

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 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



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://srmv.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	: Grorich 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	: 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: (a) ten percent (10%) or more of the total number of voting shares in our Company; or (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.
	For the purpose of this definition, “ interest ” shall have the meaning of “ interest in shares ” given in Section 8 of the Act.
	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
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 Tanjung 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 Certificate	Valuation : 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
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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
		<ul style="list-style-type: none">(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: <ul style="list-style-type: none"> 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; ii) appoint the relevant consultants to prepare all such documentations or necessary supporting information, data, or report thereto; iii) actively engage in negotiations, and communication with the relevant authorities for the purposes of securing the relevant approvals; and 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 IDRISI. IDRISI 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 IDRISI spans a total land size of circa 40,000 acres and has an estimated GDV of RM1 trillion.

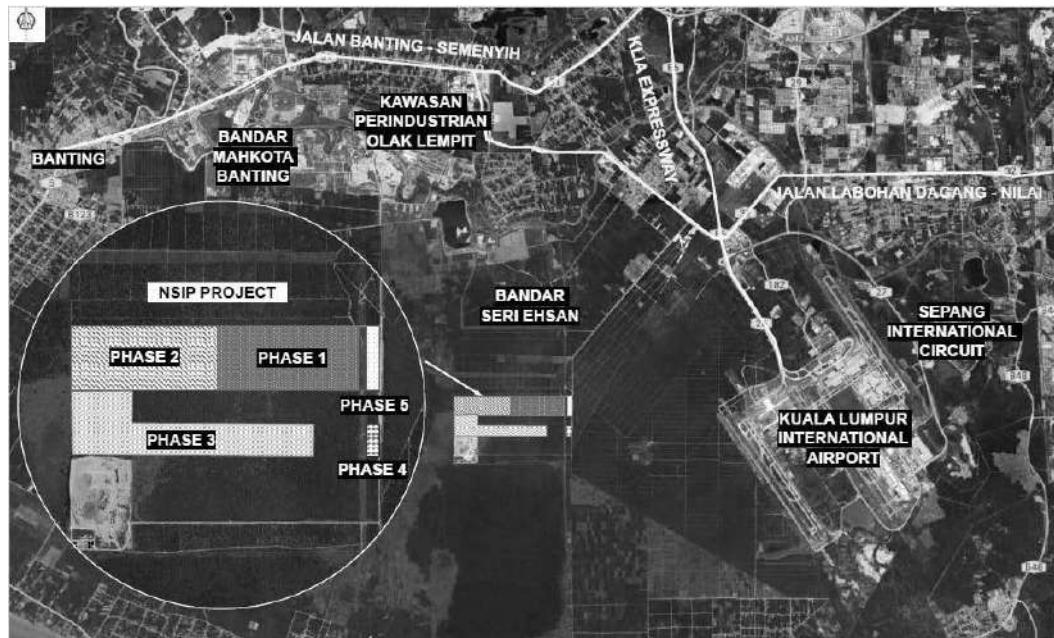
The NSIP Project is strategically located in outer Klang Valley (within Kuala Langat district) and accessible via many major roads and highways. It is within close proximity to the KLIA, the central hub for the air cargo terminal, which is located approximately 14km driving distance away and Port Klang (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 Millennium 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			Principal activities
		Position	Equity interest	Position	Equity interest			
1.	YBG Yap	Shareholder / Director	80%	Shareholder / Director	20%			Investment holding
2.	NCT Venture	Shareholder	80%	Shareholder	20%			Provision of management services and investment holding
	<u>Subsidiaries of NCT Venture:</u>							
	- Galeri Tropika Sdn Bhd	Director	-	Director	-			Property development
	- NCT Capital Sdn Bhd ⁽ⁱ⁾	-		-				Property development
	- NCT United Development Sdn Bhd							Property development
	- Pembinaan Maka Cemerlang Sentirian 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%			Property development
4.	Pembinaan Mentaari Jati Sentirian Berhad ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%			Property development
5.	Pramilia Development Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%			Property development
6.	Treeville Resort Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%			Property development
7.	NCity Holdings Sdn Bhd	Shareholder / Director	30%	-	-			Investment holding
	<u>Subsidiary of NC City Holdings Sdn Bhd:</u>							
	- Skill Forward Solutions Sdn Bhd	Director		Director				Training and consultancy services
8.	Arena Ceria Sdn Bhd	Shareholder / Director	80%	Shareholder / Director	20%			Renewable energy, investment holding and general trading
9.	NCT Horizon Sdn Bhd ⁽ⁱ⁾	Shareholder / Director	80%	Shareholder / Director	20%			To build hospital and to provide healthcare facilities and services

