed Acquisition and this would allow the Group to have more flexibility and options to raise funding for the development of the NCT World Group Projects.</p> <p>In addition, we noted that issuance of the Consideration RCPS amounting to RM440.26 million constitutes approximately 90% of the total Purchase Consideration of up to RM490.26 million, while the remaining 10% of the total Purchase Consideration is funded via issuance of the Consideration Shares. We further noted that holders of the Consideration RCPS shall be entitled to convert the Consideration RCPS at any time during the conversion period of 5 years. On the assumption that the holders of Consideration RCPS does not convert the Consideration RCPS immediately after the completion of the Proposed Acquisition, the conversion of Consideration RCPS over a 5</p>

Section in this IAL	Area of evaluation	Our evaluation
		<p>year conversion period will spread out the dilution effects to the Group's consolidated EPS and NA per Share as and when it occurs over a period of 5 years as compared to a full and immediate dilution impact if the Company would to fund the Proposed Acquisition entirely via NCT Shares.</p> <p>Based on the above, we are of the view that the rationale of the Proposed Acquisition is <u>reasonable</u>.</p> <p><u>Rationale of Proposed Settlement</u></p> <p>As at the LPD, NCT Venture had advanced a total sum of RM138.74 million to the NCT World Group and is expected to further advance up to RM11.26 million to the NCT World Group up to the SSA Completion Date for working capital purposes for the NCT World Group Projects.</p> <p>The Advances of RM138.74 million have been extended by NCT Venture to NCT World Group since 2008 up to the LPD and none of the Advances had been repaid since 2008 up to the LPD. The utilisation of the Advances of RM138.74 million were mainly for payment of land and land related costs (ie. legal fees) for the NSIP Project, development costs for the NSIP Project and operating expenses (ie. staff costs, administrative expenses and audit fees) as set out in Section 2.2, Part A of the Circular.</p> <p>Without the Advances, NCT World would not be able to pay for the land and land related costs as well as development costs for the NSIP Project and would not have the financial capability to develop the NSIP Project, and in turn, NCT Group (through the Proposed Acquisition) would not have been able to realise any potential benefits from the development of NSIP Project.</p> <p>Notwithstanding that the Advances are unsecured, non-interest bearing and are repayable on demand, we noted that the Vendors had requested for partial upfront settlement of the Advances. We are of the view that the settlement of the V1 Advances and the V2 Advances is reasonable as, save for the Advances, there are no further amounts owing by NCT World to NCT Venture after the LPD and that the NCT World do not expect any further increase in the Advances after the LPD. We further noted that NCT World does not have the financial capability to settle the Advances at this juncture. As such, the Proposed Settlement represents an opportunity for NCT to partially settle the Advances owing to NCT Venture (ie. settling the V1 Advances of RM50.00 million).</p> <p>In the event that the Proposed Settlement is not undertaken, NCT World will have to re-engage NCT Venture for the repayment of the V1 Advances via other means to be mutually discussed and agreed upon. This might involve obtaining new bank borrowings (which would incur additional interest and increase the gearing level of the NCT</p>

Section in this IAL	Area of evaluation	Our evaluation										
		<p>Group).The Proposed Settlement via issuance of Settlement Shares would also allow the Group to preserve its cash reserves for working capital requirements for its existing and future property development projects as set out in Section 4.1, Part A of the Circular.</p> <p>Based on the above and having considered the available options to settle the V1 Advances, we are of the view that the Proposed Settlement is reasonable and represents the most appropriate method for NCT Group to settle the V1 Advances.</p>										
Section 8	Basis and justification for the Purchase Consideration	<p>In evaluating the fairness of the Purchase Consideration, we have compared the Purchase Consideration against the estimated valuation of NCT World Group.</p> <p>In arriving at the estimated valuation of NCT World Group, we have adopted the RNAV valuation method as the most appropriate approach in view that NCT World is principally engaged in investment holding and its Operating Subsidiaries are principally involved in property development activities.</p> <p>In order to compute the estimated RNAV of the NCT World Group, we have made reference to its unaudited consolidated financial position as at 31 May 2025 and we have assessed the NCT World Group Projects held by the Operating Subsidiaries, after taking into consideration the NBV of NCT World Group Projects and the market value of the NCT World Group Projects as appraised by the Valuer.</p> <p>The estimated RNAV of NCT World Group is computed as follows:-</p> <table><tr><th></th><th>RM'000</th></tr><tr><td>Unaudited consolidated NA of NCT World Group as at 31 May 2025</td><td>(708)</td></tr><tr><td>Add: Estimated net revaluation surplus of the NCT World Group Projects</td><td>490,965</td></tr><tr><td>Estimated RNAV of NCT World Group</td><td>490,257</td></tr><tr><td>Purchase Consideration</td><td>490,257</td></tr></table> <p>For further details of the computation of the estimated net revaluation surplus of the NCT World Group Projects, please refer to Section 8.2 of this IAL.</p> <p>Premised on the above, we noted that the Purchase Consideration of up to RM490.26 million approximates the indicative fair value of the NCT World Group of RM490.26 million. As such, we are of the view that the Purchase Consideration is <u>fair</u>.</p>		RM'000	Unaudited consolidated NA of NCT World Group as at 31 May 2025	(708)	Add: Estimated net revaluation surplus of the NCT World Group Projects	490,965	Estimated RNAV of NCT World Group	490,257	Purchase Consideration	490,257
	RM'000											
Unaudited consolidated NA of NCT World Group as at 31 May 2025	(708)											
Add: Estimated net revaluation surplus of the NCT World Group Projects	490,965											
Estimated RNAV of NCT World Group	490,257											
Purchase Consideration	490,257											

Section in this IAL	Area of evaluation	Our evaluation
Section 9	Basis and justification for the Share Issue price, RCPS Issue Price and the RCPS Conversion Price	<p>We noted that the Share Issue Price and RCPS Issue Price of RM0.48 represent:-</p> <ul style="list-style-type: none"> (a) premiums ranging between 0.31% to 1.05% to the closing market price, five (5)-day, one (1)-month, three (3)-month and six (6)-month VWAPs of NCT Shares up to the LTD; (b) a discount of 0.91% to the one (1)-year VWAP of NCT Shares up to the LTD; (c) discounts of 19.33% and 23.21% to the closing market price and five (5)-day VWAP of NCT Shares up to the LPD; and (d) premiums of 29.73%, 37.14% and 100.00% based on the audited consolidated NA per NCT Share as at 31 December 2024 (after restatement and subsequent events), proforma NA per NCT Share upon completion of the Proposed Acquisition and Proposed Settlement (under the Minimum and Maximum scenario) and proforma NA per NCT Share upon completion of the Proposed Acquisition and Proposed Settlement and upon full conversion of the Consideration RCPS (under the Minimum and Maximum scenario). <p>Premised on the above, we are of the view that the Share Issue Price and RCPS Issue Price is <u>fair and reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.</p>
Section 10	Salient terms of the Consideration RCPS	We are of the view that the salient terms of the Consideration RCPS are <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.
Section 11	Salient terms of the SSA	We are of the view that the salient terms of the SSA are <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.
Section 12	Effects of the Proposed Acquisition and Proposed Settlement	<p>The effects of the Proposed Acquisition and Proposed Settlement are summarised as follows:</p> <p>(i) Issued share capital</p> <p>The issuance of Consideration Shares and Settlement Shares will result in the increase in NCT's issued share capital from RM589.58 million (as at LPD) (excluding Treasury Shares) to RM689.01 million (Minimum Scenario) and RM695.44 million (Maximum Scenario) immediately upon completion of the Proposed Acquisition and Proposed Settlement.</p> <p>The issuance of Consideration RCPS will not result in the increase in NCT's issued share capital. However, in the event that the holder(s) of the Consideration RCPS</p>

Section in this IAL	Area of evaluation	Our evaluation
		<p>converts the Consideration RCPS into new NCT Shares, it will increase the issued share capital of NCT.</p> <p>(ii) NA per Share and gearing</p> <p>The Proposed Acquisition and Proposed Settlement will result in the decrease in the Group's proforma consolidated NA per Share from RM0.37 as at 31 December 2024 (after restatement and subsequent events) to RM0.35 upon completion of the Proposed Acquisition and Proposed Settlement (under the Minimum Scenario and Maximum Scenario) and further decrease to RM0.24 (Minimum Scenario and Maximum Scenario) upon completion of the Proposed Acquisition and Proposed Settlement and assuming full conversion of the Consideration RCPS. This is mainly due to the application of merger accounting due to the reasons as explained in note (i) of Section 12(ii) of this IAL which results in the creation of negative merger reserve as well as the increase in NCT's Shares arising from the issuance of Consideration Shares and Settlement Shares and upon full conversion of the Consideration RCPS into new NCT Shares.</p> <p>We further noted that the Proposed Acquisition and Proposed Settlement will increase the Group's proforma gearing from 0.23 times as at 31 December 2024 (after restatement and subsequent events) to 0.42 times (Minimum Scenario) and 0.41 times (Maximum Scenario) upon completion of the Proposed Acquisition and Proposed Settlement, arising from the consolidation of approximately RM150.35 million borrowings and lease liabilities of NCT World Group. Upon completion of the Proposed Acquisition and Proposed Settlement and assuming full conversion of the Consideration RCPS, the proforma gearing of NCT Group will remain unchanged at 0.42 times (Minimum Scenario) and 0.41 times (Maximum Scenario) respectively.</p> <p>(iii) Substantial shareholders' shareholding</p> <p>The Vendors, namely Dato' Sri YNC and Dato' YFC are the shareholders of YBG Yap, the controlling shareholder of NCT.</p> <p>The issuance of Consideration Shares and Settlement Shares to the Vendors arising from the Proposed Acquisition and Proposed Settlement and assuming full conversion of Consideration RCPS are expected to increase the individual shareholdings of Dato' Sri YNC and Dato' YFC and result in the dilution of all other existing Shareholders (including YBG Yap).</p>

Section in this IAL	Area of evaluation	Our evaluation
		<p>(iv) Earnings and EPS</p> <p>Moving forward, the effects of the Proposed Acquisition and Proposed Settlement on the consolidated earnings and EPS of the Group is dependent on the amount of profits generated from the future development of the NCT World Group Projects.</p> <p>We also note that the issuance of Consideration RCPS will allow NCT to spread out the dilution effects to the consolidated earnings per NCT Share over a period of 5 years. However, we wish to highlight that based on the terms of the Consideration RCPS as set out in Appendix III of the Circular, Consideration RCPS holders shall be entitled to convert the Consideration RCPS at any time during the conversion period of 5 years. As such, the Group may face an immediate dilution in EPS in the event that all the Consideration RCPS are converted immediately upon issuance.</p> <p>Notwithstanding that the Proposed Acquisition and Proposed Settlement will result in the increase in proforma gearing of NCT Group, it should be noted that this is mainly attributable to the consolidation of NCT World's borrowings and lease liabilities, approximately RM150.35 million into the Group. The decrease in proforma NA per Share of NCT Group is also due to the application of merger accounting which result in the creation of negative merger reserve as well as the increase in NCT's Shares arising from the issuance of Consideration Shares and Settlement Shares and upon full conversion of the Consideration RCPS into new NCT Shares.</p> <p>Based on our overall assessment, we are of the view that the effects of the Proposed Acquisition and Proposed Settlement are <u>reasonable</u> and <u>not detrimental</u> to the non-interested Shareholders.</p>
Section 13	Industry overview and prospects	<p>The Proposed Acquisition and Proposed Settlement will mark NCT's foray into industrial park development via the NSIP Project and the NIS Project as part of its overall strategy to strengthen its presence in the property development segment as well as increasing its landbank and property development income.</p> <p>As at LPD, the Group is currently involved in the development of residential and commercial property development projects. Moving forward, the Group's financial performance will be dependent on the successful launch of the said projects.</p> <p>The Group's commercial and industrial property development projects will be underpinned by the outlook of the local property industry, industrial property and commercial property development segment which is further</p>

Section in this IAL	Area of evaluation	Our evaluation
		<p>supported by Government initiatives supporting the IDRIS development zone and Delapan SBEZ under the NCER as outlined in Section 5.5, Part A of the Circular. These Government initiatives aim to motivate developers and landowners to take a more proactive stance in the development of vacant lands in the abovementioned regions.</p> <p>The Group's residential property development projects will be underpinned by the outlook of the local residential property development segment which is further supported by Government initiatives such as the Malaysia My Second Home (MM2H), Syarikat Jaminan Kredit Perumahan (SJKP) and tax relief for first time home owners. These Government initiatives provide incentive to home buyers and is aimed to increase the demand for residential properties.</p> <p>Premised on the above, we are of the view that the prospects of the NCT Group following the completion of the Proposed Acquisition and Proposed Settlement is positive.</p>
Section 14	Risk factors in relation to the Proposed Acquisition and Proposed Settlement	<p>In considering the Proposed Acquisition and Proposed Settlement, non-interested Shareholders are advised to give careful consideration to the risk factors as set out in Section 6, Part A of the Circular.</p> <p>While we noted that measures would be taken by NCT to mitigate such risks associated with the Proposed Acquisition and Proposed Settlement, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the financial, business and operation of the Group.</p>

In arriving at our conclusion and recommendation, we have taken into account the various consideration factors as set out in this IAL. Based on this, BDOCC views that the Proposed Acquisition and Proposed Settlement are **fair** and **reasonable** and **not detrimental** to the non-interested Shareholders.

Accordingly, we advise and recommend that the non-interested Shareholders **vote in favour** of the ordinary resolutions pertaining to the Proposed Acquisition and Proposed Settlement to be tabled at the forthcoming EGM.

Yours faithfully
For and on behalf of
BDO CAPITAL CONSULTANTS SDN BHD

ENG CHA LUN
Executive Director - Advisory

ARTHUR CHENG
Director - Advisory

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

1. Valuation of NSIP Project (based on the initial Valuation Date of 31 May 2025)

We noted from **Section 2.3, Part A** of the Circular that, the NSIP Project is intended to be developed into a smart MIP featuring a range of industrial premises complemented by commercial components. The NSIP Project is an on-going development within IDRISS which is one of the geographic-focused development in Selangor as stipulated by the First Selangor Plan 2021 – 2025. We further noted that the NSIP Project comprises 5 phases of development which will be progressively developed over a period of time. As set out in **Appendix II** of the Circular, the details of each phase of NSIP Project and the Valuer's valuation methodologies are summarised as follows:

Phase	Valuation methodology	Market value ⁽²⁾ (RM'000)	Adopted market value ⁽²⁾ (RM'000)	Commencement date/ Expected completion date	Percentage of completion as at the Valuation Date	No. of units sold as at the Valuation Date/ % of units sold as at the Valuation Date	Section of this Attachment to IAL
Phase 1	Residual Method	359,500	359,500	April 2023 / December 2027	37%	130 units / 46%	1.1
Phase 2	Primary method: Residual Method	285,000	285,000	2 nd half of 2025 / 1 st half of 2029	5%	None ⁽¹⁾	1.2
	Cross-check: Comparison Approach	302,400					
Phase 3	Primary method: Comparison Approach	276,700	276,700	2 nd half of 2025 / 2 nd half of 2028	11%	None ⁽¹⁾	1.3
	Cross-check: Residual Method	278,500					
Phase 4	Comparison Approach	10,500	10,500	To be determined	11%	None ⁽¹⁾	1.4
Phase 5	Primary method: Comparison Approach	50,300	50,300	2 nd half of 2025 / December 2027	19%	None ⁽¹⁾	1.5
	Cross-check: Residual Method	46,700					
Total adopted market value of NSIP Project			982,000				

Notes:

(1) The sales for this phase of the NSIP Project has yet to commence as at the Valuation Date.

(2) As set out in the Valuation Certificate, market value refers to the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing-buyer and a willing-seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

1.1 Phase 1 of NSIP Project

We noted that to arrive at the market value of phase 1 of NSIP Project, the Valuer had adopted the Residual Method as the sole method of valuation.

1.1.1 Residual Method (sole method)

The Residual Method is based on the residual sum after deducting the total GDC, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the market value of phase 1 of NSIP Project.

	Description	Note	RM	RM
A	Sold units		208,849,085	
B	Unsold units		1,227,756,288	
C = A+B	Total remaining GDV⁽¹⁾	(1)		1,436,605,373
D	Statutory charges/ contribution / land related charges		53,900,510	
E	Preliminaries and infrastructure costs		134,372,215	
F	Building construction costs		497,656,700	
G	Professional fees / consultant fees		21,013,383	
H	Contingencies		19,591,269	
I	Marketing, agency and legal fees		36,950,433	
J	Financing cost		21,860,591	
K	Developer's profit		215,490,806	
L = D+E+F+G+H+I+J+K	Less: Total remaining GDC⁽²⁾	(2)		(1,000,835,907)
M = C-L	Residual value			435,769,466
	Present value of residual value			359,498,770
	Adopted market value			359,500,000
	Development period	(3)		2.5 years
	Present value factor	(4)		8.00%

(Source: Valuation Report)

Notes:

- (1) Total remaining GDV is computed after deducting actual amount billed.
(2) Total remaining GDC is computed after deducting value of actual work done.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

The following notes set out the salient valuation assumptions used for the Residual Method:

Note (1) – Computation of total remaining GDV

We noted that the total remaining GDV of phase 1 of NSIP Project of RM1.44 billion is derived based on the following components:

	No. of units	Remaining GDV (RM)	Our comments
Total remaining GDV of the sold units (ie. industrial plots, detached factories, semi-detached factories and terraced factories)	130	208,849,085	We are of the view that the remaining GDV adopted is reasonable as it was derived based on actual selling price transacted with the buyers.
Total remaining GDV of the unsold units (ie. industrial plots, detached factories, semi-detached factories, cluster factories and terraced factories)	151	883,734,199	We are of the view that the remaining GDV adopted is reasonable as it was derived based on the developer's net selling price as the development has already been launched.
Total remaining GDV of the unsold units (ie. corporate office and command centre, sports complex and car park podium and centralised labour quarters)	5	344,022,089	The remaining GDV were derived from the income approach by investment method. This approach involves capitalisation of the net annual income stream that is expected to be received from the property after deducting the annual outgoings and other operating expenses incidental to the property with allowance for void by using an appropriate market derived capitalisation rate. We have reviewed the assumptions adopted and are satisfied with the rates adopted (ie. average gross rental, allowance for outgoings, void allowance and capitalisation rate) under the income approach by investment method.
Total remaining GDV of phase 1 of NSIP Project	286	1,436,605,373	

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

Note (2) – Computation of total remaining GDC

In arriving at the total remaining GDC of phase 1 of NSIP Project, we noted that the Valuer has made reference to the awarded contract sum, NCT's provision of budgeted costs, the industry average costing as derived from analysis of other awarded contracts of similar projects as well as average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025, which is further summarised below:

Description	Analysis	Our comments
Statutory charges/ contribution/ land related charges	<p>At a rate of 5.23% of total GDV</p> <p>The remaining GDC adopted by the Valuer for statutory charges/ contribution/ land related charges is after deducting the value of the actual work done up to Valuation Date.</p>	We are of the view that the statutory charges/ contribution / land related charges adopted at a rate of 5.23% of total GDV for phase 1 of NSIP Project are reasonable as they were derived based on NCT's provision of budgeted and actual costs, after benchmarking it with industry average costings.
Preliminary and infrastructure costs	<p>Site clearance and preparation/ mobilisation/ earthwork costs: RM17.70 per sq ft over gross land area</p> <p>Common/ external/ internal infrastructure works: RM10.40 per sq ft over gross land area</p> <p>The remaining GDC adopted by the Valuer for preliminary and infrastructure costs is after deducting the value of the actual work done up to Valuation Date.</p>	We are of the view that adoption of the preliminary and infrastructure costs are reasonable as they were derived based on the awarded contract sum.
Building construction costs	<p>Piling works: RM14.24 per sq ft over gross floor area</p> <p>Semi-detached, detached and terraced factories: RM162.22 per sq ft over gross floor area</p> <p>Cluster factories: RM155.00 per sq ft over gross floor area</p> <p>Corporate office: RM200.00 per sq ft over gross floor area</p> <p>Command centre: RM150.00 per sq ft over gross floor area</p> <p>Sport complex: RM150.00 per sq ft over gross floor area</p> <p>Car park: RM90.00 per sq ft over gross floor area</p>	We are of the view that the adoption of the building construction costs are reasonable as they were derived based on the awarded contract sum, NCT's provision for budgeted costs, the industry average costing as derived from analysis of other awarded contracts of similar projects and average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

