NCT ALLIANCE BERHAD ("NCT" OR THE "COMPANY")

PROPOSED SUBSCRIPTION BY NCT WORLD SDN. BHD. ("NCTW"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF EIGHT (8) NEW ORDINARY SHARES IN SEMANJA MURNI SDN. BHD. ("SMSB"), REPRESENTING 80% OF THE ENLARGED EQUITY INTEREST IN SMSB FOR A TOTAL SUBSCRIPTION CONSIDERATION OF RM53,000,000 ("PROPOSED SUBSCRIPTION")

(Unless otherwise stated, all abbreviations and definitions used herein shall have the same meanings as those defined in the Company's announcements dated 31 March 2026, 15 May 2026 and 18 May 2026 in relation to the Proposed Subscription ("Announcements").)

1. INTRODUCTION

Reference is made to the Announcements, the Board wishes to announce that NCTW, a wholly-owned subsidiary of the Company, had on 13 November 2026 entered into a Supplemental Agreement ("Supplemental Agreement") with See Cherng Jye and Dato Sri Sim See Hua (collectively, the "Existing Shareholders") and SMSB to vary certain terms and conditions of the Shares Subscription and Shareholders' Agreement dated 15 May 2026 ("Principal SSSA") ("SSSA Variations").

2. DETAILS OF THE SSSA VARIATIONS

Pursuant to the Supplemental Agreement, the parties have mutually agreed to vary, among others, the following terms of the Principal SSSA:

(a) Revision of Subscription Price

The aggregate subscription price for the eight (8) new ordinary shares in SMSB has been revised from RM53,000,000 to RM54,060,000 ("Revised Subscription Price").

The Proposed Subscription will continue to represent 80% of the enlarged equity interest in SMSB upon completion.

(b) Revision of Payment Terms

The Revised Subscription Price shall be payable by NCTW to SMSB in the following manner:

No.	Payment Terms	Amount (RM)
1.	Earnest Deposit paid on 31 March 2026, receipt of which was acknowledged by SMSB on 1 April 2026	3,180,000
2.	Balance Deposit payable upon execution of the Principal SSSA	7,420,000
3.	Additional Deposit payable on or before 15 November 2026	1,060,000
4.	Balance Subscription Price payable within two (2) months from the Unconditional Date ("Completion Period") or such further period as the parties may mutually agree in writing	42,400,000
	Total Revised Subscription Price	**54,060,000**

(c) Revision of Conditions Precedent

The conditional period for the fulfilment of the Conditions Precedent has been revised from six (6) months to seven (7) months from the date of the Principal SSSA.

(d) Revision of Effective Date

The Effective Date shall take place on the date on which SMSB receives the Balance Subscription Price in full from NCTW within the Completion Period, in accordance with the terms of the Principal SSSA, as amended by the Supplemental Agreement.

(e) Additional Deposit

The Additional Deposit of RM1,060,000 is non-refundable and shall be retained by SMSB in the event the Principal SSSA is terminated.

All other terms of the Principal SSSA shall remain unchanged.

3. RATIONALE FOR THE SSSA VARIATIONS

The SSSA Variations are intended to facilitate the continuation and completion of the Proposed Subscription by revising the subscription consideration, payment arrangements and completion timeline, while providing the parties with additional time to fulfil the Conditions Precedent.

4. EFFECTS OF THE SSSA VARIATIONS

The SSSA Variations will not have any effect on the issued share capital or the shareholdings of the substantial shareholders of NCT.

The SSSA Variations will also not have any effect on the earnings, net assets or the gearing of the NCT Group.

5. APPROVALS REQUIRED

The SSSA Variations is not subject to the approval of the shareholders of the Company or any other relevant authorities.

6. DIRECTORS' STATEMENT

The Board, after having considered all aspects of the SSSA Variations is of the opinion that the SSSA Variations is in the best interest of the Company.

7. DOCUMENT FOR INSPECTION

A copy of the Supplemental Agreement is available for inspection at the registered office of NCT at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan during normal office hours from Monday to Friday (except public holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 13 November 2026.