No.	Name of company	Dato' Sri YNC		Dato' YFC		Equity interest	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%	Shareholder / Director	20%	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.
- (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 RCPS	Consideration Shares (Up to)		
			No.	RM	NIS
Dato' Sri YNC	80.0	733,761,197	60,442,056	29,012,187	10,987,813
Dato' YFC	20.0	183,440,299	15,110,514	7,253,047	2,746,953
Total	100.0	917,201,496	75,552,570	36,265,234	13,734,766

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:

Name of company	Date of investment	No. of NCT World Shares acquired	Cost of investment
			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:

Contract awarder	Party accepting the contract	Details of the contract	Date of letter of award @	Contract value	
				RM'000	Contract tenure
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 ongoing 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).

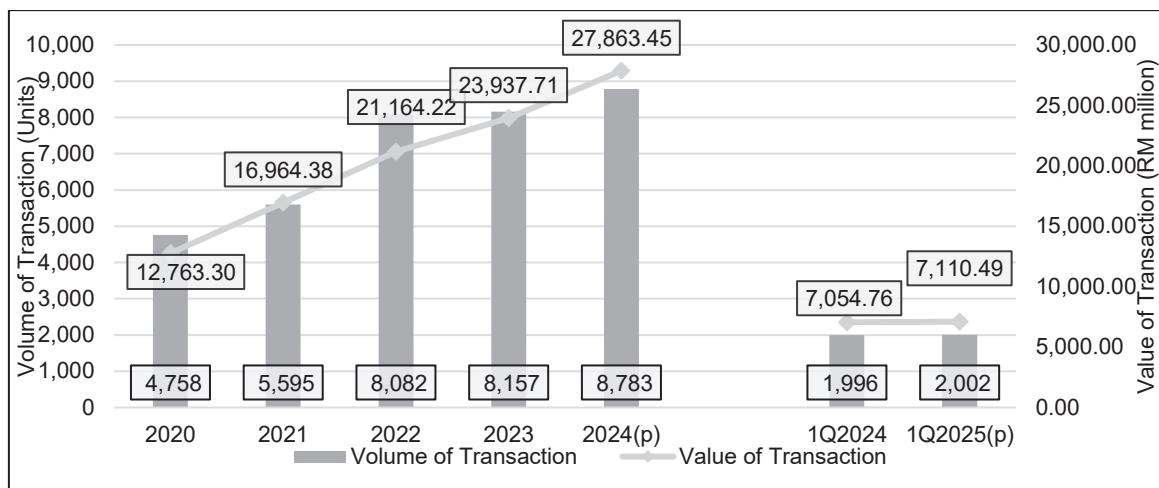
The residential sub-sector led the property market in Malaysia in 2024 with 260,516 transactions valued at RM106.9 billion. This sub-sector accounted for 61.9% and 46.0% share of the country's total transaction volume and corresponding transacted value, respectively. The agriculture sub-sector was next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