Description	Analysis	Our comments
	<p>Centralised labour quarters: RM115.00 per sq ft over gross floor area</p> <p>The remaining GDC adopted by the Valuer for building construction costs is after deducting the value of the actual work done up to Valuation Date.</p>	
Professional fees/ consultant fees	<p>3.33% of total preliminaries costs, infrastructure costs and building construction costs</p> <p>The remaining GDC adopted by the Valuer for professional fees/ consultant fees is after deducting the value of the actual work done up to Valuation Date.</p>	<p>Based on our discussion with the Valuer, we noted that the adoption of 3.33% of total preliminaries costs, infrastructure costs and building construction costs as professional fees were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 1 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3.33%.</p> <p>As such, we are of the view that the professional fees/ consultant fees adopted at 3.33% of total preliminaries costs, infrastructure costs and building construction costs is reasonable.</p>
Contingencies	3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees	<p>Based on our discussion with the Valuer, we noted that the adoption of 3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees as contingencies were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 1 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the contingencies adopted at 3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees is reasonable.</p>

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Description	Analysis	Our comments
Marketing, agency and legal fees	<p>Sales gallery and billboard: RM2,016,100</p> <p>Marketing, agency and legal fees: 3% of total GDV of unsold units</p> <p>The remaining GDC adopted by the Valuer for marketing, agency and legal fees is after deducting the value of the actual work done up to Valuation Date.</p>	<p>We are of the view that the cost of sales gallery and billboard adopted at a fixed amount of RM2,016,100 are reasonable as they were derived based on awarded contract sum.</p> <p>Based on our discussion with the Valuer, we noted that the marketing, agency and legal fees adopted at 3% of total GDV of unsold units were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 1 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the marketing, agency and legal fees adopted at 3% of total GDV of the unsold units is reasonable.</p>
Financial charges	40% of total preliminaries costs, infrastructure costs, building construction costs, professional fees and contingencies capitalised at 6.5% per annum for a period of 1.25 years.	<p>We are of the view that the bridging finance capitalisation rate of 6.5% per annum is reasonable as it falls within the range of the current base lending rate of Malaysian banks of between 5.97% to 7.14% per annum.</p> <p>The period of 1.25 years is reasonable after taking into consideration the development progress and development phasing.</p>
Developer's profit	15% of total remaining GDV	<p>We noted that typically, a rate of return of about 10% to 20% of GDV is required by a property developer. We further noted that the Valuer has thus adopted 15% of the total remaining GDV as developer's profit as fair representation as it is benchmarked against the developers' profit margins of selected developers, which range from 11% to 19%.</p> <p>As such, we are of the view that the adopted rate of return at 15% as developer's profit is reasonable.</p>

Note (3) – Development period

We noted that the Valuer has adopted different development periods for phase 1 to phase 3 of NSIP Project after taking into consideration the launch date, type and intensity of the respective phases, the product features being offered and the historical demand, take-up rates and sales performance of other similar developments in Selangor.

Based on the Valuation Report, the table below set outs a summary of the remaining unsold units and development period of each phase as well as the projected absorption of remaining unsold units for phase 1 to phase 3 of NSIP Project across 4 years:

- (i) Phase 1 of NSIP Project – 151 units (remaining development period of 2.5 years)
- (ii) Phase 2 of NSIP Project – 353 units (remaining development period of 4.0 years)
- (iii) Phase 3 of NSIP Project – 35 units (remaining development period of 3.0 years)

Total remaining unsold units (from phase 1 to phase 3 of NSIP Project)	Projected absorption of unsold units by the Valuer			
	Year 1	Year 2	Year 3	Year 4
539	160	160	132	87
Average absorption rate	87 to 160 units per year			

Based on the Valuation Report, we noted that the Valuer deemed that the average market absorption rate of 87 to 160 units per year needed for phase 1 to phase 3 of NSIP Project to be fully taken up across the remaining 4.0 years of development period is reasonable mainly due to the following:

- (i) Based on the average annual take-up rates of 8 comparable managed and large-scale industrial parks in Selangor (ie. Compass @ Kota Seri Langat, Elmina Business Park (Phase 2), Eco Business Park V (Central Gate), ETP @ KLIP Kapar, Bandar Bukit Raja 3, KLIP @ Kapar 2, H&A Technology City, Setia Alaman), the industrial property market has the capacity to absorb approximately 280 units to 300 units per annum;
- (ii) Based on the initial launching of phase 1 of NSIP Project, we noted that 130 units (comprising industrial plots, terraced factories, semi-detached factories and detached factories) have been sold across 1.83 years (translating to a take-up rate of approximately 89 units per annum). The actual absorption performance of phase 1 of NSIP Project exceeds the average annual take-up rates of the benchmarked projects as mentioned in item (i) above (ie. 16 to 78 units per year) identified in the Valuation Report; and
- (iii) NSIP Project is located within Kuala Langat District which is a key focus area under IDRISS and is proposed to be developed as a certified MIP in line with Selangor's MIP guidelines. The Selangor State Government's strategic incentives are aimed at attracting high-impact investments to this region. In addition, the nearby 1,000-acre Aerofront City mixed-use development is expected to generate positive spill-over effects, further enhancing the property's long-term attractiveness.

Note (4) – Discount rate

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We noted that the Valuer has adopted a discount rate of 8.00% per annum for a period of 2.5 years. We are of the view that the discount rate of 8.00% is reasonable based on the range of expected returns for development land of 4.50% to 5.25% which were obtained by the Valuer from enquiries made with other developers and the expected inflation rate from 1.50% to 3.30%, after taking into consideration the historical and forecasted inflation rates (2022: 3.3%, 2023: 2.2%, 2024: 1.8% and 2025(e): 1.5% - 2.3%) (source: *Valuation Report*).

Based on the above, we are of the view that the assumptions used in the Residual Method for the valuation of phase 1 of NSIP Project is reasonable. As such, the adopted market value for Residual Method of RM359.50 million is fair.

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ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

1.2 Phase 2 of NSIP Project

We noted that to arrive at the market value of phase 2 of NSIP Project, the Valuer had adopted the Residual Method as the primary method and Comparison Approach as a cross-check.

1.2.1 Residual Method (primary method)

The Residual Method is based on the residual sum after deducting the total GDC, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the market value of phase 2 of NSIP Project.

	Description	Note	RM	RM
A	Total GDV	(1)		1,373,797,213
B	Statutory charges/ contribution/ land related charges		66,379,685	
C	Preliminaries and infrastructure costs		262,519,945	
D	Building construction costs		322,928,788	
E	Professional fees/ consultant fees		35,126,924	
F	Contingencies		18,617,270	
G	Marketing, agency and legal fees		41,213,916	
H	Financing cost		33,238,032	
I	Developer's profit		206,069,582	
J = B+C+D+E+F+G+H+I	Less: Total remaining GDC⁽¹⁾	(2)		(986,094,142)
K = A-J	Residual value			387,703,071
	Present value of residual value			284,973,331
	Adopted market value			285,000,000
	Development period	(3)		4 years
	Present value factor	(4)		8.00%

(Source: Valuation Report)

Note:

(1) Total remaining GDC is computed after deducting value of actual work done.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

The following notes set out the salient valuation assumptions used for the Residual Method:

Note (1) – Computation of total GDV

We noted that the total GDV of RM1.37 billion is derived based on the following components:

	No. of units	Total GDV (RM)	Our comments
Total GDV of semi-detached factories, detached factories, cluster factories and terraced factories	335	1,018,133,453	We are of the view that the total GDV adopted is reasonable as it was derived from the Comparison Approach, which were based on sales of similar or substitute properties and related market data, with appropriate adjustments made to account for differences in location/ establishment, accessibility/ infrastructure, tenure, floor area, lot configuration, building condition/ design/ specification, development concept and other relevant factors.
Total GDV of industrial plots	18	355,663,760	We are of the view that the total GDV adopted is reasonable as it was derived from the Comparison Approach, which were based on sales of similar or substitute properties and related market data, with appropriate adjustments made to account for differences in location/ establishment, accessibility/ infrastructure, tenure, land size, category of land use, development concept and other relevant factors.
Total GDV of phase 2 of NSIP Project	353	1,373,797,213	

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

Note (2) – Computation of total remaining GDC

In arriving at the total remaining GDC of phase 2 of NSIP Project, we noted that the Valuer has made reference to the awarded contract sum, NCT's provision of budgeted costs, industry average costing as derived from analysis of other awarded contracts of similar projects as well as average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025, which is further summarised below:

Description	Analysis	Our comments
Statutory charges/ contribution/ land related charges	At a rate of 6.03% of total GDV The remaining GDC adopted by the Valuer for statutory charges/ contribution/ land related charges is after deducting the value of the actual work done up to Valuation Date.	We are of the view that the statutory charges/ contribution/ land related charges adopted at a rate of 6.03% of total GDV for phase 2 of NSIP Project are reasonable as they were derived based on NCT's provision of budgeted and actual costs, after benchmarking it with industry average costings.
Preliminary and infrastructure costs	Site clearance and preparation/ mobilisation/ earthwork costs: RM10.96 per sq ft over gross land area Common / external infrastructure works: RM5.00 per sq ft over gross land area Internal infrastructure works: RM5.00 per sq ft over gross land area Common infrastructure works: RM6.18 per sq ft over gross land area The remaining GDC adopted by the Valuer for preliminary and infrastructure costs is after deducting the value of the actual work done up to Valuation Date.	We are of the view that adoption of the preliminary and infrastructure costs are reasonable as they were derived based on the awarded contract sum, NCT's provision for budgeted costs, the industry average costing and similar awarded contracts.
Building construction costs	Piling works: RM12.00 per sq ft over gross floor area Semi-detached factories: RM160.00 per sq ft over gross floor area Detached factories: RM165.00 per sq ft over gross floor area	We are of the view that the adoption of the building construction costs are reasonable as they were derived based on the awarded contract sum, NCT's provision for budgeted costs, the industry average costing as derived from analysis of other awarded contracts of similar projects and average building costs of similar type of properties

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Description	Analysis	Our comments
	Cluster factories: RM155.00 per sq ft over gross floor area Terraced factories: RM135.00 per sq ft over gross floor area	published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025.
Professional fees/ consultant fees	6% of total preliminaries costs, infrastructure costs and building construction costs	<p>Based on our discussion with the Valuer, we noted that the adoption of 6% of total preliminaries costs, infrastructure costs and building construction costs as professional fees were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 2 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 6%.</p> <p>As such, we are of the view that the professional fees/ consultant fees adopted at 6% of total preliminaries costs, infrastructure costs and building construction costs is reasonable.</p>
Contingencies	3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees	<p>Based on our discussion with the Valuer, we noted that the adoption of 3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees as contingencies were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 2 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the contingencies adopted at 3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees is reasonable.</p>
Marketing, agency and legal fees	3% of total GDV	Based on our discussion with the Valuer, we noted that the marketing, agency and legal fees adopted at 3% of total GDV were derived after taking into consideration the Valuer's past experience, internal data gathered and

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

Description	Analysis	Our comments
		<p>nature of phase 2 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the marketing, agency and legal fees adopted at 3% of total GDV is reasonable.</p>
Financial charges	40% of total preliminaries costs, infrastructure costs, building construction costs, professional fees and contingencies capitalised at 6.5% per annum for a period of 2 years.	<p>We are of the view that the bridging finance capitalisation rate of 6.5% per annum is reasonable as it falls within the range of the current base lending rate of Malaysian banks of between 5.97% to 7.14% per annum.</p> <p>The period of 2 years is reasonable after taking into consideration of the development progress and development phasing.</p>
Developer's profit	15% of total GDV	<p>We noted that typically, a rate of return of about 10% to 20% of GDV is required by a property developer. We further noted that the Valuer has thus adopted 15% of the total GDV as developer's profit as fair representation as it benchmarked against the developers' profit margins of selected developers, which range from 11% to 19%.</p> <p>As such, we are of the view that the adopted rate of return at 15% as developer's profit is reasonable.</p>

Note (3) – Development period

We noted that valuer has adopted different development periods for phase 1 to phase 3 of NSIP Project after taking into consideration the launch date, type and intensity of the respective phases, the product features being offered and the historical demand, take-up rates and sales performance of other similar developments in Selangor.

Based on the Valuation Report, the table below set outs a summary of the remaining unsold units and development period of each phase as well as the projected absorption of remaining unsold units for phase 1 to phase 3 of NSIP Project across 4 years:

- (i) Phase 1 of NSIP Project – 151 units (remaining development period of 2.5 years)
- (ii) Phase 2 of NSIP Project – 353 units (remaining development period of 4.0 years)
- (iii) Phase 3 of NSIP Project – 35 units (remaining development period of 3.0 years)

Total remaining unsold units (from phase 1 to phase 3 of NSIP Project)	Projected absorption of unsold units by the Valuer			
	Year 1	Year 2	Year 3	Year 4
539	160	160	132	87
Average absorption rate	87 to 160 units per year			

Based on the Valuation Report, we noted that the Valuer deemed that the average market absorption rate of 87 to 160 units per year needed for phase 1 to phase 3 of NSIP Project to be fully taken up across the remaining 4.0 years of development period is reasonable mainly due to the following:

- (i) Based on the average annual take-up rates of 8 comparable managed and large-scale industrial parks in Selangor (ie. Compass @ Kota Seri Langat, Elmina Business Park (Phase 2), Eco Business Park V (Central Gate), ETP @ KIIP Kapar, Bandar Bukit Raja 3, KIIP @ Kapar 2, H&A Technology City, Setia Alaman), the industrial property market has the capacity to absorb approximately 280 units to 300 units per annum;
- (ii) Based on the initial launching of phase 1 of NSIP Project, we noted that 130 units (comprising industrial plots, terraced factories, semi-detached factories and detached factories) have been sold across 1.83 years (translating to a take-up rate of approximately 89 units per annum). The actual absorption performance of phase 1 of NSIP Project exceeds the average annual take-up rates of the benchmarked projects as mentioned in item (i) above (ie. 16 to 78 units per year) identified in the Valuation Report; and
- (iii) NSIP Project is located within Kuala Langat District which is a key focus area under IDRISS and is proposed to be developed as a certified MIP in line with Selangor's MIP guidelines. The Selangor State Government's strategic incentives are aimed at attracting high-impact investments to this region. In addition, the nearby 1,000-acre Aerofront City mixed-use development is expected to generate positive spill-over effects, further enhancing the property's long-term attractiveness.

Note (4) – Discount rate

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We noted that the Valuer has adopted a discount rate of 8.00% per annum for a period of 4 years. We are of the view that the discount rate of 8.00% is reasonable based on the range of expected returns for development land of 4.50% to 5.25% which were obtained by the Valuer from enquiries made with other developers and the expected inflation rate from 1.50% to 3.30%, after taking into consideration the historical and forecasted inflation rates (2022: 3.3%, 2023: 2.2%, 2024: 1.8% and 2025(e): 1.5% - 2.3%) (source: *Valuation Report*).

Based on the above, we are of the view that the assumptions used in the Residual Method for the valuation of phase 2 of NSIP Project is reasonable. As such, the adopted market value for Residual Method of RM285.00 million is fair.

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ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

1.2.2 Comparison Approach (cross-check)

In arriving at the market value of phase 2 of NSIP Project, the Valuer has compared phase 2 of NSIP Project with recent and similar comparable transactions and has made adjustments accordingly, as summarised below:

	Phase 2 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Title details	Lot 84211 held under Title No. PN 123921, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.	Lot PT 48311 to PT 48314 (inclusive) held under Title No. HSD 45067 to HSD 45070 (inclusive) respectively, all held under Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.	Lot PT 43686 and PT 43687 held under Title No. HSD 41180 and HSD 41181 respectively, both located within Section 2, Pekan Bukit Changgang, District of Kuala Langat, Selangor Darul Ehsan.	Lot PT 41538 held under Title No. HSD 39425, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.
Location	Located within Kuala Langat	Located within Kota Seri Langat	Located within Olak Lempit Industrial Park	Located off Bandar Baru Mahkota
Type of property	1 parcel of agriculture land	4 parcels of industrial land	2 parcels of industrial land	1 parcel of industrial land
Tenure	Leasehold interest for a term of 99 years, expiring on 6 December 2121 (remaining unexpired term of 96 years)	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land size (sq ft)	10,024,429	9,585,848	2,549,960	4,202,198
Shape	Regular in shape	Generally regular in shape	Generally regular in shape	Generally regular in shape
Terrain / level	Flat	Flat	Flat	Flat
Exposure / frontage	Off Jalan Langat Lestari	Fronting onto unnamed metalled road within Kota Seri Langat	Fronting onto Jalan 8	Located off Persiaran Mahkota
Lot configuration	Intermediate	Corner	Intermediate	Corner
Category of land use	Agriculture	Industrial	Industrial	Industrial
Zoning	Industrial	Industrial	Industrial	Industrial
Plot ratio / density	N/A	N/A	N/A	N/A
Consideration	-	RM335,504,340	RM101,946,082	RM153,380,091
Date of transaction	-	29.09.2020	13.07.2020	01.04.2020
Remarks (details of planning approval)	-	Granted with master planning approval	-	-
Analysis (RM per sq ft)		35.00	39.98	36.50
Time / market adjustment		An upward adjustment is made for improved market since 2020	An upward adjustment is made for improved market since 2020	An upward adjustment is made for improved market since 2020
			15%	15%
Analysis (RM per sq ft)		40.25	45.98	41.97

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Adjustment factors	Phase 2 of NSIP Project	Comparable 1		Comparable 2		Comparable 3	
		Comparable 1 is located in a better location	(10%)	Comparable 2 is located in a better location	(5%)	Comparable 3 is located in a better location	(5%)
Location / establishment							
Accessibility / infrastructure		Comparable 1 has better infrastructure and accessibility	(10%)	Comparable 2 has better infrastructure and accessibility	(10%)	Comparable 3 has better infrastructure and accessibility	(10%)
Tenure		Comparable 1 is freehold	(10%)	Comparable 2 is freehold	(10%)	Comparable 3 is freehold	(10%)
Shape		Phase 2 of NSIP Project has better shape	10%	Phase 2 of NSIP Project has better shape	10%	Phase 2 of NSIP Project has better shape	10%
Land size		Similar	-	Comparable 2 has smaller land size	(20%)	Comparable 3 has smaller land size	(10%)
Category of land use		Phase 2 of NSIP Project is agriculture land	(20%)	Phase 2 of NSIP Project is agriculture land	(20%)	Phase 2 of NSIP Project is agriculture land	(20%)
Planning approval		Phase 2 of NSIP Project is with KM approval	5%	Phase 2 of NSIP Project is with KM approval	5%	Phase 2 of NSIP Project is with KM approval	5%
IDRISS		Comparable 1 was transacted before the launch of IDRISS initiative	5%	Comparable 2 was transacted before the launch of IDRISS initiative	5%	Comparable 3 was transacted before the launch of IDRISS initiative	5%
Total adjustment			(30%)		(45%)		(35%)
Total adjusted value (RM per sq ft)		28.17		25.29		27.28	

(Source: Valuation Report)

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Based on the Valuation Report, we noted the following:

- (i) The Valuer has made adjustments to the land value of Comparable 1, 2 and 3 for differences in time, location, accessibility, tenure, shape, land size, category of land use, planning approval and timing of transaction before the launch of IDRIS initiative;
- (ii) The adjusted value of Comparable 1, 2 and 3 ranges between RM25.29 per sq ft to RM28.17 per sq ft.
- (iii) The Valuer has placed greater reliance on Comparable 1 as it is more similar to phase 2 of NSIP Project in terms of land size as compared to Comparable 2 and Comparable 3; and
- (iv) The Valuer has adopted RM282,438,024 as the market value based on land size for phase 2 of NSIP Project (which is derived based on the adjusted value of Comparable 1 of RM28.17 per sq ft).