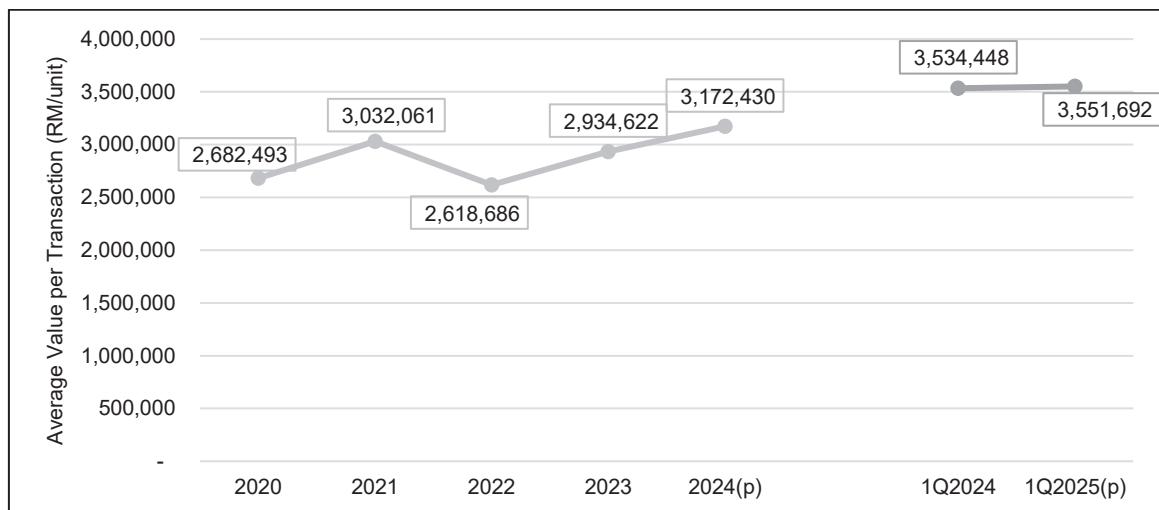
In Malaysia, market activity in the industrial sub-sector has continued to gain traction. During the review period from 2020 to 2024, the volume and value of industrial property transactions recorded compound annual growth rate ("CAGR") of 16.6% and 21.6%, respectively.

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*)

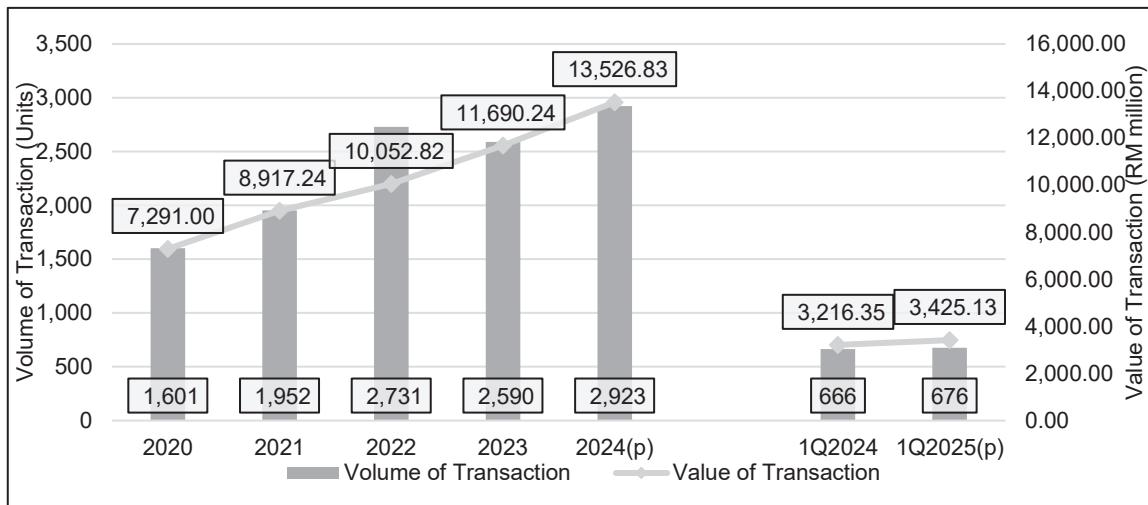
5.3 Outlook and prospects of the property industry and industrial property development in Selangor

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.