The market value of phase 2 of NSIP Project using Comparison Approach as appraised by the Valuer is computed as follows:-

Phase 2 of NSIP Project	RM
Market value based on land size	282,438,024
Add: amount paid for:	
- Land premium	3,035,420
- Development charges	3,157,500
- Title subdivision/ survey fees	3,840
- Improvement service fund contributions (road and drainage)	1,992,467
- Jabatan Pengairan dan Saliran	2,308,400
- Infrastructure works	9,463,826
Total	302,399,477
Market value (after rounding)	302,400,000

1.2.3 Summary of the valuation of phase 2 of NSIP Project

The market value of phase 2 of NSIP Project derived from the Residual Method and Comparison Approach are summarised below:

Valuation of phase 2 of NSIP Project	Market value (RM)	Adopted market value (RM)
Primary method: Residual Method	285,000,000	285,000,000
Cross-check: Comparison Approach	302,400,000	

Based on the above, we noted that the Valuer had adopted the value derived from the Residual Method of RM285.00 million as the market value of phase 2 of NSIP Project. We further noted that the value derived from the Comparison Approach is slightly higher by RM17.40 million or 6.11% as compared to the value derived from the Residual Method.

As such, we are of the view that the market value of RM285.00 million for phase 2 of NSIP Project as appraised by the Valuer, is fair.

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1.3 Phase 3 of NSIP Project

We noted that to arrive at the market value of phase 3 of NSIP Project, the Valuer had adopted the Comparison Approach as the primary method and Residual Method as a cross-check.

1.3.1 Comparison Method (primary method)

In arriving at the market value of phase 3 of NSIP Project, the Valuer has compared phase 3 of NSIP Project with recent and similar comparable transactions and has made adjustments accordingly, as summarised below:

	Phase 3 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Title details	Lot no(s). PT 34036, PT 34037, PT 34038, PT 34039 and PT 34040 held under Title, No(s). HSD32461, HSD 32462, HSD 32463, HSD 32464 and HSD 32465, all located within Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan. Located within Kuala Langat	Lot PT 48311 to PT 48314 (inclusive) held under Title No. HSD 45067 to HSD 45070 (inclusive) respectively, all held under Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan. Located within Kota Seri Langat	Lot PT 43686 and PT 43687 held under Title No. HSD 41180 and HSD 41181 respectively, both located within Section 2, Pekan Bukit Changgang, District of Kuala Langat, Selangor Darul Ehsan. Located within Olak Lempit Industrial Park	Lot PT 41538 held under Title No. HSD 39425, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan. Located off Bandar Baru Mahkota
Location	Located within Kuala Langat	Located within Kota Seri Langat	Located within Olak Lempit Industrial Park	Located off Bandar Baru Mahkota
Type of property	5 parcels of agriculture land	4 parcels of industrial land	2 parcels of industrial land	1 parcel of industrial land
Tenure	Leasehold interest for a term of 99 years, expiring on 24 January 2123 (remaining unexpired term of 98 years)	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land size (sq ft)	10,293,690	9,585,848	2,549,960	4,202,198
Shape	Regular in shape	Generally regular in shape	Generally regular in shape	Generally regular in shape
Terrain / level	Flat	Flat	Flat	Flat
Exposure / frontage	Off Jalan Langat Lestari	Fronting onto unnamed metalled road within Kota Seri Langat	Fronting onto Jalan 8	Located off Persiaran Mahkota
Lot configuration	Intermediate	Corner	Intermediate	Corner
Category of land use	Agriculture	Industrial	Industrial	Industrial
Zoning	Industrial	Industrial	Industrial	Industrial
Plot ratio / density	N/A	N/A	N/A	N/A
Consideration	-	RM335,504,340	RM101,946,082	RM153,380,091
Date of transaction	-	29.09.2020	13.07.2020	01.04.2020
Remarks (details of planning approval)	Vide lease extension approval letters dated 16 December 2024, all titles have been extended and expiring on 24 January 2123, and all the charges has been fully paid.	Granted with master planning approval	-	-
Analysis (RM per sq ft)		35.00	39.98	36.50

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	Phase 3 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Time / market adjustment		An upward adjustment is made for improved market since 2020	An upward adjustment is made for improved market since 2020	An upward adjustment is made for improved market since 2020
		15%	15%	15%
Analysis (RM per sq ft)		40.25	45.98	41.97
Adjustment factors				
Location / establishment				
		Comparable 1 is located in a better location	Comparable 2 is located in a better location	Comparable 3 is located in a better location
		(10%)	(5%)	(5%)
Accessibility / infrastructure		Comparable 1 has better infrastructure and accessibility	Comparable 2 has better infrastructure and accessibility	Comparable 3 has better infrastructure and accessibility
		(10%)	(10%)	(10%)
Tenure		Comparable 1 is freehold	Comparable 2 is freehold	Comparable 3 is freehold
		(10%)	(10%)	(10%)
Shape		Phase 3 of NSIP Project has better shape	Phase 3 of NSIP Project has better shape	Phase 3 of NSIP Project has better shape
		10%	10%	10%
Land size		Similar	Comparable 2 has smaller land size	Comparable 3 has smaller land size
		-	(20%)	(10%)
Category of land use		Phase 3 of NSIP Project is agriculture land	Phase 3 of NSIP Project is agriculture land	Phase 3 of NSIP Project is agriculture land
		(20%)	(20%)	(20%)
IDRISS		Comparable 1 was transacted before the launch of IDRISS initiative	Comparable 2 was transacted before the launch of IDRISS initiative	Comparable 3 was transacted before the launch of IDRISS initiative
		5%	5%	5%
Total adjustment		(35%)	(50%)	(40%)
Total adjusted value (RM per sq ft)		26.16	22.99	25.18

(Source: Valuation Report)

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Based on the Valuation Report, we noted the following:

- (i) The Valuer has made adjustments to the land value of Comparable 1, 2 and 3 for differences in time, location, accessibility, tenure, shape, land size, category of land use and timing of transaction before the launch of IDRIS initiative;
- (ii) The adjusted value of Comparable 1, 2 and 3 ranges between RM22.99 per sq ft to RM26.16 per sq ft;
- (iii) The Valuer has placed greater reliance on Comparable 1 as it is more similar to phase 3 of NSIP Project in terms of land size as compared to Comparable 2 and Comparable 3; and
- (iv) The Valuer has adopted RM269,308,404 as the market value based on land size for phase 3 of NSIP Project (which is derived based on the adjusted value of Comparable 1 of RM26.16 per sq ft).

The market value of phase 3 of NSIP Project using Comparison Approach as appraised by the Valuer is computed as follows:-

Phase 3 of NSIP Project	RM
Market value based on land size	269,308,404
Add: amount paid for:	
- Improvement service fund	1,181,750
- Infrastructure works	6,235,380
Total	276,725,534
Market value (after rounding)	276,700,000

Based on the above, we are of the view that the assumptions used in the Comparison Approach for the valuation of phase 3 of NSIP Project is reasonable. As such, the adopted market value for Comparison Approach of RM276.70 million is fair.

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1.3.2 Residual Method (cross-check)

The Residual Method is based on the residual sum after deducting the total GDC, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the market value of phase 3 of NSIP Project.

	Description	Note	RM	RM
A	Total GDV			789,718,776
B	Statutory charges / contribution / land related charges	(1)	78,800,060	
C	Preliminaries and infrastructure costs		193,910,107	
D	Professional fees/ consultant fees		9,695,505	
E	Contingencies		6,108,168	
F	Marketing, agency and legal fees		23,691,563	
G	Financing cost		8,178,837	
H	Developer's profit		118,457,816	
I = B+C+D+E+F+G+H J = A-I	Less: Total remaining GDC⁽¹⁾	(2)		(438,842,056)
	Residual value			350,876,720
	Present value of residual value			278,537,252
	Adopted market value			278,500,000
	Development period	(3)		3 years
	Present value factor	(4)		8.00%

(Source: Valuation Report)

Note:

(1) Total remaining GDC is computed after deducting value of actual work done.

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The following notes set out the salient valuation assumptions used for the Residual Method:

Note (1) – Computation of total GDV

We noted that the total GDV of RM789.72 million is derived based on the following components:

	No. of units	Total GDV (RM)	Our comments
Total GDV of industrial plots	35	789,718,776	We are of the view that the total adopted GDV is reasonable as it was derived from the Comparison Approach, which were based on sales of similar or substitute properties and related market data, with appropriate adjustments made to account for differences in location/ establishment, accessibility/ infrastructure, tenure, size, land use, development concept and other relevant factors.
Total GDV of phase 3 of NSIP Project	35	789,718,776	

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Note (2) – Computation of total remaining GDC

In arriving at the total remaining GDC of phase 3 of NSIP Project, we noted that the Valuer has made reference to the awarded contract sum, NCT's provision of budgeted costs, the industry average costing as derived from analysis of other awarded contracts of similar projects as well as average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025, which is further summarised below:

Description	Analysis	Our comments
Statutory charges/ contribution/ land related charges	At a rate of 10.54% of total GDV The remaining GDC adopted by the Valuer for statutory charges/ contribution/ land related charges is after deducting the value of the actual work done up to Valuation Date.	We are of the view that the statutory charges/ contribution/ land related charges adopted at a rate of 10.54% of total GDV for phase 3 of NSIP Project are reasonable as they were derived based on NCT's provision of budgeted and actual costs, after benchmarking it with industry average costings.
Preliminary and infrastructure costs	Site clearance and preparation/ mobilisation / earthwork costs: RM6.00 per sq ft over gross land area Common / external infrastructure works: RM5.00 per sq ft over gross land area Internal infrastructure works: RM3.00 per sq ft over gross land area Common infrastructure works: RM5.44 per sq ft over gross land area The remaining GDC adopted by the Valuer for preliminary and infrastructure costs is after deducting the value of the actual work done up to Valuation Date.	We are of the view that adoption of the preliminary and infrastructure costs are reasonable as they were derived based on the awarded contract sum, NCT's provision for budgeted costs, the industry average costing and similar awarded contracts.
Professional fees / consultant fees	5% of total preliminaries and infrastructure costs	Based on our discussion with the Valuer, we noted that the adoption of 5% of total preliminaries and infrastructure costs as professional fees were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 3 of NSIP

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Description	Analysis	Our comments
		<p>Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 5%.</p> <p>As such, we are of the view that the professional fees/ consultant fees adopted at 5% of total preliminaries and infrastructure costs is reasonable.</p>
Contingencies	3% of total remaining preliminaries costs, infrastructure costs and professional fees	<p>Based on our discussion with the Valuer, we noted that the adoption of 3% of total remaining preliminaries costs, infrastructure costs and professional fees as contingencies is derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 3 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the contingencies adopted at 3% of total remaining preliminaries costs, infrastructure costs and professional fees is reasonable.</p>
Marketing, agency and legal fees	3% of total GDV	<p>Based on our discussion with the Valuer, we noted that the marketing, agency and legal fees adopted at 3% of total GDV were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 3 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the marketing, agency and legal fees adopted at 3% of total GDV is reasonable.</p>
Financial charges	40% of total preliminaries costs, infrastructure costs, professional fees and contingencies capitalised at 6.5% per annum for a period of 1.5 years.	<p>We are of the view that the bridging finance capitalisation rate of 6.5% per annum is reasonable as it falls within the range of the current base lending rate of Malaysian banks of between 5.97% to 7.14% per annum.</p> <p>The period of 1.5 years is reasonable after taking into consideration of the development progress and development phasing.</p>

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Description	Analysis	Our comments
Developer's profit	15% of total GDV	<p>We noted that typically, a rate of return of about 10% to 20% of total GDV is required by a property developer. We further noted that the Valuer has thus adopted 15% of total GDV as developer's profit as fair representation as it is benchmarked against the developers' profit margins of selected developers, which range from 11% to 19%.</p> <p>As such, we are of the view that the adopted rate of return at 15% as developer's profit is reasonable.</p>

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Note (3) – Development period

We noted that valuer has adopted different development periods for phase 1 to phase 3 of NSIP Project after taking into consideration the launch date, type and intensity of the respective phases, the product features being offered and the historical demand, take-up rates and sales performance of other similar developments in Selangor.

Based on the Valuation Report, the table below set outs a summary of the remaining unsold units and development period of each phase as well as the projected absorption of remaining unsold units for phase 1 to phase 3 of NSIP Project across 4 years:

- (i) Phase 1 of NSIP Project – 151 units (remaining development period of 2.5 years)
- (ii) Phase 2 of NSIP Project – 353 units (remaining development period of 4.0 years)
- (iii) Phase 3 of NSIP Project – 35 units (remaining development period of 3.0 years)

	Projected absorption of unsold units by the Valuer			
Total remaining unsold units (from phase 1 to phase 3 of NSIP Project)	Year 1	Year 2	Year 3	Year 4
539	160	160	132	87
Average absorption rate	87 to 160 units per year			

Based on the Valuation Report, we noted that the Valuer deemed that the average market absorption rate of 87 to 160 units per year needed for phase 1 to phase 3 of NSIP Project to be fully taken up across the remaining 4.0 years of development period is reasonable mainly due to the following:

- (i) Based on the average annual take-up rates of 8 comparable managed and large-scale industrial parks in Selangor (ie. Compass @ Kota Seri Langat, Elmina Business Park (Phase 2), Eco Business Park V (Central Gate), ETP @ KIIP Kapar, Bandar Bukit Raja 3, KIIP @ Kapar 2, H&A Technology City, Setia Alaman), the industrial property market has the capacity to absorb approximately 280 units to 300 units per annum;
- (ii) Based on the initial launching of phase 1 of NSIP Project, we noted that 130 units (comprising industrial plots, terraced factories, semi-detached factories and detached factories) have been sold across 1.83 years (translating to a take-up rate of approximately 89 units per annum). The actual absorption performance of phase 1 of NSIP Project exceeds the average annual take-up rates of the benchmarked projects as mentioned in item (i) above (ie. 16 to 78 units per year) identified in the Valuation Report; and
- (iii) NSIP Project is located within Kuala Langat District which is a key focus area under IDRISS and is proposed to be developed as a certified MIP in line with Selangor's MIP guidelines. The Selangor State Government's strategic incentives are aimed at attracting high-impact investments to this region. In addition, the nearby 1,000-acre Aerofront City mixed-use development is expected to generate positive spill-over effects, further enhancing the property's long-term attractiveness.

Note (4) – Discount rate

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We noted that the Valuer has adopted a discount rate of 8.00% per annum for a period of 3 years. We are of the view that the discount rate of 8.00% is reasonable based on the range of expected returns for development land of 4.50% to 5.25% which were obtained by the Valuer from enquiries made with other developers and the expected inflation rate from 1.50% to 3.30%, after taking into consideration the historical and forecasted inflation rates (2022: 3.3%, 2023: 2.2%, 2024: 1.8% and 2025(e): 1.5% - 2.3%) (*source: Valuation Report*).

Based on the above, we are of the view that the assumptions used in the Residual Method for the valuation of phase 3 of NSIP Project is reasonable. As such, the market value of RM278.50 million derived by using Residual Method is fair.

1.3.3 Summary of the valuation of phase 3 of NSIP Project

The market value of phase 3 of NSIP Project derived from the Comparison Approach and Residual Method are summarised below:

Valuation of phase 3 of NSIP Project	Market value (RM)	Adopted market value (RM)
Primary method: Comparison Approach	276,700,000	276,700,000
Cross-check: Residual Method	278,500,000	

Based on the above, we noted that the Valuer had adopted the value derived from the Comparison Approach of RM276.70 million as the market value of phase 3 of NSIP Project. We further noted that the value derived from the Residual Method is slightly higher by RM 1.80 million or 0.65% as compared to the value derived from the Comparison Approach.

As such, we are of the view that the market value of RM276.70 million for phase 3 of NSIP Project as appraised by the Valuer, is fair.

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1.4 Phase 4 of NSIP Project

We noted that to arrive at the market value of phase 4 of NSIP Project, the Valuer had adopted the Comparison Approach as the sole method of valuation.

1.4.1 Comparison Approach (sole method)

In arriving at the market value of phase 4 of NSIP Project, the Valuer has compared phase 4 of NSIP Project with recent and similar comparable transactions and has made adjustments accordingly, as summarised below:

	Phase 4 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Title details	Lot(s), PT 80017 to PT80019 (inclusive) held under title No(s). HSD 52376 to HSD 52378 respectively, all located within Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.	Lot 6192 Geran 44624 Mukim Dengkil, District Sepang, Selangor Darul Ehsan.	Lot 119238 held under Title No. Geran 333412, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan.	Lot PT 53192 held under Title No. HSD 49925, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.
Location	Located within Kuala Langat	Located within Kota Warisan	Located within Sunsuria City	Located within Bandar Mahkota Banting
Type of property	1 parcel of development land	1 parcel of development land zoned for commercial	1 parcel of commercial land	1 parcel of industrial land
Tenure	Leasehold interest for a term of 99 years, expiring on 25th January 2092 (remaining unexpired term of 67 years)	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land size (sq ft)	317,299	384,056	136,605	473,892
Shape	Regular in shape	Generally regular in shape	Generally regular in shape	Generally regular in shape
Terrain / level	Flat	Flat	Undulating	Flat
Exposure / frontage	Fronting onto Jalan Langat Lestari	Fronting onto Lebuhraya Putrajaya - Cyberjaya	Fronting onto Persiaran Sunsuria	off Jalan Banting - Olak Lempit
Lot configuration	End	Corner	Corner	Intermediate
Category of land use	Agriculture	Development	Commercial	Industrial
Zoning	Industrial	Commercial	Commercial	Industrial
Plot ratio / density	N/A	1:4	1:4	N/A
Consideration	-	RM24,963,604	RM10,500,000	RM26,000,000
Date of transaction	-	04.12.2023	03.01.2022	25.11.2021
Remarks (details of planning approval)	-			
Analysis (RM per sq ft)		65.00	76.86	54.86

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	Phase 4 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Time / market adjustment		Comparable 1 is a recent transaction, thus no adjustment is made	An upward adjustment is made for improved market since 2022	An upward adjustment is made for improved market since 2021
Analysis (RM per sq ft)		65.00	80.71	60.35
Adjustment factors				
Location / establishment		Comparable 1 is located in a better location	Comparable 2 is located in a better location	Comparable 3 is located in a better location
Accessibility / infrastructure		Comparable 1 has better infrastructure and accessibility	Comparable 2 has better infrastructure and accessibility	Comparable 3 has better infrastructure and accessibility
Tenure		Comparable 1 is freehold	Comparable 2 is freehold	Comparable 3 is freehold
Shape		Similar	Phase 4 of NSIP Project has better shape	Phase 4 of NSIP Project has better shape
Terrain / level		Similar	Comparable 2 is undulating in terrain	Similar
Land size		Similar	Comparable 2 is smaller in land area	Similar
Category of land use		Similar	Phase 4 of NSIP Project is agriculture land	Phase 4 of NSIP Project is agriculture land
Zoning		Comparable 1 is zoned for commercial	Comparable 2 is zoned for commercial	Similar
IDRISS		Similar	Comparable 2 was transacted before the launch of IDRIS initiative	Comparable 3 was transacted before the launch of IDRIS initiative
Total adjustment		(50%)	(65%)	(45%)
Total adjusted value (RM per sq ft)		32.50	28.25	33.19

(Source: Valuation Report)

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Based on the Valuation Report, we noted the following:

- (i) The Valuer has made adjustments to the land value of Comparable 1, 2 and 3 for differences in time, location, accessibility, tenure, shape, terrain, land size, category of land use, zoning and timing of transaction before the launch of IDRISS initiative;
- (ii) The adjusted value of Comparable 1, 2 and 3 ranges between RM28.25 per sq ft to RM33.19 per sq ft;
- (iii) The Valuer has placed greater reliance on Comparable 1 as it is more similar to phase 4 of NSIP Project in terms of land size and category of land use as compared to Comparable 2 and Comparable 3; and
- (iv) The Valuer has adopted RM10,312,188 as the market value based on land size for phase 4 of NSIP Project (which is derived based on the adjusted value of Comparable 1 of RM32.50 per sq ft).