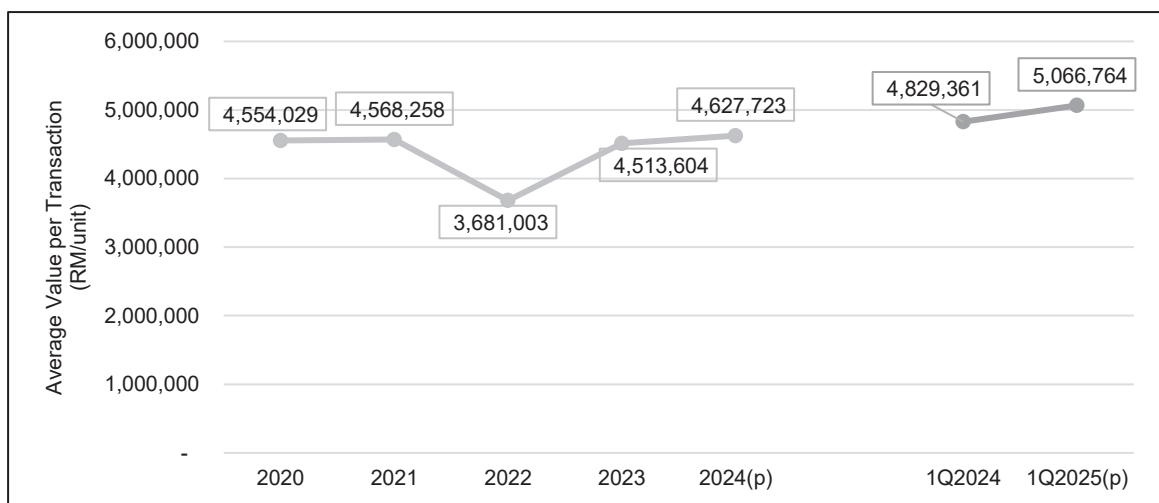
The volume and value of industrial property transactions peaked in 2024 at 2,923 transactions worth RM13.5 billion. In 1Q2025, Selangor recorded 676 industrial property transactions valued at RM3.4 billion. The volume and value of transactions were higher by circa 1.5% and 6.5% respectively (1Q2024: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

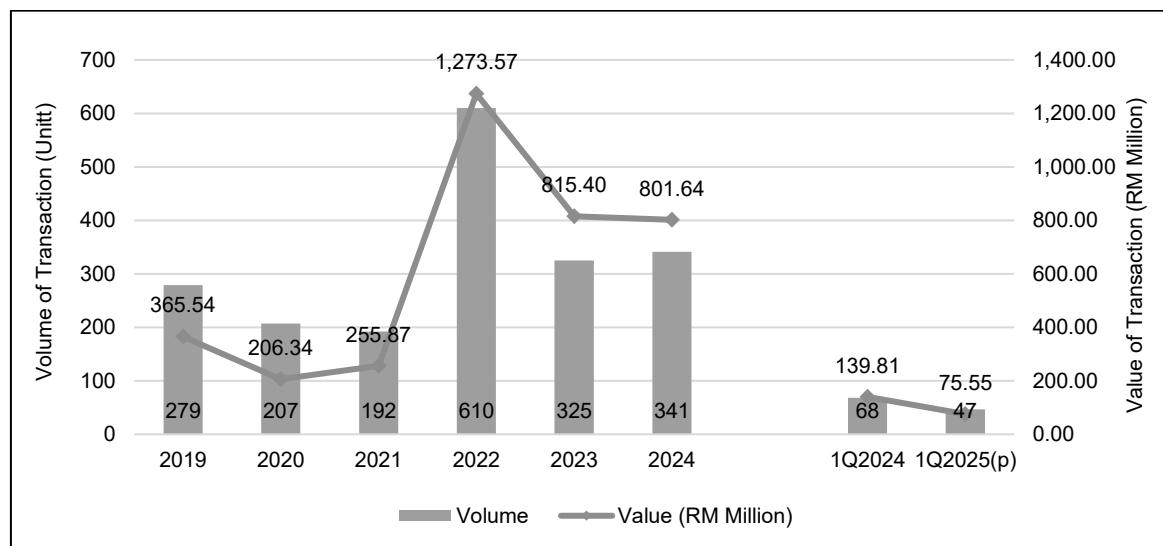
(Source: Valuation Report)

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.