The market value of phase 4 of NSIP Project using Comparison Approach as appraised by the Valuer is computed as follows:-

Phase 4 of NSIP Project	RM
Market value based on land size	10,312,188
Add: amount paid for:	
- Infrastructure works	179,867
Total	10,492,055
Market value (after rounding)	10,500,000

Based on the above, we are of the view that the assumptions used in the Comparison Approach for the valuation of phase 4 of NSIP Project is reasonable. As such, the adopted market value for Residual Method of RM10.50 million is fair.

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1.5 Phase 5 of NSIP Project

We noted that to arrive at the market value of phase 5 of NSIP Project, the Valuer had adopted the Comparison Approach as the primary method and Residual Method as a cross-check.

1.5.1 Comparison Approach (primary method)

In arriving at the market value of phase 5 of NSIP Project, the Valuer has compared the phase 5 of NSIP Project with recent and similar comparable transactions and has made adjustments accordingly, as summarised below:

	Phase 5 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Title details	Lot 84213 held under Title No. PN 123923, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.	Lot 6192 Geran 44624 Mukim Dengkil, District Sepang, Selangor Darul Ehsan.	Lot 119238 held under Title No. Geran 333412, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan.	Lot PT 53192 held under Title No. HSD 49925, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.
Location	Located within Kuala Langat	Located within Kota Warisan	Located within Sunsuria City	Located within Bandar Mahkota Banting
Type of property	1 parcel of development land	1 parcel of development land zoned for commercial	1 parcel of commercial land	1 parcel of industrial land
Tenure	Leasehold interest for a term of 99 years, expiring on 6 December 2121 (remaining unexpired term of 96 years)	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land size (sq ft)	1,244,308	384,056	136,605	473,892
Shape	Regular in shape	Generally regular in shape	Generally regular in shape	Generally regular in shape
Terrain / level	Flat	Flat	Undulating	Flat
Exposure / frontage	Fronting onto Jalan Langat Lestari	Fronting onto Lebuhraya Putrajaya - Cyberjaya	Fronting onto Persiaran Sunsuria	off Jalan Banting - Olak Lempit
Lot configuration	Intermediate	Corner	Corner	Intermediate
Category of land use	Agriculture	Development	Commercial	Industrial
Zoning	Industrial	Commercial	Commercial	Industrial
Plot ratio / density	N/A	1:4	1:4	N/A
Consideration	-	RM24,963,604	RM10,500,000	RM26,000,000
Date of transaction	-	04.12.2023	03.01.2022	25.11.2021
Remarks (details of planning approval)	-			
Analysis (RM per sq ft)		65.00	76.86	54.86
Time / market adjustment		Comparable 1 is a recent transaction, thus no adjustment is made	An upward adjustment is made for improved market since 2022	An upward adjustment is made for improved market since 2021
		0%	5%	10%
Analysis (RM per sq ft)		65.00	80.71	60.35

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

	Phase 5 of NSIP Project	Comparable 1		Comparable 2		Comparable 3	
<u>Adjustment factors</u>							
Location / establishment		Comparable 1 is located in a better location	(10%)	Comparable 2 is located in a better location	(10%)	Comparable 3 is located in a better location	(5%)
Accessibility / infrastructure		Comparable 1 has better infrastructure and accessibility	(5%)	Comparable 2 has better infrastructure and accessibility	(5%)	Comparable 3 has better infrastructure and accessibility	(5%)
Tenure		Comparable 1 is freehold	(10%)	Comparable 2 is freehold	(10%)	Comparable 3 is freehold	(10%)
Shape		Similar	-	Phase 5 of NSIP Project has better shape	5%	Phase 5 of NSIP Project has better shape	10%
Terrain / level		Similar	-	Comparable 2 is undulating in terrain	10%	Similar	-
Land size		Comparable 1 is smaller in land area	(10%)	Comparable 2 is smaller in land area	(15%)	Comparable 3 is smaller in land area	(10%)
Category of land use		Similar	-	Phase 5 of NSIP Project is agriculture land	(30%)	Phase 5 of NSIP Project is agriculture land	(20%)
Zoning		Comparable 1 is zoned for commercial	(5%)	Comparable 2 is zoned for commercial	(5%)	Similar	-
IDRISS		Similar	-	Comparable 2 was transacted before the launch of IDRISS initiative	5%	Comparable 3 was transacted before the launch of IDRISS initiative	5%
Total adjustment			(40%)		(55%)		(35%)
Total adjusted value (RM per sq ft)		39.00		36.32		39.23	

(Source: Valuation Report)

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Based on the Valuation Report, we noted the following:

- (i) The Valuer has made adjustments to the land value of Comparable 1, 2 and 3 for differences in time, location, accessibility, tenure, shape, terrain, land size, category of land use, zoning and timing of transaction before the launch of IDRIS initiative;
- (ii) The adjusted value of Comparable 1, 2 and 3 ranges between RM36.32 per sq ft to RM39.23 per sq ft;
- (iii) The Valuer has placed greater reliance on Comparable 1 as it is more similar to phase 5 of NSIP Project in terms of shape and category of land use as compared to Comparable 2 and Comparable 3; and
- (iv) The Valuer has adopted RM48,527,942 as the market value based on land size for phase 5 of NSIP Project (which is derived based on the adjusted value of Comparable 1 of RM39.00 per sq ft).

The market value of phase 5 of NSIP Project using Comparison Approach as appraised by the Valuer is computed as follows:-

Phase 5 of NSIP Project	RM
Market value based on land size	48,527,942
Add: amount paid for:	
- Development charges	173,400
- Improvement service fund contributions (road and drainage)	393,695
- Infrastructure works	1,235,961
Total	50,330,998
Market value (after rounding)	50,300,000

Based on the above, we are of the view that the assumptions used in the Comparison Approach for the valuation of phase 5 of NSIP Project is reasonable. As such, the adopted market value for Comparison Approach of RM50.30 million is fair.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

1.5.2 Residual Method (cross-check)

The Residual Method is based on the residual sum after deducting the total GDC, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the market value of phase 5 of NSIP Project.

	Description	Note	RM	RM
A	Total GDV			216,191,225
B	Statutory charges/ contribution/ land related charges	(1)	10,114,753	
C	Preliminaries & infrastructure costs		19,769,899	
D	Building construction costs		78,503,043	
E	Professional fees/ consultant fees		5,896,377	
F	Contingencies		3,125,080	
G	Marketing, agency and legal fees		6,485,737	
H	Financing cost		3,487,068	
I	Developer's profit		32,149,684	
J = B+C+D+E+F+G+H+I	Less: Total remaining GDC⁽¹⁾	(2)		(159,531,641)
K = A-J	Residual value			56,659,584
	Present value of residual value			46,742,723
	Adopted market value			46,700,000
	Development period	(3)		2.5 years
	Present value factor	(4)		8.00%

(Source: Valuation Report)

Note:

(1) Total remaining GDC is computed after deducting value of actual work done.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

The following notes set out the salient valuation assumptions used for the Residual Method:

Note (1) – Computation of total GDV

We noted that the total GDV of RM216.19 million is derived based on the following components:

	No. of units	Total GDV (RM)	Our comments
Total GDV of 2-storey shop offices and 3-storey shop offices	156	212,471,225	We are of the view that the total GDV adopted is reasonable as it was derived from the Comparison Approach, which were based on sales of similar or substitute properties and related market data, with appropriate adjustments made to account for differences in location/ establishment, accessibility, tenure, building condition/ design/ specification, floor area, lot configuration, exposure and other relevant factors
Total GDV of affordable stratified shop offices	31	3,720,000	We are of the view that the total GDV adopted is reasonable as it was derived based on Affordable Shops (Low-Cost Shops) policy as set out in the Selangor Planning Guideline issued by Jabatan Perancangan Bandar dan Desa Negeri Selangor.
Total GDV of phase 5 of NSIP Project	187	216,191,225	

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

Note (2) – Computation of GDC

In arriving at the GDC of phase 5 of NSIP Project, we noted that the Valuer has made reference to the awarded contract sum, NCT's provision of budgeted costs, industry average costing as derived from analysis of other awarded contracts of similar projects as well as average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025, which is further summarised below:

Description	Analysis	Our comments
Statutory charges/ contribution/ land related charges	At a rate of 5.07% of total GDV The remaining GDC adopted by the Valuer for statutory charges/ contribution/ land related charges is after deducting the value of the actual work done up to Valuation Date.	We are of the view that the statutory charges/ contribution/ land related charges adopted at a rate of 5.07% of total GDV for phase 5 of NSIP Project are reasonable as they were derived based on NCT's provision of budgeted and actual costs, after benchmarking it with industry average costings.
Preliminary and infrastructure costs	Site clearance and preparation/ mobilisation/ earthwork costs: RM1.54 per sq ft over gross land area Common / external infrastructure works: RM5.00 per sq ft over gross land area Internal infrastructure works: RM5.00 per sq ft over gross land area Common infrastructure works: RM5.34 per sq ft over gross land area The remaining GDC adopted by the Valuer for preliminary and infrastructure costs is after deducting the value of the actual work done up to Valuation Date.	We are of the view that adoption of the preliminary and infrastructure costs are reasonable as they were derived based on the awarded contract sum, NCT's provision for budgeted costs, the industry average costing and similar awarded contracts.
Building construction costs	Piling works: RM12.00 per sq ft over gross floor area 2-storey shop office: RM125.00 per sq ft over gross floor area 3-storey shop offices: RM125.00 per sq ft over gross floor area	We are of the view that the adoption of the building construction costs are reasonable as they were derived based on NCT's provision for budgeted costs, the industry average costing as derived from analysis of other awarded contracts of similar projects and average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025.

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Description	Analysis	Our comments
	Affordable stratified shop office: RM100.00 per sq ft over gross floor area	
Professional fees / consultant fees	6% of total preliminaries, infrastructure costs and building construction cost.	<p>Based on our discussion with the Valuer, we noted that the adoption of 6% of total preliminaries, infrastructure costs and building construction cost were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 5 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 6%.</p> <p>As such, we are of the view that the professional fees adopted at 6% of total preliminaries and infrastructure costs is reasonable.</p>
Contingencies	3% of total remaining preliminaries costs, infrastructure costs, building construction cost and professional fees	<p>Based on our discussion with the Valuer, we noted that the adoption of 3% of total remaining preliminaries costs, infrastructure costs, building construction cost and professional fees as contingencies is derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 5 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the contingencies adopted at 3% of total remaining preliminaries costs, infrastructure costs and professional fees is reasonable.</p>
Marketing, agency and legal fees	3% of total GDV	<p>Based on our discussion with the Valuer, we noted that the marketing, agency and legal fees adopted at 3% of total GDV were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of phase 5 of NSIP Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p>

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Description	Analysis	Our comments
Financial charges	40% of total preliminaries costs, infrastructure costs, building construction costs, professional fees and contingencies capitalised at 6.5% per annum for a period of 1.25 years.	<p>As such, we are of the view that the marketing, agency and legal fees adopted at 3% of total GDV is reasonable.</p> <p>We are of the view that the bridging finance capitalisation rate of 6.5% per annum is reasonable as it falls within the range of the current base lending rate of Malaysian banks in the range of 5.97% to 7.14% per annum.</p> <p>The period of 1.25 years is reasonable after taking into consideration of the development progress and development phasing.</p>
Developer's profit	<p>15% of total GDV of 2-storey shop offices and 3-storey shop offices</p> <p>7.5% of total GDV of affordable stratified shop offices</p>	<p>We noted that typically, a rate of return of about 10% to 20% of GDV is required by a property developer. We further noted that the Valuer has thus adopted 15% of the total GDV as developer's profit for 2-storey shop offices and 3-storey shop offices as fair representation as it is benchmarked against the developers' profit margins of selected developers, which range from 11% to 19%.</p> <p>We noted that stratified shop offices are shop offices that are subdivided into individual units and each with its own strata title. We further noted that the Valuer had adopted a lower rate of return for these properties in view of the nature of this property which has a smaller and affordable product feature.</p> <p>As such, we are of the view that the adopted rate of 7.5% (for affordable stratified shop offices) and 15% (for 2-storey shop offices and 3-storey shop offices) of the GDV as developer's profit are reasonable.</p>

Note (3) – Development period

We noted that the Valuer has adopted a development period of 2.5 years after taking into consideration the launch date, type and intensity of phase 5 of NSIP Project, the product features being offered and the historical demand, take-up rates and sales performance of other similar developments in Selangor. We further noted that development period of 2.5 years is based on the estimated absorption rates of about 62 units per year for terraced shop-office and about 12 units for affordable shop lots.

Note (4) – Discount rate

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We noted that the Valuer has adopted a discount rate of 8.00% per annum for a period of 2.5 years. We are of the view that the discount rate of 8.00% is reasonable based on the range of expected returns for development land of 4.50% to 5.25% which were obtained by the Valuer from enquiries made with other developers and the expected inflation rate from 1.50% to 3.30%, after taking into consideration the historical and forecasted inflation rates (2022: 3.3%, 2023: 2.2%, 2024: 1.8% and 2025(e): 1.5% - 2.3%) (source: *Valuation Report*).

Based on the above, we are of the view that the assumptions used in the Residual Method for the valuation of phase 5 of NSIP Project is reasonable. As such, the market value of RM46.70 million derived by using Residual Method is fair.

1.5.3 Summary of valuation of phase 5 of NSIP Project

The market value of phase 5 of NSIP Project derived from the Comparison Approach and Residual Method are summarised below:

Valuation of phase 5 of NSIP Project	Market value (RM)	Adopted market value (RM)
Primary method: Comparison Approach	50,300,000	50,300,000
Cross-check: Residual Method	46,700,000	

Based on the above, we noted that the Valuer had adopted the value derived from the Comparison Approach of RM50.30 million as the market value of phase 5 of NSIP Project. We further noted that the value derived from the Residual Method is slightly lower by RM3.60 million or 7.1% as compared to the value derived from the Comparison Approach.

As such, we are of the view that the market value of RM50.30 million for phase 5 of NSIP Project as appraised by the Valuer, is fair.

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2. Valuation of NIS Project (based on the initial Valuation Date of 31 May 2025)

We noted from **Section 2.3, Part A** of the Circular that the NIS Project is intended to be developed into a smart MIP featuring both modern industrial premises and commercial components on the Delapan Land, which forms part of the Delapan SBEZ. The Delapan SBEZ involves a 4,400-acre integrated industrial and commercial development located at Bukit Kayu Hitam, Kedah and is master-planned by Northern Gateway under the Ministry of Finance. The development works of NIS Project has commenced in September 2025 and is anticipated to complete progressively by the 4th quarter of 2030. For further details of the NIS Project, please refer to **Appendix II** of the Circular.

Based on the Valuation Report, we noted that to arrive at the market value of NIS Project, the Valuer had adopted the Residual Method as the sole method of valuation.

2.1 Residual Method (sole method)

The Residual Method is based on the residual sum after deducting the total GDC, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the market value of NIS Project.

	Description	Note	RM	RM
A	Total GDV			604,607,211
B	Statutory charges/ contribution/ land related charges	(1)	36,270,470	
C	Preliminaries and infrastructure costs		66,652,245	
D	Building construction costs		194,054,345	
E	Professional fees/ consultant fees		15,642,395	
F	Contingencies		8,290,470	
G	Marketing, agency and legal fees		18,138,216	
H	Financing cost		22,201,877	
I	Developer's profit		90,691,082	
J	Joint venture contribution/ landowner's entitlement		122,640,131	
K = B+C+D+E+F+G+H+I+J L = A-K	Less: Total GDC	(2)		(574,581,231)
	Residual value			30,025,980
	Present value of residual value			18,921,461
	Adopted market value			18,900,000
	Development period	(3)		6 years
	Present value factor	(4)		8.00%

(Source: Valuation Report)

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The following notes set out the salient valuation assumptions used for the Residual Method:

Note (1) – Computation of total remaining GDV

We noted that the GDV of RM604.61 million is derived based on the following components:

	No. of units	Total GDV (RM)	Our comments
Total GDV of semi-detached factories, detached factories, clustered factories, duty-free complex, commercial retail lots, and terraced shop-offices	231	509,199,958	We are of the view that the total GDV adopted is reasonable as it was derived from the Comparison Approach, which were based on sales of similar or substitute properties and related market data, with appropriate adjustments made to account for differences in location, lot configuration, floor area, floor level, building design/specification, development concept, land efficiency and other relevant factors.
Total GDV of drive-thru retail	1	2,916,305	We are of the view that the total GDV of drive-thru retail adopted is reasonable as it was derived from the income approach by investment method. This approach involves capitalisation of the net annual income stream that is expected to be received from the property after deducting the annual outgoings and other operating expenses incidental to the property with allowance for void by using an appropriate market derived capitalisation rate. We have reviewed the assumptions adopted and are satisfied with the rates adopted (ie. average gross rental, allowance for outgoings, void allowance and capitalisation rate) under the income approach by investment method
Total GDV of industrial land and commercial land	2	92,490,948	We are of the view that the total GDV adopted is reasonable as it was derived from the Comparison Approach, which were based on sales of similar or substitute properties and related market data, with appropriate adjustments made to account for differences in land use, land size, location, shape and other relevant factors.
Total GDV of NIS Project	234	604,607,211	

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Note (2) – Computation of GDC

In arriving at the GDC of NIS Project, we noted that the Valuer has made reference to the awarded contract sum, NCT's provision of budgeted costs, industry average costing as derived from analysis of other awarded contracts of similar projects as well as average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025, which is further summarised below:

Description	Analysis	Our comments
Statutory charges / contribution / land related charges	6% of total GDV	We are of the view that the statutory charges / contribution/land related charges adopted at a rate of 6% of total GDV for NIS Project are reasonable as they were derived based on NCT's provision of budgeted costs, after benchmarking it with industry average costings.
Preliminaries and infrastructure costs	Site clearance, mobilisation and earthworks: RM2.50 per sq ft over gross land area Internal infrastructure works and landscaping: RM10.00 per sq ft over gross land area	We are of the view that adoption of the preliminary and infrastructure costs are reasonable as they were derived based on NCT's provision for budgeted costs, the industry average costing and similar awarded contracts.
Building construction costs	Piling works: RM10.00 per sq ft over gross floor area Semi-detached factories: RM125.00 per sq ft over gross floor area Detached factories: RM130.00 per sq ft over gross floor area Clustered factories: RM125.00 per sq ft over gross floor area Terraced factories: RM110.00 per sq ft over gross floor area Duty-free complex: RM240.00 per sq ft over gross floor area Commercial retail lots: RM120.00 per sq ft over gross floor area Terraced shop/offices: RM110.00 per sq ft over gross floor area Drive-thru retail: RM350.00 per sq ft over gross floor area	We are of the view that the adoption of the building construction costs are reasonable as they were derived based on NCT's provision for budgeted costs, the industry average costing as derived from analysis of other awarded contracts of similar projects and average building costs of similar type of properties published by BCISM Costbook 2024 and JUBM Construction Cost Handbook Malaysia 2025.
Professional fees / consultant fees	6% of total preliminaries costs, infrastructure costs and building construction costs	Based on our discussion with the Valuer, we noted that the adoption of 6% of total preliminaries costs, infrastructure costs and building construction costs as professional fees are derived after taking into consideration the Valuer's past experience, internal data gathered and nature of NIS Project. We have reviewed the assumptions adopted and