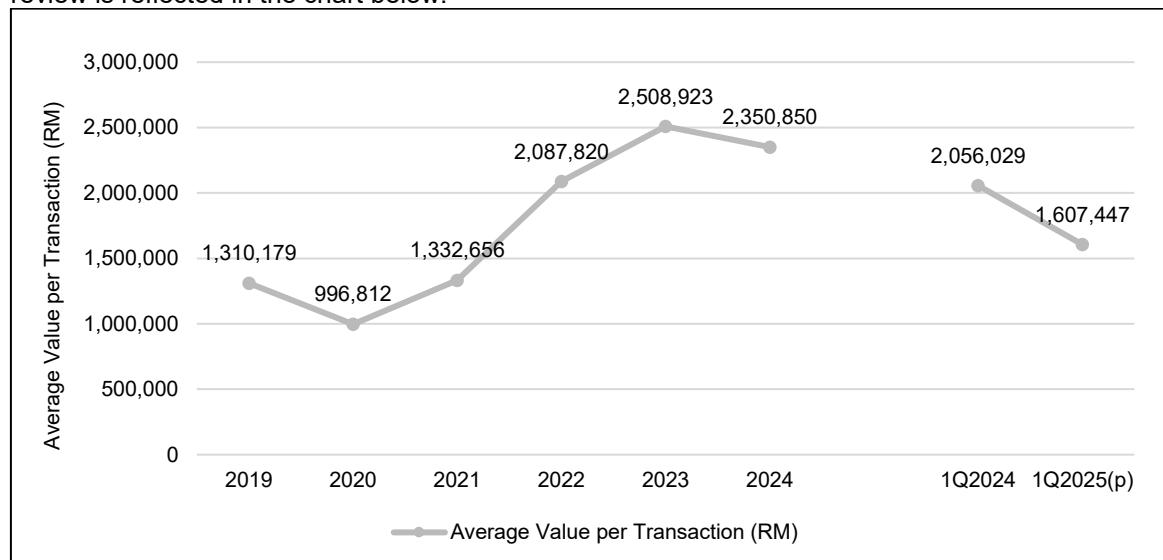
Kedah: Industrial Property Market Overview

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.

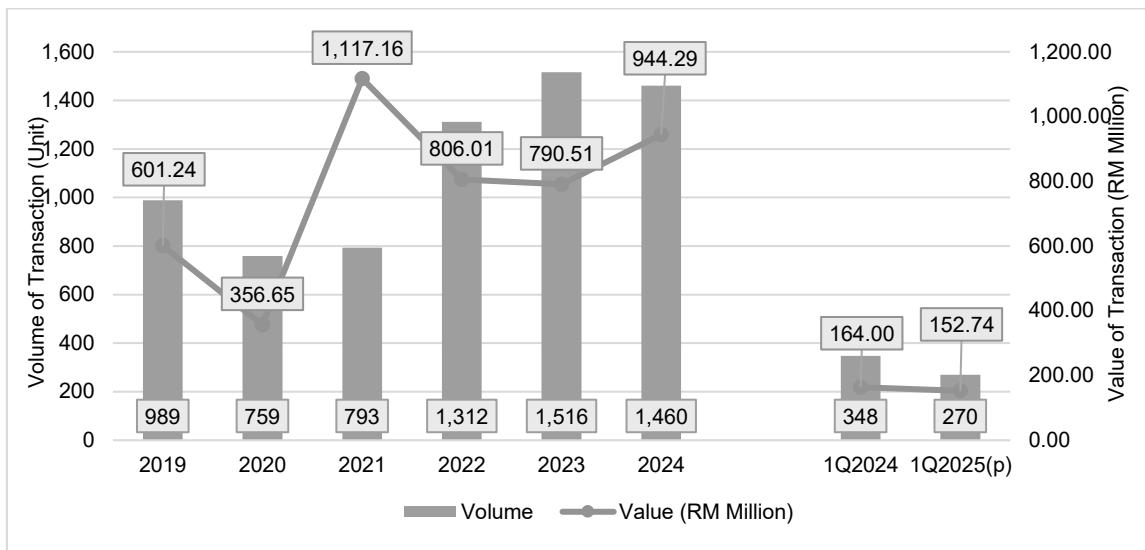
The table below sets out the volume and value of transactions in the industrial property sub-sector by type for Kedah, from 2019 to 1Q2025.

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%)