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Description	Analysis	Our comments
		<p>are satisfied with the basis used to arrive at the adopted rate of 6%.</p> <p>As such, we are of the view that the professional fees/ consultant fees adopted at 6% of total preliminaries costs, infrastructure costs and building construction costs is reasonable.</p>
Contingencies	3% of total preliminaries costs, infrastructure costs, building construction costs and professional fees	<p>Based on our discussion with the Valuer, we noted that the adoption of 3% of total preliminaries costs, infrastructure costs, building construction costs and professional fees as contingencies are derived after taking into consideration the Valuer's past experience, internal data gathered and nature of NIS Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the contingencies adopted at 3% of total preliminaries costs, infrastructure costs, building construction costs and professional fees is reasonable.</p>
Marketing, agency and legal fees	3% of total GDV	<p>Based on our discussion with the Valuer, we noted that the marketing, agency and legal fees adopted at 3% of total GDV were derived after taking into consideration the Valuer's past experience, internal data gathered and nature of NIS Project. We have reviewed the assumptions adopted and are satisfied with the basis used to arrive at the adopted rate of 3%.</p> <p>As such, we are of the view that the marketing, agency and legal fees adopted at 3% of total GDV is reasonable.</p>

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Description	Analysis	Our comments
Financial charges	40% of total preliminaries costs, infrastructure costs, building construction costs, professional fees and contingencies capitalised at 6.5% per annum for of period of 3 years	<p>We are of the view that the bridging finance capitalisation rate of 6.5% per annum is reasonable as it falls within the range of the current base lending rate of Malaysian banks of between 5.97% to 7.14% per annum.</p> <p>The period of 3 years is reasonable after taking into consideration the development progress and development phasing.</p>
Developer's profit	15% of total GDV	<p>We noted that typically, a rate of return of about 10% to 20% of GDV is required by a property developer. We further noted that the Valuer has thus adopted 15% of the total GDV as developer's profit as fair representation as it is benchmarked against the developers' profit margins of selected developers, which range from 11% to 19%.</p> <p>As such, we are of the view that the adopted rate of return at 15% as developer's profit is reasonable.</p>
Joint venture contribution/ landowner's entitlement	RM23 per sq ft over the gross land area of 122.41 acres	<p>We are of the view that the adoption of the joint venture contribution/ landowner's entitlement is reasonable as it is based on the Delapan JDA and the confirmation letter on the consideration payable by BBSB.</p>

Note (3) – Development period

We noted that the Valuer has adopted a development period of 6 years after taking into consideration the historical demand, take-up rates and sales performance of industrial developments in the larger vicinity throughout Kedah and Penang. Furthermore, the NIS Project adopts the MIP concept, which is professionally planned, developed and operated with structured management, modern infrastructure and sustainable practices. This approach is expected to further strengthen and enhance the project's take-up rate. We further noted that the Valuer has projected the absorption rate for the industrial components of NIS Project of 136 units to be fully taken up across 6 years of development period, with an average annual take-up of between 21 to 29 units. The Valuer also projected the absorption rate for the commercial components of NIS Project of 94 units to be fully taken up across 4 years of the development period, with an average annual take-up of between 23 to 24 units.

Note (4) – Discount rate

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We noted that the Valuer has adopted a discount rate of 8.00% per annum for a period of 6 years. We are of the view that the discount rate of 8.00% is reasonable based on the range of expected returns for development land of 4.50% to 5.25% which were obtained by the Valuer from enquiries made with other developers and the expected inflation rate from 1.50% to 3.30%, after taking into consideration the historical and forecasted inflation rates (2022: 3.3%, 2023: 2.2%, 2024: 1.8% and 2025(e): 1.5% - 2.3%) (*source: Valuation Report*).

Based on the above, we are of the view that the assumptions used in the Residual Method for the valuation of NIS Project is reasonable. As such, the adopted market value for Residual Method of RM18.90 million is fair.

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PART C

**LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS'
MANDATE**

DEFINITIONS FOR PART C OF THIS CIRCULAR

Except where the context otherwise requires, the following definitions shall apply throughout Part C of this Circular:

Act	: Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
Audit Committee	: Audit Committee of NCT
BBSB	: Bumi Binaria Sdn Bhd (Registration No. 200601038117 (757877-V))
Board	: The Board of Directors of NCT
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Dato' Sri YNC	: Dato' Sri Yap Ngan Choy
Dato' YFC	: Dato' Yap Fook Choy
Director(s)	: Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed New Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive officer of NCT and/or its subsidiary or holding company
EGM	: Extraordinary General Meeting
FYE	: Financial year ended
Listing Requirements	: Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
LPD	: 14 November 2025, being the latest practicable date prior to the printing of this Circular
Major Shareholder	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) ten percent (10%) or more of the total number of voting shares in the Company; or (b) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act

For the purposes of the Proposed New Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company

DEFINITIONS FOR PART C OF THIS CIRCULAR (Cont'd)

NA	:	Net assets
NBCE	:	NCT Building & Civil Engineering Sdn Bhd (Registration No. 199701017291 (432788-U))
NCSB	:	NCT Consolidated Sdn Bhd (Registration No. 200201025804 (593467-A))
NCT or Company	:	NCT Alliance Berhad (Registration No. 200301004972 (607392-W))
NCT AI	:	NCT AI Sdn Bhd (Registration No. 202401023349 (1569198-T))
NCT Century	:	NCT Century Sdn Bhd (Registration No. 202401023349 (1569198-T))
NCT Group or Group	:	NCT and its subsidiaries
NCT Share(s) or Share(s)	:	Ordinary share(s) in NCT
NCT Smart Management	:	NCT Smart Management Sdn Bhd (Registration No. 201901015164 (1324492-A))
NCT Venture	:	NCT Venture Corporation Sdn Bhd (Registration No. 200201025560 (593223-U))
NCT World	:	NCT World Sdn Bhd (Registration No. 201901008708 (1318036-X))
NCT World Group	:	Collectively, NCT World and its subsidiaries, namely NLSB, NCSB, BBSB, NCT Century, NCT AI and NCT Smart Management
NCT World Group Projects	:	Collectively, NSIP Project and NIS Project
NLSB	:	NCT Land Sdn Bhd (Registration No. 200401005146 (643649-U))
NSIP	:	NCT Smart Industrial Park
NIS Project	:	A mixed development project between BBSB and Northern Gateway Free Zone Sdn Bhd on a portion of all that piece of freehold land identified as PT 2250, Lot 61705 (formerly PT 2281) and Lot 61708 (formerly PT 2284) held under Master Title No(s). HSD 24542, GRN 222802 (formerly HSD 24623) and GRN 222804 (formerly HSD 24626), all located within Bandar Bukit Kayu Hitam, District of Kubang Pasu, Kedah Darul Aman known as "NCT InnoSphere"
NSIP Project	:	<p>A smart industrial park development project undertaken in five (5) phases on the following parcels of land, known as NSIP:</p> <ul style="list-style-type: none"> (a) Phase 1 – 249 subdivided titles identified as Lot PT 54339, PT 54342, PT 54343, PT 54390 – PT 54483 (inclusive), PT 54498, PT 56923 – PT 57034 (inclusive), PT 57159 – PT 57197 (inclusive) (formerly PT 54344 – PT 54381 (inclusive)), with land size measuring in aggregate 10,022,449 sq ft; (b) Phase 2 – Lot 84211 held under Title No. PN 123921 with land size measuring 10,024,429 sq ft; (c) Phase 3 – Lot PT 34036 – PT 34040 (inclusive) held under Title No(s). HSD 32461 – HSD 32465 (inclusive) with land size measuring in aggregate 10,293,690 sq ft;

DEFINITIONS FOR PART C OF THIS CIRCULAR (Cont'd)

- NSIP Project (cont'd)**
- (d) Phase 4 – Lot PT 80017 – PT 80019 (inclusive) held under Title No(s). HSD 52376 – HSD 52378 (inclusive) with land size measuring in aggregate 317,299 sq ft; and
 - (e) Phase 5 – Lot 84213 held under Title No. PN 123923 with land size measuring 1,244,308 sq ft,
- all located in Mukim Tanjong Duabelas, District of Kuala Langat, Selangor
- Person(s) Connected** : In relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:
- (i) family member of the said Person, which means such person who falls within any one of the following categories:-
 - (a) spouse;
 - (b) parent;
 - (c) child including an adopted child and step-child;
 - (d) brother or sister; and
 - (e) spouse of the person referred to in subparagraphs (c) and (d) above.
 - (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or family member of the said Person is the sole beneficiary;
 - (iii) a partner of the said Person, which means such person who falls within any one of the following categories:-
 - (a) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
 - (b) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.
 - (iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (vi) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (vii) a body corporate which is a related corporation of the said Person
- Proposed New Shareholders’ Mandate** : Proposed new shareholders’ mandate for NCT Group to enter into the RRPT as set out in this Circular
- Related Party(ies)** : A Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s)

DEFINITIONS FOR PART C OF THIS CIRCULAR (Cont'd)

Recurrent Related Party Transaction(s) or RRPT	: Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature, which are necessary for the day-to-day operations of NCT Group within the ordinary course of business of NCT Group
RM and sen	: Ringgit Malaysia and sen respectively
Treasury Shares	: Has the meaning given in Section 127(4) of the Act
YBG Yap	: YBG Yap Consolidated Sdn Bhd (Registration No. 201901022232 (1331561-H))

All references to “we”, “us”, “our” and “ourselves” are to NCT or NCT Group. All references to “you” in Part C of this Circular are to the shareholders of NCT.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in Part C of this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in Part C of this Circular shall be a reference to Malaysian time, unless otherwise specified.



NCT ALLIANCE

NCT ALLIANCE BERHAD

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

Registered Office

Third Floor, No. 77, 79 & 81
Jalan SS 21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

9 December 2025

Board of Directors

Dato' Sri Yap Ngan Choy (*Executive Chairman/Group Managing Director*)
Dato' Yap Fook Choy (*Group Executive Director*)
Yap Chun Theng (*Executive Director*)
Sae-Yap Atthakovit (*Non-Independent Non-Executive Director*)
Allen Yap Kuan Kee (*Independent Non-Executive Director*)
Yap Chui Fan (*Independent Non-Executive Director*)

To: The Shareholders of NCT

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 28 October 2025, the Board announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed New Shareholders' Mandate at the forthcoming EGM.

Further details of the Proposed New Shareholders' Mandate are set out in the ensuing sections of Part C of this Circular.

The purpose of Part C of this Circular is to provide you with relevant details and information pertaining to the Proposed New Shareholders' Mandate together with the Board's recommendation and to seek your approval for the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM of the Company. The notice of EGM and Proxy Form are set out in this Circular.

SHAREHOLDERS OF NCT ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART C OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING EGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Details of the Proposed New Shareholders' Mandate

The Company is principally an investment holding company. As at LPD, the principal activities of its subsidiaries are dealing in property development, investment holding, provision of project management services, property investment holding and construction related activities.

In the ordinary course of its business, the Company anticipates that the companies within the Group would, in the ordinary course of business, enter into certain RRPT with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
 - (i) consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1.0 million or more; or
 - (ii) the percentage ratio of such aggregated transactions is 1% or more,whichever is the higher;
- (c) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting the circular to Bursa Securities;
- (d) in a meeting to obtain shareholders' mandate, the relevant related party must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements;
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, the Board proposes to seek the shareholders' mandate for NCT Group to enter into arrangements or transactions with the Related Party(ies), details of which are set out in Section 2.3 of Part C of this Circular, which are necessary for the day-to-day operations of NCT Group and are based on normal commercial terms that are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of NCT.

If approved, the Proposed New Shareholders' Mandate shall be valid for the period described in Section 2.5 of Part C of this Circular.

The RRPT that are contemplated under the Proposed New Shareholders' Mandate comply with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under items 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

2.2 Principal activities of NCT Group

The Company is principally an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

Name of Company	Effective Interest Held (%)	Principal activities
Direct subsidiaries		
Innoceria Sdn Bhd	100	Property development
NCT Borneo Sdn Bhd	100	Property development
NCT Builders Group Holdings Sdn Bhd	100	Investment holding
NCT Era City Sdn Bhd	100	Investment holding
NCT Global Development Sdn Bhd	100	Property development
NCT Harmony Sdn Bhd	100	Property development
NCT Jaya Bina Sdn Bhd	100	General contractor and contractor of renovation works
NCT MaxCap Sdn Bhd	100	Investment holding
NCT Noble Sdn Bhd	100	Property development
NCT Panorama Sdn Bhd	100	Property development
NCT PMC Sdn Bhd	100	Provision of project management services to companies within the same group
JYF Capital Sdn Bhd	100	Investment holding
Subsidiary of NCT Builders Group Holdings Sdn Bhd		
NCT Properties Sdn Bhd	90.11	Property investment holding
Subsidiaries of NCT Properties Sdn Bhd		
NCT Green City Sdn Bhd	90.11	Property development
NCT Platinum Sdn Bhd	90.11	Property development
Subsidiary of NCT MaxCap Sdn Bhd		
Jalur Bina Sdn Bhd	100	Property development
Subsidiaries of NCT Panorama Sdn Bhd		
NCT Marina Bay Sdn Bhd (formerly known as Setara Juara Sdn Bhd)	51	Property development
Grorich Corporation Sdn Bhd	55.72	Investment holding
Subsidiary of Grorich Corporation Sdn Bhd		
Grorich Land Sdn Bhd	55.72	Property development and related activities

2.3 Related Party(ies) and Nature of RRPT contemplated

In the normal course of NCT Group's businesses, transactions of a revenue and/or trading nature between company(ies) in NCT Group and the Related Party(ies) are likely to occur and are necessary for its day-to-day operations.

Transacting Company (Contract awardee)	Related Party (Party accepting the contract)	Nature of Transaction	Interested Directors / Major Shareholders / Persons Connected to Directors or Major Shareholders	Estimated Aggregate Value* during validity period of the mandate [^] (RM)
NLSB ⁽⁶⁾	NBCE	Construction and completion of Main Building ⁽⁷⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	YBG Yap ⁽¹⁾ Dato' Sri YNC ⁽²⁾ Dato' YFC ⁽³⁾ Yap Chun Theng ⁽⁴⁾ Sae-Yap Athakovit ⁽⁵⁾	200,000,000
BBSB ⁽⁶⁾	NBCE	Construction and completion of Main Building ⁽⁸⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	YBG Yap ⁽¹⁾ Dato' Sri YNC ⁽²⁾ Dato' YFC ⁽³⁾ Yap Chun Theng ⁽⁴⁾ Sae-Yap Athakovit ⁽⁵⁾	130,000,000

Notes:

* The estimated values stated are determined by the Group's management. Actual transaction values may differ from the values stated.

[^] The validity period of the Proposed New Shareholders' Mandate is described in Section 2.5 of Part C of this Circular.

- (1) YBG Yap, the Major Shareholder of the Company, is deemed interested in the Proposed New Shareholders' Mandate in view that Dato' Sri YNC and Dato' YFC, the Directors of NCT, NLSB and BBSB, are also the Directors and the shareholders of YBG Yap.
- (2) 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 Act. He is also a major shareholder of NBCE by virtue of his shareholdings in NCT Venture, the holding company of NBCE pursuant to Section 8(4) of the Act. He is the brother of Dato' YFC, the father of Yap Chun Theng and the uncle of Sae-Yap Athakovit.
- (3) 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 NBCE by virtue of his shareholdings in NCT Venture, the holding company of NBCE pursuant to Section 8(4) of the Act. He is the brother of Dato' Sri YNC, the father of Sae-Yap Athakovit and the uncle of Yap Chun Theng.

(4) Yap Chun Theng, being a Director of NCT, is the son of Dato' Sri YNC and the nephew of Dato' YFC.

(5) Sae-Yap Athakovit, being a Director of NCT, is the son of Dato' YFC and the nephew of Dato' Sri YNC.

(6) Upon completion of the Proposed Acquisition, NCT World shall become a wholly-owned subsidiary of the Company and the subsidiaries of NCT World, shall become indirect subsidiaries of NCT. NCT World is an investment holding company and through its subsidiaries are mainly involved in property development. The subsidiaries of NCT World are as follows:

Name	Effective equity interest (%)	Principal activities
NLSB	99.34	Property development
NCSB	100	Property development
BBSB	100	Property development
NCT Century #	100	Investment holding
NCT AI #	100	Provision of digital transformation and energy-saving solutions as well as artificial intelligence based analytics and automation
NCT Smart Management#	100	Provision of project management services

Notes:

As at the LPD, NCT Century, NCT AI and NCT Smart Management have yet to commence operations.

Barring unforeseen circumstances, the Company expects to complete the Proposed Acquisition by the end of December 2025.

(7) The Main Building refers to the NSIP Project, an on-going development and is intended to be developed into a smart managed industrial park ("MIP") featuring a range of modern industrial premises complemented by commercial components. Upon completion, NSIP will have features such as, inter-alia ready built factories, workers' accommodation, landscaped green zones, along with supporting facilities and amenities, including a global centre that will house amongst others an Industrial Revolution 4.0 upskilling centre, an investment solution centre, a business accelerator centre, an intelligent operation command centre and clubhouse facilities. The NSIP Project commenced in April 2023 and is expected to be completed by 1st half of 2029.

(8) The Main Building refers to the NIS Project, an on-going development which shall comprise a combination of terrace, cluster, semi-detached and detached factory lots, shop/offices, commercial retail lots as well as a duty free complex together with other supporting facilities and amenities. The NIS Project commenced in September 2025 and is expected to be completed by the fourth quarter of 2030.

2.4 Basis of estimates

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumption that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

2.5 Validity period of the Proposed New Shareholders' Mandate

The authority from the shareholders of NCT to undertake the Proposed New Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolution for the Proposed New Shareholders' Mandate at the forthcoming EGM and shall continue to be in force until:

- (i) the conclusion of the next AGM of NCT 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 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 the earlier.

2.6 Review procedures for the RRPT

NCT has internal control systems to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with NCT's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not detrimental to the interest of the minority shareholders. The management of NCT will ensure that the RRPT with interested parties will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, the level of services, quality of products and other related factors.

The following methods and procedures have been implemented by NCT Group to ensure proper identification and reporting of RRPT as follows and to ensure that RRPT contemplated under the Proposed New Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) Any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by the senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The transactions with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitive prices of similar products and services in the open market;
- (ii) All transactions entered into pursuant to the Proposed New Shareholders' Mandate will be tabled to the Audit Committee for review on a quarterly basis. In its review of such transactions, the Audit Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources;

- (iii) Records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed New Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (iv) The Audit Committee has and shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- (v) The pricing for services and products to be provided/supplied and/or received is determined based on the Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (vi) Where practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as a comparison to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities; and
- (vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit Committee shall review the transaction price based on the usual business practices of the Group to ensure that the RRPT are not detrimental to the Company and the Group.

2.7 Threshold for approval of RRPT

The threshold for approval of RRPT within NCT Group is as follows:

- (i) The RRPT which is below RM1.0 million in aggregate or 1% of any percentage ratios, whichever is higher, is subject to the approval of any one of the Executive Directors of the Company or the Chief Financial Officer. If the Executive Directors of the Company have an interest in the RRPTs, he or she shall abstain from any deliberation and decision-making procedure and approval from the Chief Financial Officer shall be sought.
- (ii) The RRPT which is RM1.0 million in aggregate and above or 1% of any percentage ratios shall be reviewed and approved by the Audit Committee and the Board before the transaction is entered into. If any member of the Audit Committee or the Board has an interest in the RRPTs, approval shall be sought from the remaining non-interested members of the Audit Committee and the Board.

2.8 Statement by the Audit Committee

The procedures and processes of RRPT as set out in the sections above are and will be reviewed annually by the Audit Committee. The Audit Committee of the Company is of the view that the NCT Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner.

The Audit Committee has also reviewed the RRPT and is of the opinion that the review procedures in Section 2.6 above are sufficient to ensure that the RRPT are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders.

2.9 Disclosure in the annual report

Disclosure will be made in the Company's annual report in respect of the Proposed New Shareholders' Mandate and in the annual reports for subsequent years that the Proposed New Shareholders' Mandate continues to be in force in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

- (i) the type of the RRPT made; and

- (ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The rationale for and benefits of the Proposed New Shareholders' Mandate to NCT Group are as follows:

- (i) the Proposed New Shareholders' Mandate will empower the Group to enter into transactions with the Related Party which are necessary in the day-to-day operations of the Group, undertaken at arm's length, on normal commercial terms, are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed New Shareholders' Mandate will eliminate the need for convening general meetings on an ad hoc basis and hence will reduce substantially the administrative time, inconvenience and expenses associated therewith;
- (iii) the RRPT entered into by the Group are intended to meet business needs at the best possible terms and to allow the Group to tap into the expertise of the Related Parties which will be of benefit to all the companies within the Group; and
- (iv) the benefits of transacting with Related Parties are that their experience and expertise in property development and construction business enabled the Group to ride on their existing resources and immediately kick start the Group's property development and construction business hence providing returns to maximise shareholders' value.

4. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any effect on the issued share capital, dividends and shareholdings of NCT and will not have any material effects on the net assets, gearing and earnings of NCT Group.

5. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to the approval of NCT's shareholders at the forthcoming EGM of the Company to be convened.

The Proposed New Shareholders' Mandate is conditional upon the Proposed Acquisition but not vice versa.

6. AMOUNT DUE AND OWING BY THE RELATED PARTIES PURSUANT TO THE RRPT

The breakdown and ageing analysis of amount due and owing to NCT Group by the Related Parties pursuant to RRPT which has exceeded the credit term for the following periods as at the end of the financial year ended 31 December 2024, are as follows:

Total Outstanding Amount (RM'000)	Ageing Analysis (RM'000)			
	< 1 year	>1 year to 3 years	> 3 years to 5 years	> 5 years
51,884	51,884	-	-	-

No late payment charges were imposed on the outstanding amount owed by the Related Parties, as the management expects full repayment and aims to facilitate a smooth resolution of the balance. To safeguard the Company's interests, management will continue to actively engage with the Related Parties to ensure prompt settlement. The management anticipates recovering a substantial portion of the outstanding amount in 2026, with the remaining balance expected to be collected in 2027. The management will closely monitor the progress of repayment to ensure full recovery of the amount.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the Directors, Major Shareholders of the Company and/or Persons Connected with them have any interests, whether direct and/or indirect, in the Proposed New Shareholders' Mandate:

- (i) Dato' Sri YNC, being the Executive Chairman/Group Managing Director and a Major Shareholder of the Company, is a major shareholder of NBCE by virtue of his shareholdings in NCT Venture. He is the brother of Dato' YFC, the father of Yap Chun Theng and the uncle of Sae-Yap Atthakovit;
- (ii) Dato' YFC, being the Group Executive Director and a Major Shareholder of the Company is a major shareholder of NBCE by virtue of his shareholdings in NCT Venture. He is the brother of Dato' Sri YNC, the father of Sae-Yap Atthakovit and the uncle of Yap Chun Theng;
- (iii) Yap Chun Theng, being the Executive Director of the Company, is the son of Dato' Sri YNC and the nephew of Dato' YFC;
- (iv) Sae-Yap Atthakovit, being the Non-Independent Non-Executive Director of the Company, is the son of Dato' YFC and the nephew of Dato' Sri YNC; and
- (v) YBG Yap, being a Major Shareholder of the Company, is wholly-owned by Dato' Sri YNC and Dato' YFC. Dato' Sri YNC and Dato' YFC are also directors of YBG Yap. YBG Yap is deemed interested in the Proposed New Shareholders' Mandate in view that Dato' Sri YNC and Dato' YFC are the directors and the shareholders of YBG Yap.

(Dato' Sri YNC, Dato' YFC, Yap Chun Theng and Sae-Yap Atthakovit are collectively referred to as "**Interested Directors**". Dato' Sri YNC, Dato' YFC and YBG Yap are collectively referred to as "**Interested Major Shareholders**".)

The shareholdings of the Interested Directors and Interested Major Shareholders in NCT as at the LPD are as follows:

	As at the LPD			
	Direct		Indirect	
	No. of NCT Shares ('000)	(i)%	No. of NCT Shares ('000)	(i)%
YBG Yap	892,460	46.09	-	-
Dato' Sri YNC	79,292	4.09	(ii)892,602	46.10
Dato' YFC	58,606	3.03	(iii)892,460	46.09
Yap Chun Theng	-	-	-	-
Sae-Yap Atthakovit	-	-	-	-

Notes:

- (i) Based on the number of NCT Shares issued of 1,936,420,549 (excluding 14,821,709 Treasury Shares) as at the LPD.
- (ii) Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act and the Shares held by his daughter, Yap Pui Yee pursuant to Section 59(11)(c) of the Act.

(iii) *Deemed interested by virtue of his interest in YBG Yap pursuant to Section 8(4) of the Act.*

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at the relevant Board meetings in respect of the Proposed New Shareholders' Mandate. In addition, the Interested Directors will also abstain from voting and undertake to ensure that Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

The Interested Major Shareholders will abstain from voting and undertake to ensure that Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

8. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the Company.

Accordingly, the Board (save for the Interested Directors), recommends that the shareholders vote in favour of the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

9. EGM

The EGM, the Notice of which is enclosed in this Circular, 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 at any adjournment thereof, for the purpose of considering and, if thought fit, passing, inter alia, with or without modifications, the resolution pertaining to the Proposed New Shareholders' Mandate as described therein.

If you are unable to attend and vote in person at the EGM, please complete and return the Proxy Form in accordance with the instructions therein as soon as possible, in any event so as to arrive at the office of our Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia 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, Malaysia, or alternatively in the case of electronic appointment, the Proxy Form must be deposited via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> not less than forty-eight (48) hours before the time for holding the EGM at which the person named in the instrument proposes to vote.

The completion and lodgement of the Proxy Form will not preclude you from participating and voting at the EGM should you subsequently decide to do so.

10. FURTHER INFORMATION

Please refer to the enclosed Appendix IX of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
NCT ALLIANCE BERHAD

ALLEN YAP KUAN KEE
Independent Non-Executive Director

APPENDIX I - SALIENT TERMS OF THE SSA

1. SALE AND PURCHASE

1.1 Agreement for sale and purchase of Sale Shares

Subject to the terms and conditions contained in the SSA, the Vendors as registered and beneficial owners of the Sale Shares, shall sell, and our Company, relying on the warranties in the SSA, shall purchase the Sale Shares.

2. CONSIDERATION AND PAYMENT

2.1 Purchase Consideration

Subject to the adjustments set out in **Section 2.3, Appendix I** of this Circular, the Purchase Consideration has been arrived at on the basis as set out in **Section 2.5 of Part A** of this Circular.

2.2 Mode of Settlement of Purchase Consideration

The Purchase Consideration shall be satisfied by our Company by way of the issuance of the Consideration Shares and the Consideration RCPS to the Vendors or their nominees in the manner as set out in **Section 2.5 of Part A** of this Circular.

2.3 Adjustments to Purchase Consideration

The Purchase Consideration shall be subject to the following adjustments:

(i) Adjustment to Market Value (**Note 1**)

- (a) In the event that the open market value of the NCT World Group Projects (which constitutes a computation item to the Purchase Consideration) shall be varied/adjusted pursuant to any comments provided by the relevant authorities on the respective Valuation Certificate, the corresponding computation item (for purposes of **Section 2.1, Appendix I** of this Circular) shall be adjusted accordingly ("**Adjustment**"). The Purchase Consideration, and the aggregate nominal value of the Consideration RCPS and the Consideration Shares to be allotted and issued by our Company to the Vendors pursuant to the terms of the SSA, shall be deemed to be the sum as adjusted in accordance with **Section 2.3(i)(a), Appendix I** of this Circular, provided always that such Adjustment exceeds 1% of the Purchase Consideration.
- (b) Notwithstanding any other provision of the SSA, if the Adjustment determined pursuant to the foregoing provision exceeds 10% of the Purchase Consideration, either our Company or the Vendors shall be entitled to terminate the SSA by giving written notice to the other party with immediate effect.

APPENDIX I - SALIENT TERMS OF THE SSA (Cont'd)

Note 1:

For information purposes, pursuant to paragraph 10.04(8) of the Listing Requirements, the valuation of the NCT World Group Projects may be referred to the Securities Commission for review. Accordingly, any comments received thereto may result in the open market value of the NCT World Group Projects as at 31 May 2025 being adjusted ("**Adjustment**").

We have set out herein an illustration of the effects on the Purchase Consideration arising from the Adjustment:

	As per Valuation Report as at 31 May 2025	If arising from the comments received from relevant authorities	
Open market value	RM1,000.90 million	Revised to RM990.40 million	Revised to RM1,066.20 million
Purchase Consideration	RM490.26 million	Adjusted to RM482.28 million	Adjusted to RM539.60 million
Deviation from Purchase Consideration		1.6%	10.1%
Pursuant to this paragraph 2.3(i)		The Purchase Consideration shall be adjusted to RM482.28 million	Our Company or the Vendors are entitled to terminate the SSA

(ii) Delapan Outstanding CP

In the event that the Delapan Outstanding CP is not fulfilled within the timeframe stipulated in the Delapan JDA or the Delapan JDA is terminated in accordance with its terms, the Purchase Consideration shall be adjusted in the manner as set out in **Section 2.5(i)(b) of Part A** of this Circular.

In such event, the Vendors shall indemnify and keep our Company fully indemnified against any and all costs, expenses and outgoings reasonably and properly incurred by BBSB, arising from or in connection with the NIS Project and incurred up to the SSA Completion Date.

3. CONDITIONS PRECEDENT

3.1 Conditions Precedent

The obligations that are set out in the SSA are conditional upon the following conditions precedent ("**Conditions Precedent**") being obtained/fulfilled or waived (as the case may be) before the Cut-Off Date:

- (i) our Company providing a written confirmation of our Company being satisfied with the results of the due diligence in our sole and absolute discretion;
- (ii) our Company having obtained the approval of the non-interested Shareholders at a general meeting to be convened for the Proposed Acquisition, the Proposed Amendments and any other proposals upon which the Proposed Acquisition is conditional (if required);
- (iii) our Company having obtained approval from Bursa Securities for the listing and quotation of the Consideration Shares, the Settlement Shares and new NCT Shares to be issued pursuant to the conversion of the Consideration RCPS on Bursa Securities;

APPENDIX I - SALIENT TERMS OF THE SSA (Cont'd)

- (iv) The Vendors having obtained, at their own cost and expense, the approval or consent of the financiers/ creditors of the NCT World Group which are required in connection with the Proposed Acquisition and/or the performance of the Vendors of their obligations under the SSA, or where applicable, a written confirmation by the Vendors that no such consents are required;
- (v) The Vendors having obtained, at their own cost and expense, the approval or consent of any party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving the NCT World Group, which are required in connection with the Proposed Acquisition and/or the performance of the Vendors of their obligations under the SSA, or where applicable, a written confirmation by the Vendors that no such consents are required;
- (vi) our Company having obtained, at our own cost and expense, the approval or consent of any party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving our Company which are required in connection with the Proposed Acquisition and/or the performance of our Company of our obligations under the SSA (including but not limited to the issuance and allotment of the Consideration Shares, the Consideration RCPS and the Settlement Shares), or where applicable, a written confirmation by our Company that no such consents are required;
- (vii) our Company having obtained, at our own cost and expense, the approval or consent of the financiers/ creditors of our Company which are required in connection with the Proposed Acquisition and/or the performance of our Company of our obligations under the SSA (including but not limited to the issuance and allotment of the Consideration Shares, the Consideration RCPS and the Settlement Shares), or where applicable, a written confirmation by our Company that no such consents are required; and
- (viii) any other approvals, waivers or consents of any authorities or parties as may be required by law or regulation or deemed necessary by our Company or the Vendors.

3.2 Right to terminate

If:

- (a) on or at any time prior to the expiry of the Cut-Off Date, our Company is not satisfied at our sole and absolute discretion with the results of any aspect or findings of the due diligence;
- (b) on or at any time prior to the expiry of the Cut-Off Date, any approval of any person described in the Conditions Precedent shall have been refused and appeal or appeals to the persons against such refusal have not been successful;
- (c) on or at any time prior to the expiry of the Cut-Off Date, any approval of any person described in the Conditions Precedent shall have been granted subject to terms and conditions which are not acceptable to our Company being terms and conditions which affect our Company, and further representations to the relevant authorities or persons to vary such terms and conditions have not been successful, and our Company is not willing to accept such terms and conditions then imposed by the relevant authorities or persons; or
- (d) on the expiry of the Cut-Off Date, any of the Conditions Precedent have not been obtained or fulfilled or waived,

then either our Company or the Vendors will be entitled to terminate the SSA by giving a notice of termination to the other party and thereafter, our Company and the Vendors shall not have any further rights under the SSA except in respect of:

- (1) any obligation under the SSA which is expressed to apply after the termination of the SSA; and

- (2) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSA to either party prior to such termination.

4. COMPLETION

4.1 Completion of sale and purchase of Sale Shares

On the SSA Completion Date, subject to the Vendors having delivered to our Company the documents as set out in the SSA, our Company shall do all things necessary to give effect to the issue and allotment of the Consideration Shares, the Consideration RCPS and the Settlement Shares upon the terms and conditions set out in the SSA and shall settle the Advances (save for the V2 Advances) due on or before the SSA Completion Date.

Our Company shall immediately upon the settlement of the Purchase Consideration via the issuance of the Consideration Shares and the Consideration RCPS in accordance with the SSA, be a beneficial owner of all the Sale Shares and the parties shall give effect to the transfer to our Company or our nominee(s) of the Sale Shares.

For the avoidance of doubt, the portion of the Purchase Consideration to be satisfied by the issuance of the NIS Consideration Shares may be subject to adjustment depending on the fulfilment status of the Delapan Outstanding CP, and the issuance (or non-issuance) of the NIS Consideration Shares shall not affect or delay the sale or transfer of the Sale Shares to our Company.

4.2 Further assurance

The Vendors must execute such documents and take such steps as our Company may reasonably require to vest the full title to the relevant Sale Shares in our Company or our nominee(s) and give our Company the full benefit of the SSA.

4.3 Release of Guarantees

- (a) Within 3 months from the SSA Completion Date or such other extended period as may be mutually agreed by our Company and the Vendors:
 - (1) our Company shall use all reasonable endeavours to procure the release of the Vendors from any guarantee given on behalf of or for the benefit of the NCT World Group and our Company shall indemnify the Vendors against all liabilities arising after the SSA Completion Date in respect of any such guarantee; and
 - (2) pending the release of any such guarantee within the aforesaid 3-month period, our Company will indemnify and keep the Vendors and directors of the NCT World Group prior to the SSA Completion Date who have granted any guarantee for the benefit of the NCT World Group fully and effectively indemnified from and against all claims, costs, damages or penalties which may be brought, suffered or levied against them arising under such guarantee (if any) as a result of any default by the NCT World Group or our Company after the SSA Completion Date.
- (b) For the avoidance of doubt, the Vendors shall remain liable following the SSA Completion Date for any guarantee given on behalf of or for the benefit of the NCT World Group until the release of any such guarantee.

5. TERMINATION**5.1 Our Company's right to terminate**

Our Company shall be entitled to issue a notice of termination to the Vendors if, at any time prior to the SSA Completion Date:

- (a) the Vendors commit any breach of any of their obligations under the SSA which:
 - (1) is incapable of remedy; or
 - (2) if capable of remedy, is not remedied within 14 days of them being given notice to do so;
- (b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for (1) the winding up of any one of the companies in the NCT World Group and/or (2) the bankruptcy of any of the Vendors;
- (c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of any one of the companies in the NCT World Group;
- (d) any one of the companies in the NCT World Group becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;
- (e) any one of the companies in the NCT World Group ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability of the Vendors to duly perform or fulfil any of their obligations under the SSA); or
- (f) any of the warranties given by the Vendors is found at any time to be untrue or incorrect.

5.2 Vendors' right to terminate

The Vendors shall collectively be entitled to issue a notice of termination to our Company if, at any time prior to the Completion Date:

- (a) our Company commits any continuing or material breach of any of our obligations under the SSA which:
 - (1) is incapable of remedy; or
 - (2) if capable of remedy, is not remedied within 14 days of our Company being given notice to do so;
- (b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for the winding up of our Company;
- (c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of our Company;
- (d) our Company becomes insolvent or is unable to pay our debts or admits in writing our inability to pay our debts as and when they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of our creditors;

APPENDIX I - SALIENT TERMS OF THE SSA (Cont'd)

- (e) our Company ceases or threatens to cease or carry on the whole or any substantial part of our business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability of our Company to duly perform or fulfil any of our obligations under the SSA); or
- (f) any of the representations or warranties given by our Company is found at any time to be untrue or incorrect.

5.3 Consequences of termination

- (a) Following the giving of a notice of termination pursuant to **Section 5.1, Appendix I** of this Circular and if our Company elects not to pursue the remedies set out in **Section 5.5, Appendix I** of this Circular:
 - (1) the Vendors shall or shall procure that the Vendors' solicitors shall, within 14 days after receipt of the notice of termination:
 - (A) return to our Company all documents, if any, delivered to the Vendors by or on behalf of our Company; and
 - (B) procure the NCT World Group to return to our Company all such documents, if any; and
 - (2) our Company shall, in exchange for the performance by the Vendors of their obligations above, return to the Vendors all documents, if any, delivered to them by or on behalf of the NCT World Group or the Vendors.
- (b) Following the giving of a notice of termination pursuant to **Section 5.2, Appendix I** of this Circular:
 - (1) our Company shall, within 14 days after our receipt of the notice of termination, return to the Vendors all documents, if any, delivered to it by or on behalf of the NCT World Group or the Vendors; and
 - (2) the Vendors shall in exchange with the performance by our Company of its obligations above, return to our Company all documents, if any, delivered to them by or on behalf of our Company.

5.4 Post-termination

Following the giving of a notice of termination, neither our Company or the Vendors shall thereafter have any further rights or obligations under the SSA to the other party, except in respect of:

- (a) any rights or obligations under the SSA which are expressed to apply after the termination of the SSA; and
- (b) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSA to either party prior to such termination.

5.5 Specific performance

Our Company shall be at liberty to take such action in law as may be necessary to compel the Vendors by way of specific performance to complete the transaction contemplated in the SSA (in which respect the alternative remedy of monetary compensation shall not be regarded as compensation or sufficient compensation for any default in the performance of the terms and conditions in the SSA) or to claim damages for the breach of the Vendors.

6. SETTLEMENT OF ADVANCES FROM THE VENDORS

As at the date of the SSA, NCT Venture has extended Advances to the NCT World Group in the amount as set out in **Section 2.2 of Part A** of this Circular. The settlement of the Advances shall be in the manner as set out in **Section 2.2 of Part A** of this Circular.

APPENDIX II - INFORMATION ON NCT WORLD

1. HISTORY AND PRINCIPAL ACTIVITIES

NCT World was incorporated on 13 March 2019 as a private limited company in Malaysia under the Act. NCT World is an investment holding company and its subsidiaries are mainly involved in property development. As at the LPD, the NCT World Group is undertaking the development of the NSIP Project and the NIS Project.

Further details of the NSIP Project and the NIS Project are set out in **Section 2.3 of Part A** and **Section 10, Appendix II** of this Circular.

2. SHARE CAPITAL

As at the LPD, the issued and paid-up share capital of NCT World is RM100 comprising 100 NCT World Shares.