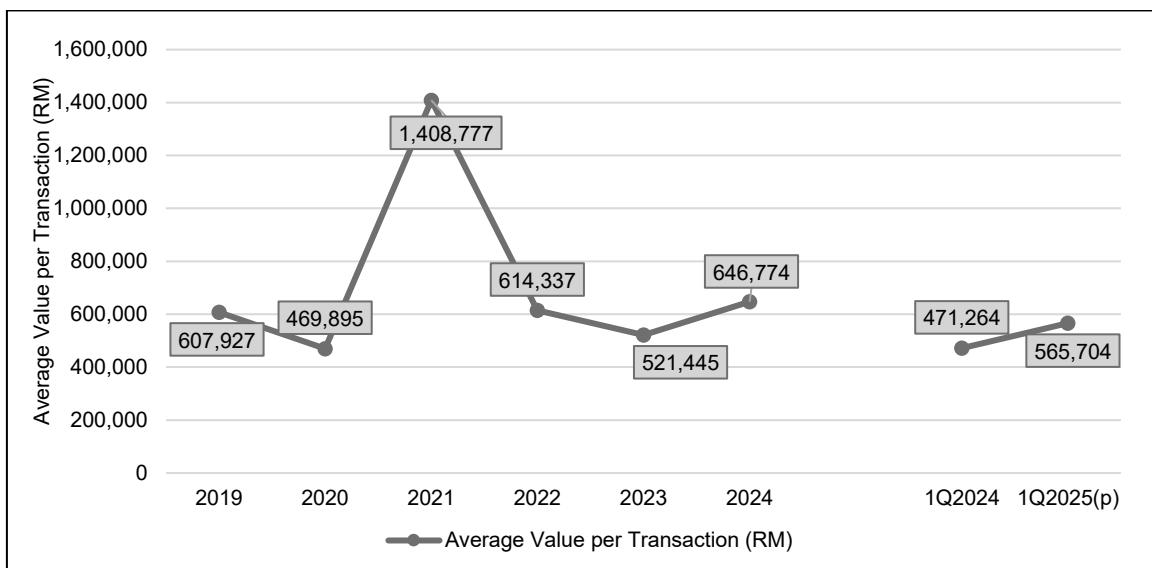
Industrial property type	Value of transactions (RM'million)							
	2019	2020	2021	2022	2023	2024	1Q 2024	1Q 2025
Vacant plot	176.15	36.45	118.47	794.18	437.42	534.52	75.27	18.63
Terraced factory	20.63	16.18	21.17	44.14	30.07	33.17	6.11	9.43
Semi-detached factory	39.92	27.78	32.62	102.93	75.20	105.72	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 IDRISI development zone while the NIS Project is positioned within the Delapan SBEZ under the NCER.

IDRISI

IDRISI 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 IDRISI 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 IDRISI 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 IDRISI.

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 IDRISI 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 IDRISI, 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 (‘000)	RM’000	No. of Shares (‘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)	(ii) Subsequent events up to the LPD (RM'000)	Pro forma (I) After Pro forma (I) and the Proposed Acquisition and Proposed Settlement (RM'000)	Pro forma (II) After Pro forma (I) and upon full conversion of the Consideration RCPS (RM'000)	Pro forma (III) After Pro forma (I) and the Proposed Acquisition and Proposed Settlement (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	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

	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	Pro forma (III)	Pro forma (IV)
	Audited as at 31 December 2024 (RM'000)	(RM'000)	(RM'000)	(RM'000)
Share capital	556,210	556,210	595,438	596,004
RCPS	-	-	-	-
Treasury Shares	(7,873) 142	(7,873) 142	(5,863) 111	-
Other reserves	-	-	-	-
Merger Reserve	-	(94,814)	(94,814)	-
Retained earnings	187,752	209,077	216,895	(585,070) (585,070)
NA	736,231	662,742	711,767	202,830
			719,337	750,956
No. of NCT Shares in issue ('000)	1,863,158	1,863,158	1,936,420	1,952,488
NA per NCT Share (RM)	0.40	0.36	0.37	0.37
Total borrowings	161,101	161,101	161,175	161,175
Gearing (times)	0.22	0.24	0.23	0.22
				2,160,822
				3,078,023

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

	Pro forma (I) and the Proposed Settlement					
	As at the LPD			After the Proposed Acquisition and the Proposed Settlement		
	Direct	Indirect	Direct	Direct	Indirect	Indirect
	No. of NCT Shares ('000)	(iii)% ('000)	No. of NCT Shares ('000)	No. of NCT Shares ('000)	(iv)% ('000)	No. of NCT Shares ('000)
YBG Yap	892,460	46.09	-	892,460	-	-
Dato' Sri YNC	79,292	4.09	1892,602	46.10	245,959	11.47
Dato' YFC	58,606	3.03	1892,460	46.09	100,272	4.68