3. DIRECTORS AND SHAREHOLDERS

As at the LPD, the shareholders and directors of NCT World as well as their respective shareholding in NCT World are as follows:

Name	Designation	Nationality	Direct		Indirect	
			No. of NCT World Shares	%	No. of NCT World Shares	%
Dato' Sri YNC	Shareholder and director	Malaysian	80	80	-	-
Dato' YFC	Shareholder and director	Malaysian	20	20	-	-
Total			100	100		

4. SUBSIDIARY AND ASSOCIATED COMPANIES

The subsidiaries of NCT World as at the LPD are as follows:

Name of company	Date / Place of incorporation	Commencement date of operations	Share capital RM	Equity interest %	Principal activities
NLSB	26 February 2004 / Malaysia	10 November 2021	15,100,000	99.34 ⁽ⁱ⁾	Property development
NCSB	23 September 2002 / Malaysia	4 November 2024	6,000,000	100.0	Property development
BBSB	29 December 2006 / Malaysia	15 May 2024	100,000	100.0	Property development
NCT Century ⁽ⁱⁱ⁾	16 March 2020 / Malaysia	-(ii)	100	100.0	Investment holding

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

Name of company	Date / Place of incorporation	Commencement date of operations	Share capital RM	Equity interest %	Principal activities
NCT AI ⁽ⁱⁱ⁾	12 June 2024 / Malaysia	– ⁽ⁱⁱ⁾	100	100.0	Provision of digital transformation and energy-saving solutions as well as artificial intelligence based analytics and automation
NCT Smart Management ⁽ⁱⁱ⁾	29 April 2019 / Malaysia	– ⁽ⁱⁱ⁾	100	100.0	Provision of project management services

Notes:

(i) The Vendors collectively hold the remaining 0.66% equity interest in NLSB.

(ii) As at the LPD, NCT Century, NCT AI and NCT Smart Management have yet to commence operations.

As at the LPD, NCT World does not have any associated companies.

5. HISTORICAL FINANCIAL INFORMATION

A summary of the audited financial information of the NCT World Group for the past three (3) FYEs 31 December 2022, 31 December 2023 and 31 December 2024 and the unaudited five (5)-months FPE 31 May 2025 is as follows:

	Audited FYE 31 December			Unaudited five (5)-months FPE 31 May 2025
	2022 ⁽ⁱ⁾ RM'000	2023 ⁽ⁱ⁾ RM'000	2024 ⁽ⁱ⁾ RM'000	RM'000
Revenue	-	36,130	79,177	86,724
Gross profit	-	13,070	27,418	29,985
Profit before tax	(9,707)	(2,339)	5,835	20,463
PATAMI / (Loss after tax attributable to the owners of our Company) ("LAT")	(9,653)	(4,120)	885	14,406
PATAMI/(LAT) margin (%)	Not applicable	(11.40)	1.12	16.61
NA / (NL)	(11,882)	(15,999)	(15,114)	(708)
Non-controlling interest	31	25	58	166
Total borrowings	133,572	150,074	150,348	164,500
Issued share capital	100	100	100	100
No. of NCT World Shares in issue	100	100	100	100
Net earnings/(loss) per NCT World Share (RM'000)	(96.53)	(41.20)	8.85	144.06
NA/(NL) per NCT World Share (RM'000)	(118.82)	(159.99)	(151.11)	(7.08)
Current ratio (times)	0.08	0.78	0.82	0.67
Gearing ratio ⁽ⁱⁱⁱ⁾ (times)	-	-	-	-

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

Notes:

- (i) *In the FYE 31 December 2022, the subsidiaries of NCT World comprised NLSB and NCSB.*

In the FYE 31 December 2023, NCT World had acquired the entire equity interest of NCT Century for RM100.

In the FYE 31 December 2024, NCT World had acquired the entire equity interest of BBSB, NCT AI and NCT Smart Management for cash consideration of RM100,000, RM100 and RM100 respectively.

- (ii) *Not applicable due to the NL position of NCT World.*

Accounting policies and audit qualification

Based on the NCT World Group's audited financial statements for the past three (3) FYEs 31 December 2022, 31 December 2023 and 31 December 2024:

- (i) there were no exceptional or extraordinary items;
- (ii) there were no accounting policies adopted by the NCT World Group which are peculiar to the NCT World Group due to the nature of its business and the industry it operates in; and
- (iii) there were no audit qualifications for the financial statements of the NCT World Group.

FYE 31 December 2023 vs FYE 31 December 2022

The NCT World Group has yet to commence its property development activities in the FYE 31 December 2022. The LAT of RM9.65 million in the FYE 31 December 2022 was mainly attributable to the finance costs incurred amounting to RM7.67 million (including facility fees of RM1.32 million) in relation to the bank borrowings obtained to finance the acquisition of landbank for the NSIP Project. The LAT was also due to the sales and marketing expenses of RM0.58 million incurred during the financial year.

NLSB had launched phase 1 of the NSIP Project during the FYE 31 December 2023, which resulted in the NCT World Group recording revenue of RM36.13 million in the FYE 31 December 2023 and gross profit of RM13.1 million. Nonetheless, the NCT World Group had continued to record LAT of RM4.12 million in the FYE 31 December 2023 mainly due to the NCT World Group incurring total administrative cost of RM5.3 million, financing cost of RM10.4 million as well as income tax expenses of RM1.8 million during the FYE 31 December 2023.

FYE 31 December 2024 vs FYE 31 December 2023

The NCT World Group recorded revenue of RM79.18 million in the FYE 31 December 2024, representing an increase of RM43.05 million or 119.14% from the previous financial year. The increase in revenue in the FYE 31 December 2024 was mainly due to the full year contribution from phase 1 of NSIP Project as well as higher progress billings, due to higher stage of construction for phase 1 of NSIP Project during the financial year.

Notwithstanding the increase in revenue in the FYE 31 December 2024, the NCT World Group had recorded minimal PATAMI of RM0.89 million. This was mainly due to the corresponding increase in development costs of RM51.76 million, administrative costs (comprised mainly of staff salaries, project administration costs as well as sales and marketing expenses) of RM9.09 million as well as finance costs of RM12.80 million during the financial year.

The NL of the NCT World Group as at 31 December 2024 has improved slightly pursuant to the PATAMI of RM0.89 million in the FYE 31 December 2024.

Five (5)-month FPE 31 May 2025

The NCT World Group has recorded revenue and PATAMI of RM86.72 million and RM14.41 million for the five (5)-month FPE 31 May 2025. The increase in revenue and PATAMI during the financial period was mainly attributed to higher progress billings due to higher stage of construction for phase 1 of the NSIP Project.

The NL of the NCT World Group has reduced significantly to RM0.71 million as at 31 May 2025 in view of the PATAMI recorded by the NCT World Group of RM14.41 million in the 5-month FPE 31 May 2025. The total borrowings of the NCT World Group have increased by RM14.16 million or 9.43% in the five (5)-month FPE 31 May 2025 mainly due to additional borrowings obtained to finance the working capital requirements of the NSIP Project.

6. MATERIAL COMMITMENTS

As at the LPD, the board of directors of NCT World is not aware of any material commitments incurred or known to be incurred which upon becoming enforceable may have a material impact on the profits or NA of the NCT World Group.

7. CONTINGENT LIABILITIES

As at the LPD, the board of directors of NCT World is not aware of any contingent liabilities which, upon becoming due or enforceable, may have a material impact on the profits or NA of the NCT World Group.

8. MATERIAL CONTRACTS

Save for the Delapan JDA, the NCT World Group has not entered into any material contracts (not being a contract entered into in the ordinary course of business) within the two (2) years immediately preceding the date of this Circular.

9. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, the NCT World Group is not involved in any material litigation, claims and/or arbitration, either as plaintiff or defendant and the board of directors of NCT World is not aware of any proceedings, pending or threatened against the NCT World Group, or any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the NCT World Group.

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

10. INFORMATION ON THE NCT WORLD GROUP PROJECTS

The details of the NCT World Group Projects as at the LPD are as follows:

(a) NSIP Project

Registered owner	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
	NLSB and 33 other registered owners ⁽ⁱ⁾	NLSB	NCSB	NCSB	NLSB
Identification (Title and Lot No.)	249 subdivided titles held under Lot PT 54339, PT 54342, PT 54343, PT 54390 – PT 54483 (inclusive), PT 54498, PT 56923 – PT 57034 (inclusive), PT 57159 – PT 57197 (inclusive) (formerly PT 54344 – PT 54381 (inclusive)), all located within Mukim Tanjong Duabelas, District of Kuala Langat, Selangor ⁽ⁱⁱ⁾	Lot 84211 held under title no. PN 123921, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor	Lot(s) PT 34036 to PT 34040 (inclusive) held under title no(s). HSD 32461 to HSD 32465 (inclusive), all located within Mukim Tanjong Duabelas, District of Kuala Langat, Selangor	Lot(s) PT 80017 to PT 80019 (inclusive) held under title no(s). HSD 52376 to HSD 52378 (inclusive), all located within Mukim Tanjong Duabelas, District of Kuala Langat, Selangor	Lot 84213 held under title no. PN 123923, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor
Land area	: 10,022,449 sq ft or 931,116 square meters ("sqm") (including 68.54 acres of land allocated for public amenities and infrastructure pursuant to the approved development order)	10,024,429 sq ft or 931,300 sqm	10,293,690 sq ft or 956,315 sqm	317,299 sq ft or 29,478 sqm	1,244,308 sq ft or 115,600 sqm

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

Tenure	Phase 1				Phase 2				Phase 3				Phase 4				Phase 5			
	Leasehold term of 98 years expiring on 6 December 2121, in respect of PT 54339, PT 54342 – PT 54343 (inclusive), PT 54390 – PT 54483 (inclusive), PT 54498				Leasehold interest for a term of 99 years, expiring on 6 December 2121				Leasehold interest for a term of 99 years with a lease extension of additional 31 years, expiring on 24 January 2123 in respect of all titles				Leasehold interest for a term of 99 years with an extension of additional 32 years, expiring on 24 January 2124, in respect of all titles				Leasehold interest for a term of 99 years, expiring on 6 December 2121			
Description Existing Proposed usage	On-going mixed development of the NSIP Project comprising of 140 units of semi-detached factories, 43 units of detached factories, 48 units of clustered factories, 39 units of terraced factories, 11 parcels of industrial plots, 1 corporate office, 1 command centre, 2 centralised labour quarters together with a food				Proposed to be developed as part of the NSIP Project comprising of 128 units of semi-detached factories, 31 units of detached factories, 40 units of clustered factories, 136 units of terraced factories, 18 parcels of industrial plots and a telecommunication tower				Proposed to be developed as part of the NSIP Project comprising of 35 parcels of industrial plots				Vacant land which forms part of the NSIP Project				Proposed to be developed as part of the NSIP Project comprising 132 units of 2-storey shop offices, 24 units of 3-storey shop offices and 31 units of affordable strata shop offices			

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
	court and 1 sports complex with car park facility and a telecommunication tower ⁽ⁱⁱⁱ⁾				
Category of land use :	“Bangunan” in respect of PT 54339, PT 54342, PT 54343, PT 57033, PT 57034	“Pertanian” ^(x)	“Pertanian” in respect of all titles ^(x)	“Pertanian” in respect of all titles ^(x)	“Pertanian” ^(x)
	“Industri” in respect of PT 54390 – PT 54483 (inclusive), PT 54498, PT 56923 – PT 57032 (inclusive), PT 57159 – PT 57197 (inclusive) (formerly PT 54344 – PT 54381 (inclusive))				
Express conditions :	“Bangunan Perniagaan” in respect of PT 54339, PT 54342, PT 54343, PT 57033, PT 57034	“Tanaman Kekal (Industri)”	“Pertanian” in respect of all titles	“Pertanian” in respect of all titles	“Tanaman Kekal (Industri)”
	“Industri Ringan” in respect of PT 57159 – PT 57197 (inclusive) (formerly PT 54344 – PT 54381 (inclusive))				
	“Industri Sederhana” in respect of PT 54390 – PT 54483 (inclusive), PT 54498, PT 56923 – PT 57032 (inclusive)				

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
Restriction-in-interest :	"Tanah ini tidak boleh dipindahtamlik, dipajak atau digadai melainkan setelah mendapat kebenaran Pihak Berkuasa Negeri", in respect of all titles	"Tanah ini tidak boleh dipindahtamlik, dipajak atau digadai melainkan setelah mendapat kebenaran Pihak Berkuasa Negeri"	"Tanah ini boleh dipindahtamlik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri", in respect of all titles	"Tanah ini boleh dipindahtamlik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri", in respect of all titles	"Tanah ini tidak boleh dipindahtamlik, dipajak atau digadai melainkan setelah mendapat kebenaran Pihak Berkuasa Negeri"
Encumbrances :	Nil, save as those disclosed in Note (iv) below	i) Charged to AmBank (M) Behad vide Presentation No. 001SC51159/2023 registered on 14 June 2023 ii) Private caveat registered by AmBank (M) Behad vide Presentation No. 001B13398/2023 on 29 March 2023	i) Charged to MBSB Bank Behad vide Presentation No. 001SC98674/2022, registered on 15 September 2022, in respect of Lot PT 34036 ii) Charged to MBSB Bank Behad vide Presentation No. 001SC98692/2022, registered on 15 September 2022, in respect of Lots PT 34037 to PT 34040	Nil	i) Charged to AmBank (M) Behad vide Presentation No. 001SC32960/2023, registered on 17 April 2023 ii) Private caveat registered by AmBank (M) Behad vide Presentation No. 001B13398/2023 on 29 March 2023
Residual as at the Valuation Date ^(v) : GDV	RM1,436.61 million	RM1,373.80 million	RM789.72 million	Not applicable	RM216.19 million
Residual as at the Valuation Date ^{(v)(vi)} : GDC	RM1,000.84 million	RM986.09 million	RM438.84 million	Not applicable	RM159.53 million
Residual / Total GDP	RM435.77 million	RM387.71 million	RM350.88 million	Not applicable	RM56.66 million

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
Commencement date / Expected completion date	April 2023 / December 2027	2 nd half of 2025 / 1 st half of 2029	2 nd half of 2025 / 2 nd half of 2028	Not applicable	2 nd half of 2025 / December 2027
Percentage of completion as at the Valuation Date	37%	5% ^(viii)	11% ^(viii)	11% ^(viii)	19% ^(viii)
No. of units sold as at the Valuation Date / % of units sold as at the Valuation Date	130 units / 46%	None ^(ix)	None ^(ix)	None ^(ix)	None ^(ix)
Relevant approvals obtained and date obtained	<p>As at the LPD, the following have been obtained:</p> <p>i) approval for development order by Majlis Perbandaran Kuala Langat (“MPKL”) on 6 April 2023 (as amended on 24 November 2023 and 16 May 2024) and 27 August 2024.</p> <p>ii) approval for building plan (for terraced factories, semi-detached factories, and detached factories) by MPKL on 30 August 2023, 13 September 2024</p> <p>As at the LPD, approval for development order by MPKL was obtained on 4 July 2025. The approval for building plan has yet to be obtained.</p>				
			None	None	None

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

	Phase 1 and 12 December 2024.	Phase 2	Phase 3	Phase 4	Phase 5
Market value ^(v) :	RM359.50 million	RM285.00 million	RM276.70 million	RM10.50 million	RM50.30 million
Method of valuation ^(vii) :	Residual Method	Residual Method and Comparison Approach	Comparison Approach and Residual Method	Comparison Approach	Comparison Approach and Residual Method
Audited NBV of the NSIP Project as at 31 December 2024 :	←		RM327.57 million		→

Notes:

- (i) As at the LPD, NLSB is the registered proprietor of all lands save for Lot PT54390, PT54391, PT54393, PT54394, PT54396 – PT54405, PT54416, PT54419, PT54421, PT54423, PT54426 – PT54431, PT54433, PT54438, PT54440, PT54441, PT54443, PT54445 – PT54448 and PT54452 which have been sold and transferred to third-party end purchasers. As at the LPD, the sales and purchase agreements for these respective plots of land are still pending completion as they are still subject to, *inter-alia*, full settlement of the purchase consideration.
- (ii) As at the LPD, Phase 1 of the NSIP Project has 249 issued subdivided titles, out of which, 20 of the issued subdivided titles (i.e. Lot PT 54463 – PT 54482 (inclusive) are approved for further surrender and re-alienation via the issuance of 48 new titles pursuant to the letter from Pejabat Daerah dan Tanah Kuala Langat dated 17 January 2025.
- (iii) It is the intention of NCT World to retain the corporate office, 2 centralised labour quarters, a command centre, a sports complex and a car park podium as investment properties.

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

(iv) As at the LPD, some of the lands are subject to encumbrances, the particulars of which are set out below:

Lot	Encumbrances
PT 54339, PT 54342, PT 54343, PT 54407 – PT 54409, PT 54413, PT 54425, PT 54432, PT 54434 – PT 54437, PT 54439, PT 54449, PT 54453, PT 54459, PT 54461, PT 54463 – PT 54483, PT 54498, PT 57159 – PT 57197	<p>Registrar's caveat vide Presentation No. 001B28598/2023 registered on 3 July 2023 and Presentation No. 00B60095/2025 registered on 8 September 2025*</p> <p>Note *:</p> <p>Pursuant to the letter issued by Pejabat Tanah dan Galian Negeri Selangor dated 19 April 2023 ("Approval Letter 1"), the application by NLSB for the implementation of incentives in respect of the NSIP Project under the IDRISS was approved. Following the surrender of the former master title (i.e. HSD 50097 PT 53778, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor) and its re-alienation for subdivision in accordance with the approved plans, an additional premium will be imposed based on the new approved land value and area. In accordance with the terms of the Approval Letter 1, NLSB paid a sum of RM3,000,000.00 as an initial payment on account of the additional premium payable under the special premium incentive scheme on 12 June 2023. The Approval Letter 1 further provided that all titles registered under this scheme will be endorsed with a registrar's caveat to safeguard the State Authority's interest in ensuring full collection of the additional premium.</p> <p>Subsequently, by a letter issued by Pejabat Tanah dan Galian Negeri Selangor dated 26 September 2023 ("Approval Letter 2"), NLSB was notified that the total additional premium of RM46,842,960.50 is payable, based on the latest land valuation by the Valuation and Property Services Department, Sepang. Under the Approval Letter 2, NLSB is required to settle the prescribed premium for each subdivided title prior to any transfer of ownership or the issuance of the Certificate of Completion and Compliance. Upon payment of the prescribed premium in connection with the sale of the land to the end purchaser, the registrar's caveat will be removed accordingly.</p>
PT 54390 – PT 54406, PT 54410 – PT 54431, PT 54433, PT 54438, PT 54440 – PT 54448, PT 54450 – PT 54452, PT 54455 – PT 54458, PT 54460, PT 54462, PT 56955, PT 56957, PT 56958, PT 56971, PT 56989, PT 56990, PT 56998 – PT 57000, PT 57003, PT 57004, PT 57014, PT 57020, PT 57022, PT 57030	Containing private caveats registered by financial institutions and/or being charged to financial institutions.

(v) Based on the market value ascribed by Knight Frank vide the Valuation Certificate.

(vi) Our Group intends to fund the remaining development costs via a combination of internally generated funds, bank borrowings and/or progress billings, the exact breakdown of which shall be determined at a later date after taking into consideration the gearing level of our Group, interest costs as well as internal cash requirements for our Group's business operations.