	Pro forma (II)					
	After Pro forma (I) and upon full conversion of the Consideration RCPS			Indirect		
	Direct	Indirect	Indirect	Indirect	Indirect	Indirect
	No. of NCT Shares ('000)	(v)% ('000)	No. of NCT Shares ('000)	(v)% ('000)	No. of NCT Shares ('000)	(v)% ('000)
YBG Yap	892,460	29.15	-	-	-	-
Dato' Sri YNC	979,720	32.00	1892,602	29.15	-	-
Dato' YFC	283,712	9.27	1892,460	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(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.
- (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

		Pro forma (I) As at the LPD				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	-		79,292	4.06	(i)892,718	45.72
Dato' YFC	58,606	3.03	(ii)892,460	46.10		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)	(iv)%	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	-		979,720	31.83	(i)892,718	29.00
Dato' YFC	100,272	4.64	(ii)892,460	41.31		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
<i>Add:</i>	
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.

EXECUTIVE SUMMARY

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>Rationale of Proposed Acquisition</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>Rationale of Proposed Settlement</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 (i.e. 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 border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: right; padding: 2px;"></th> <th style="text-align: right; border-bottom: 1px solid black; padding: 2px;">RM'000</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">Unaudited consolidated NA of NCT World Group as at 31 May 2025</td> <td style="text-align: right; border-bottom: 1px solid black; padding: 2px;">(708)</td> </tr> <tr> <td style="padding: 2px;">Add: Estimated net revaluation surplus of the NCT World Group Projects</td> <td style="text-align: right; border-bottom: 1px solid black; padding: 2px;">490,965</td> </tr> <tr> <td style="padding: 2px;">Estimated RNAV of NCT World Group</td> <td style="text-align: right; border-bottom: 1px solid black; padding: 2px;">490,257</td> </tr> <tr> <td style="padding: 2px;">Purchase Consideration</td> <td style="text-align: right; padding: 2px;">490,257</td> </tr> </tbody> </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) 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</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 IDRISI 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 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 5-month FPE 31 May 2025 (RM'000)
	FYE 31 December 2022 (RM'000)	FYE 31 December 2023 (RM'000)	FYE 31 December 2024 (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
	<hr/> 352,134	<hr/> 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 Cross-check : Comparison Approach	285,000 302,400	285,000
Phase 3	NCSB	Primary method : Comparison Approach Cross-check : Residual Method	276,700 278,500	276,700
Phase 4	NCSB	Comparison Approach	10,500	10,500
Phase 5	NLSB	Primary method : Comparison Approach Cross-check : Residual Method	50,300 46,700	50,300
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
2	NIS Project	287,200	74,560	212,640	51,034 ⁽ⁱ⁾	100.00	161,606
	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)
<u>NSIP Project</u>			
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>	285,000	<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>	276,700	<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)

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)
Phase 5	<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>	50,300	50,300 (No change in market value)
		46,700	46,700 (No change in market value)
Total adopted market value of NSIP Project		982,000	982,400
NIS Project			
<p><u>Residual Method (sole method)</u></p> <p>All valuation parameters and/or adjustments remained the same from the initial valuation.</p>		18,900	18,900 (No change in market value)
Total adopted market value of NIS Project		18,900	18,900 (No change in market value)
Total adopted market value of NCT World Group Projects		1,000.90	1,001.30

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.