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

(vii) The details of the valuation methods adopted by Knight Frank are as follows:

No.	Description	Methodology
1.	Phase 1 of NSIP Project	<p>The Valuer has adopted the income approach by residual method ("Residual Method") for the valuation of phase 1 of the NSIP Project. In this respect, the Valuer has adopted the Residual Method as the only preferred method of valuation for parcels which has obtained planning approval / on-going phases which are under construction and already achieved sales and progress billings.</p> <p>The Residual Method is based on the premise that the price which a purchaser can pay for a property is the present value of the surplus amount or residual value after deducting out the full cost of development (GDC) and profit from the sales proceeds (GDV) of the completed development, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the current market value.</p>
2.	Phase 2 of NSIP Project	<p>The Valuer has adopted the Residual Method as the primary method for the valuation of phase 2 of the NSIP Project and the comparison method of valuation ("Comparison Approach") as check after taking into consideration phase 2 of the NSIP Project has obtained the planning approval but yet to be launched as at the Valuation Date.</p> <p>The Comparison Approach considers the sales of similar or substitute properties and related market data and establishes a value estimate by adjustments made for differences in factors that affect value. In general, a property being valued (subject property) is compared with sales of similar properties that have been transacted in the open market. Listings and offers may also be considered.</p>
3.	Phase 3 and phase 5 of NSIP Project	<p>The Valuer has adopted the Comparison Approach as the primary method for the valuation of phase 3 and phase 5 of the NSIP Project and the Residual Method as check after taking into consideration the planning approval for phase 3 and phase 5 of the NSIP Project has been submitted to the authority but pending approval as at the Valuation Date.</p>
4.	Phase 4 of NSIP Project	<p>The Valuer has adopted the Comparison Approach as the sole method of valuation in view that phase 4 of the NSIP Project comprise of vacant agricultural land.</p>

(viii) Being percentage of work done for earthworks and common infrastructure works.

(ix) The sales for this phase of the NSIP Project has yet to commence as at the Valuation Date.

(x) The category of land use for phase 2 and phase 3 of the NSIP Project will be converted from "Pertanian" to "Industri" while phase 5 of the NSIP Project will be converted from "Pertanian" to "Bangunan". Based on the letter issued by Pejabat Tanah dan Galian Selangor, the conversion premium payable for phase 2 of the NSIP Project is RM40.4 million and is payable to the Selangor State Treasurer prior to transfer of ownership or the issuance of the Certificate of Completion and Compliance. As at the LPD, the quantum and manner in which the conversion premium for phases 3 and 5 of the NSIP Project payable has yet to be determined by Pejabat Tanah dan Galian Selangor. Nonetheless, the indicative conversion premium payable for phases 3 and 5 of the NSIP Project amounts to approximately RM54.78 million which forms part of the GDC for the NSIP Project.

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

(b) NIS Project

- Registered owner : Northern Gateway
- Identification (Title and Lot No.) : A portion of parent Lot No.(s) PT 2250, Lot 61705 (formerly PT 2281) and Lot 61708 (formerly PT 2284) held under Master Title No(s). HSD 24542, GRN 222802 (formerly HSD 24623) and GRN 222804 (formerly HSD 24626), all located within Bandar Bukit Kayu Hitam, District of Kubang Pasu, Kedah Darul Aman
- Total development area : 122.41 acres
- Tenure : Freehold in respect of all titles
- Description / Existing / Proposed usage : Comprising the following proposed development:

Industrial development

Phase	Development component
Phase 1	9 units of detached factory, 20 units of clustered factory and 14 units of semi-detached factory
Phase 2	5 units of detached factory, 8 units of semi-detached factory and 44 units of terraced factory
Phase 3	9 units of detached factory and 14 units of semi-detached factory
Phase 4	5 units of detached factory and 8 units of semi-detached factory
Phases 5 to 8	A piece of land earmarked for future industrial development

Commercial development

Phase	Development component
Phase 1	1 duty-free complex, 2 blocks of commercial building comprising 48 units of stratified retail lots, 46 units of terraced shop/office and 1 drive-thru retail
Phases 2 to 5	A piece of land earmarked for future commercial development

- Category of land use⁽ⁱ⁾ : Agriculture
- Restriction in interests : None in respect of all titles
- Express conditions : Lot(s) 61705 and 61708 (formerly PT 2281 and PT 2284)
- i) Tanah yang terkandung dalam hak milik ini hendaklah ditanam dengan pokok getah.
 - ii) Walau bagaimanapun, tanaman-tanaman lain boleh juga ditanam di atas tanah ini dengan syarat pemilik tanah hendaklah memberitahu Pentadbiran Tanah terlebih dahulu akan pertukaran jenis tanaman itu serta keluasan tanamannya.

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

- iii) Tidak lebih dari 1/5 bahagian kesemua tanah atau 2 hektar atau mana-mana yang kurang boleh digunakan untuk bangunan yang dibenarkan oleh Seksyen 115(4) Kanun Tanah Negara.
- iv) Tanaman ketum atau lain-lain tanaman yang terkandung dalam Akta Dadah Berbahaya 1952 adalah dilarang ditanam di atas tanah ini.

Lot No.(s) PT 2250

- i) Tanah yang terkandung dalam hak milik ini hendaklah ditanam dengan pokok getah. Walau bagaimanapun, tanaman-tanaman lain boleh juga ditanam di atas tanah ini dengan syarat pemilik tanah hendaklah memberitahu Pentadbiran Tanah terlebih dahulu akan pertukaran jenis tanaman itu serta keluasan tanamannya.
- ii) Tidak lebih dari 1/10 bahagian daripada tanah ini boleh digunakan untuk bangunan-bangunan yang dibenarkan oleh Seksyen 115(4) Kanun Tanah Negara.

Encumbrances : Nil

Endorsement : Nil

GDV as at the Valuation Date⁽ⁱⁱ⁾ : RM604.61 million

GDC as at the Valuation Date^{(ii)(iv)} : RM574.58 million

Estimated Northern Gateway's entitlement^{(iv)(v)} : RM122.64 million

Estimated GDP⁽ⁱⁱⁱ⁾ : RM30.03 million

Expected commencement / completion date of the development :

	Expected commencement date	Expected completion date
Industrial development		
Phase 1	2 nd quarter of 2025	4 th quarter of 2027
Phase 2	1 st quarter of 2026	2 nd quarter of 2028
Phase 3	3 rd quarter of 2026	4 th quarter of 2028
Phase 4	1 st quarter of 2027	2 nd quarter of 2029
Phases 5 to 8	4 th quarter of 2027	4 th quarter of 2030
Commercial development		
Phase 1	4 th quarter of 2025	4 th quarter of 2028
Phase 2	2 nd quarter of 2026	2 nd quarter of 2030
Phase 3	4 th quarter of 2026	3 rd quarter of 2029
Phase 4	2 nd quarter of 2027	2 nd quarter of 2030
Phase 5	2 nd quarter of 2028	2 nd quarter of 2030

Percentage of completion as at the Valuation Date : Nil

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

No. of units sold as at the Valuation Date / % of units sold as at the Valuation Date : As at the Valuation Date, the sales of the NIS Project have yet to commence.

Relevant approvals obtained and date : As at the LPD, the following approvals have been obtained:

- (a) approvals for development order by Majlis Perbandaran Kubang Pasu ("**MPKP**") on 4 May 2025, 30 April 2025, 1 July 2025, 20 July 2025 and 3 August 2025.
- (b) approvals for building plan by MPKP for Phase 1A, Phase 1B and Phase 1C of the industrial development by MPKP on 20 July 2025.
- (c) approval for earthwork by MPKP on 6 July 2025.
- (d) approval for road and drainage work for NIS Project by MPKP on 16 July 2025.

Market value^(vi) : RM18.90 million

Method of valuation : Residual Method

Audited NBV as at 31 December 2024 : RM175,760

Notes:

- (i) *As at LPD, the relevant application for the conversion of land use to "Industrial/Commercial" has yet to be submitted. Nonetheless, in accordance with the term of the Delapan JDA, the premium payable for the conversion of the category of land use shall be borne by the Landowner.*
- (ii) *Extracted from the Valuation Certificate.*
- (iii) *The estimated GDP was arrived at after deducting the estimated Landowners' Entitlement and developers' profit.*
- (iv) *Our Group intends to fund the remaining development costs (inclusive of Landowners' Entitlement) via a combination of internally generated funds, bank borrowings and/or progress billings, the exact breakdown of which shall be determined at a later date after taking into consideration the gearing level of our Group, interest costs as well as internal cash requirements for our Group's business operations.*
- (v) *Pursuant to a letter dated 30 May 2025, Northern Gateway has agreed for the Landowners' Entitlement to be calculated based on RM23.00 per sq ft over the gross land area.*
- (vi) *Being the market value ascribed by the Valuer vide the Valuation Certificate.*

APPENDIX III - SALIENT TERMS OF THE NCT RCPS

Issuer	:	Our Company
Issue Size	:	917,201,496
Issue Price	:	RM0.48 each
Form and Denomination	:	The Consideration RCPS shall be issued in registered form and shall be denominated in RM
Tenure	:	Five (5) years commencing from the RCPS Issue Date up to the RCPS Maturity Date (both dates inclusive)
Issue Date of the Consideration RCPS ("RCPS Issue Date")	:	Date of issuance of the Consideration RCPS
Maturity Date of the Consideration RCPS ("RCPS Maturity Date")	:	The Market Day immediately before the 5th anniversary of the RCPS Issue Date
Preferential Dividend	:	<p>The Consideration RCPS shall carry the right to receive preferential dividends out of the distributable profits of our Company at a preferential dividend rate of 6.50% per annum.</p> <p>The declaration and payment of such preferential dividends, shall be at the sole discretion of the Board, and our Company shall not be under any obligation to declare or pay dividends in any given year, even in the event our Company has distributable profits.</p> <p>Such preferential dividend may be paid out of our Company's retained and/or current financial year distributable profits and, subject to the availability of such profits and declaration by the Board, shall be paid annually in arrears.</p> <p>Any portion of the dividends declared but unpaid shall be cumulative and may be paid in any of the following financial years of our Company or upon maturity of the Consideration RCPS.</p> <p>The Consideration RCPS that have already been converted into new NCT Shares and/or redeemed by our Company shall not be entitled to any dividend.</p>
Conversion Mode	:	The conversion of the Consideration RCPS will not require any cash payment from the Consideration RCPS holders. The Consideration RCPS holders shall, upon conversion, surrender the requisite number of Consideration RCPS for cancellation by our Company.
Conversion Period	:	The period from and including the RCPS Issue Date up to 5.00 p.m. on the business day immediately before the RCPS Maturity Date.

APPENDIX III - SALIENT TERMS OF THE NCT RCPS (Cont'd)

Conversion Rights	:	<p>Holders of the Consideration RCPS shall be entitled to convert each Consideration RCPS held at any time during the Conversion Period based on the Conversion Ratio.</p> <p>Unless previously redeemed or converted or purchased and cancelled, all outstanding Consideration RCPS will be mandatorily converted into new NCT Shares on the Maturity Date.</p>
Conversion Ratio	:	<p>The conversion ratio is one (1) RCPS for one (1) new NCT Share, subject to adjustments in the event of any alteration to the share capital of our Company.</p>
Adjustment to Conversion Ratio	:	<p>The conversion ratio shall be one (1) RCPS to one (1) new NCT Share, subject to adjustments from time to time at the determination of the Board in the event of any alteration to our 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 our Constitution.</p>
Redemption Period	:	<p>The period from and including the RCPS Issue Date up to 5.00 p.m. on the business day immediately before the RCPS Maturity Date</p>
Redemption Price	:	<p>Equivalent to the RCPS Issue Price</p>
Redemption	:	<p>Our Company may, subject to Section 72 of the Act, at any time during the Redemption Period, redeem the Consideration RCPS in whole or part thereof of the outstanding Consideration RCPS at the Redemption Price in cash by giving our Company no less than fourteen (14) business days' written notice prior to the date of the redemption.</p> <p>The redemption price per Consideration RCPS is the aggregate of the RCPS Issue Price and any and all unpaid preferential dividend up to and including the redemption date. For the avoidance of doubt, the RCPS holders shall not have the right to require our Company to redeem the Consideration RCPS. All Consideration RCPS which are redeemed shall be cancelled and shall not be reissued.</p>
Transferability	:	<p>The Consideration RCPS shall be transferable only by instrument in writing in the usual or common form or such other form as the Board and/or relevant authorities (where required) may approve.</p>
Selling Restrictions	:	<p>The Consideration RCPS shall not be offered, sold, transferred or otherwise disposed, directly or indirectly other than to persons falling within any of the categories of persons or in the circumstances specified under the following schedules of the CMSA:</p> <p><u>Selling Restrictions at Issuance</u> Schedule 6 or Section 229(1)(b), Schedule 7 or Section 230 (1)(b)</p> <p><u>Selling Restrictions Thereafter</u> Schedule 6 or Section 229(1)(b)</p>
Listing status	:	<p>The Consideration RCPS will not be listed, quoted or traded on Bursa Securities or any stock exchange.</p> <p>The new NCT Shares to be issued upon conversion of the Consideration RCPS shall be listed on the Main Market of Bursa Securities.</p>

APPENDIX III - SALIENT TERMS OF THE NCT RCPS (Cont'd)

- Ranking of the Consideration RCPS : The Consideration RCPS are unsecured and shall rank equally in all respects among themselves. The Consideration RCPS shall rank behind all secured and unsecured debt obligations of NCT.
- The Consideration RCPS shall rank in priority to the NCT Shares in any repayment of capital in the event of liquidation, dissolution or winding-up of our Company, provided that the Consideration RCPS holders shall not be entitled to participate in any surplus capital, assets or profits of our Company.
- Ranking of new NCT Shares to be issued upon conversion of the RCPS : The new NCT Shares to be issued upon conversion of the Consideration RCPS shall rank equally in all respects with the then existing NCT Shares, save and except that the holders of the new NCT Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, where the entitlement date is prior to the date of allotment and issuance of such new NCT Shares.
- Governing law : Laws of Malaysia

APPENDIX IV - DETAILS OF THE PROPOSED AMENDMENTS

The Constitution of the Company shall be amended in the following manner:

Clause to be amended	Existing Provision	Amended Provision																				
To insert new definitions in Clause 1	-	<table><tr><th>Words</th><th>Meanings</th></tr><tr><td>CMSA</td><td>Capital Markets and Services Act 2007</td></tr><tr><td>Conversion Period</td><td>The period from and including the Issue Date up to 5.00 p.m. on the business day immediately before the Maturity Date.</td></tr><tr><td>Issue Date</td><td>Date of issuance of the RCPS</td></tr><tr><td>Issue Price</td><td>Issue price of RM0.48 per RCPS</td></tr><tr><td>Maturity Date</td><td>The Market Day immediately before the 5th anniversary of the Issue Date.</td></tr><tr><td>NCT Share(s)</td><td>Ordinary shares in the Company</td></tr><tr><td>RCPS</td><td>Redeemable Convertible Preference Shares</td></tr><tr><td>RCPS Tenure</td><td>Five (5) years commencing from the Issue Date up to the Maturity Date (both dates inclusive).</td></tr><tr><td>Redemption Period</td><td>The period from and including the Issue Date up to 5.00 p.m. on the business day immediately before the Maturity Date.</td></tr></table>	Words	Meanings	CMSA	Capital Markets and Services Act 2007	Conversion Period	The period from and including the Issue Date up to 5.00 p.m. on the business day immediately before the Maturity Date.	Issue Date	Date of issuance of the RCPS	Issue Price	Issue price of RM0.48 per RCPS	Maturity Date	The Market Day immediately before the 5th anniversary of the Issue Date.	NCT Share(s)	Ordinary shares in the Company	RCPS	Redeemable Convertible Preference Shares	RCPS Tenure	Five (5) years commencing from the Issue Date up to the Maturity Date (both dates inclusive).	Redemption Period	The period from and including the Issue Date up to 5.00 p.m. on the business day immediately before the Maturity Date.
Words	Meanings																					
CMSA	Capital Markets and Services Act 2007																					
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Redemption Period	The period from and including the Issue Date up to 5.00 p.m. on the business day immediately before the Maturity Date.																					
To insert new Clause 7A after the existing Clause 7	-	<p>7A. RCPS</p> <p>The RCPS shall be issued on the following terms and confer on their holders the rights specified below:</p> <p>(a) Preferential Dividend</p> <p>(i) The RCPS shall carry the right to receive preferential dividends out of the distributable profits of the Company at a preferential dividend rate of 6.50% per annum.</p> <p>(ii) The declaration and payment of such preferential dividends, shall be at the sole discretion of the Board, and the Company shall not be under any obligation to declare or pay dividends in any given year, even in the event the Issuer has distributable profits.</p> <p>(iii) Such preferential dividend may be paid out of the Company's retained and/or current financial year distributable profits and, subject to the availability of such profits and declaration by the Board, shall be paid annually in arrears.</p>																				

APPENDIX IV - DETAILS OF THE PROPOSED AMENDMENTS (Cont'd)

Clause to be amended	Existing Provision	Amended Provision
		<p>(iv) Any portion of the preferential dividends declared but unpaid shall be cumulative and may be paid in any of the following financial years of the Company or upon maturity of the RCPS.</p> <p>(v) The RCPS that have already been converted into new NCT Shares and/or redeemed by the Company shall not be entitled to any preferential dividends.</p> <p>(b) Conversion Mode</p> <p>The conversion of the RCPS will not require any cash payment from the RCPS holders. The RCPS holders shall, upon conversion, surrender the requisite number of RCPS for cancellation by the Company.</p> <p>(c) Conversion Rights</p> <p>(i) Holders of the RCPS shall be entitled to convert each RCPS held at any time during the Conversion Period based on the conversion ratio of one (1) RCPS for one (1) new NCT Share ("Conversion Ratio"). Unless previously redeemed or converted or purchased and cancelled, all outstanding RCPS will be mandatorily converted into new NCT Shares on the Maturity Date.</p> <p>(ii) The Conversion Ratio shall be subject to adjustments from time to time at the determination of the Board 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 this Constitution.</p> <p>(d) Redemption</p> <p>(i) The Company may, subject to Section 72 of the Act, at any time during the Redemption Period, redeem the RCPS in whole or part thereof of the outstanding RCPS at the redemption price (which is equivalent to the Issue Price) in cash by giving the Company no less than fourteen (14) business days' written notice prior to the date of the redemption.</p> <p>(ii) The redemption price per RCPS is the aggregate of the Issue Price and any and all unpaid preferential dividend up to and including the redemption date. For the avoidance of doubt, the RCPS holders shall not have the right to require the Company to redeem the RCPS. All RCPS which are redeemed shall be cancelled and shall not be reissued.</p> <p>(e) Transferability</p> <p>The RCPS shall be transferable only by instrument in writing in the usual or common form or such other form as the Board and/or relevant authorities (where required) may approve.</p>

APPENDIX IV - DETAILS OF THE PROPOSED AMENDMENTS (Cont'd)

Clause to be amended	Existing Provision	Amended Provision
		<p>(f) Selling Restrictions</p> <p>The RCPS shall not be offered, sold, transferred or otherwise disposed, directly or indirectly other than to persons falling within any of the categories of persons or in the circumstances specified under the following schedules of the CMSA:</p> <p><u>Selling Restrictions at Issuance</u> Schedule 6 or Section 229(1)(b), Schedule 7 or Section 230 (1)(b) of the CMSA</p> <p><u>Selling Restrictions Thereafter</u> Schedule 6 or Section 229(1)(b) of the CMSA</p> <p>(g) Listing status</p> <p>(i) The RCPS will not be listed, quoted or traded on Bursa Securities or any stock exchange.</p> <p>(ii) The new NCT Shares to be issued upon conversion of the RCPS shall be listed on the Main Market of Bursa Securities.</p> <p>(h) Ranking</p> <p>(i) The RCPS are unsecured and shall rank equally in all respects among themselves. The RCPS shall rank behind all secured and unsecured debt obligations of the Company.</p> <p>(ii) The RCPS shall rank in priority to the NCT Shares in any repayment of capital in the event of liquidation, dissolution or winding-up of the Company, provided that the RCPS holders shall not be entitled to participate in any surplus capital, assets or profits of the Company.</p> <p>(iii) The new NCT Shares to be issued upon conversion of RCPS shall rank equally in all respects with the then existing NCT Shares, save and except that the holders of the new NCT Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, where the entitlement date is prior to the date of allotment and issuance of such new NCT Shares.</p>