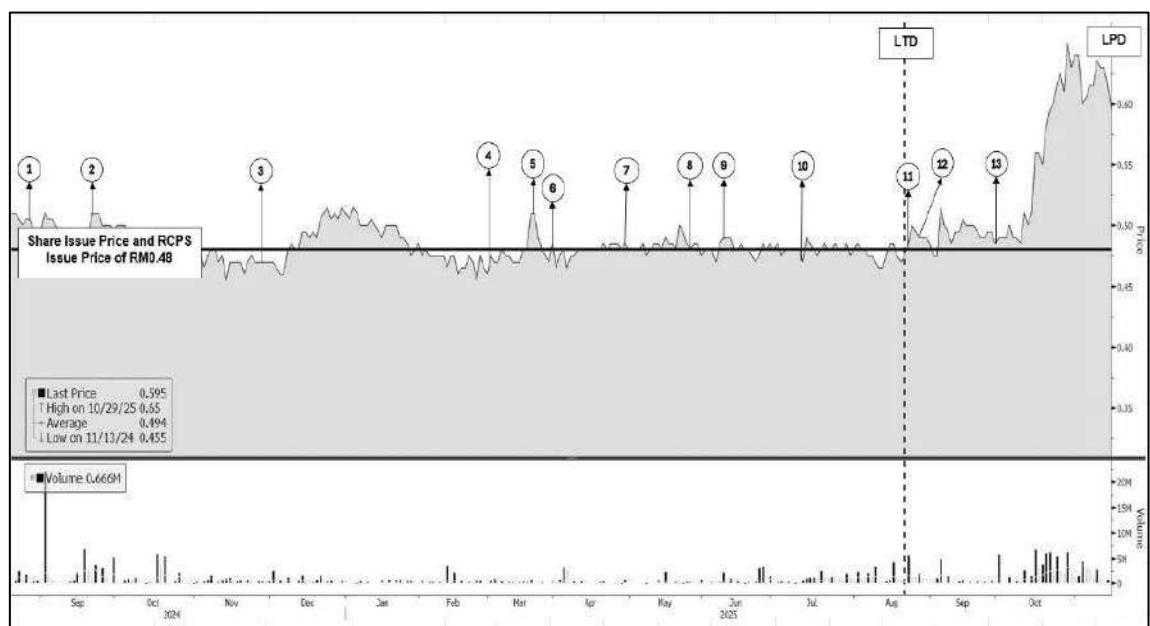
9. BASIS AND JUSTIFICATION FOR THE SHARE ISSUE PRICE, RCPS ISSUE PRICE AND THE RCPS CONVERSION PRICE

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	%
<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	%
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>
<p>Conversion Mode</p> <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>
<p>Conversion Rights</p> <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	<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 the Company.</p> <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	<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 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.</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> <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 <p>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.</p>	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 <p>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.</p>	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 <p>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.</p>	<p>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.</p> <p>Please refer to our evaluation on the rationale for the Proposed Acquisition as set out in Section 7 of this IAL.</p>
2.3	Adjustments to Purchase Consideration <p>The Purchase Consideration shall be subject to the following adjustments:</p> <p>(i) Adjustment to Market Value (Note 1)</p> <p>(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</p>	<p>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.</p> <p>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</p>

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><u>Note 1:</u> 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 border="1" data-bbox="425 1028 933 1702"> <thead> <tr> <th data-bbox="425 1028 568 1170"></th><th data-bbox="568 1028 584 1170">As per</th><th data-bbox="584 1028 933 1170">Valuation Report as at 31 May 2025</th><th data-bbox="584 1028 933 1170">If arising from the comments received from relevant authorities</th></tr> </thead> <tbody> <tr> <td data-bbox="255 1170 425 1253">Open market value</td><td data-bbox="425 1170 584 1253">RM1,000.90 million</td><td data-bbox="584 1170 933 1253">Revised to RM990.40 million</td><td data-bbox="584 1170 933 1253">Revised to RM1,066.20 million</td></tr> <tr> <td data-bbox="255 1253 425 1336">Purchase Consideration</td><td data-bbox="425 1253 584 1336">RM490.26 million</td><td data-bbox="584 1253 933 1336">Adjusted to RM482.28 million</td><td data-bbox="584 1253 933 1336">Adjusted to RM539.60 million</td></tr> <tr> <td data-bbox="255 1336 425 1477">Deviation from Purchase Consideration</td><td data-bbox="425 1336 584 1477"></td><td data-bbox="584 1336 933 1477">1.6%</td><td data-bbox="584 1336 933 1477">10.1%</td></tr> <tr> <td data-bbox="255 1477 425 1702">Pursuant to this paragraph 2.3(i)</td><td data-bbox="425 1477 584 1702"></td><td data-bbox="584 1477 933 1702">The Purchase Consideration shall be adjusted to RM482.28 million</td><td data-bbox="584 1477 933 1702">Our Company or the Vendors are entitled to terminate the SSA</td></tr> </tbody> </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: <i>For further details on our assessment on the salient terms of the Delapan JDA, please refer to Section 11.1 of this IAL.</i></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
	<ul style="list-style-type: none"> (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; (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; (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 (f) any of the warranties given by the Vendors is found at any time to be untrue or incorrect. 	
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> <ul style="list-style-type: none"> (a) the Company commits any continuing or material breach of any of its obligations under the SSA which: <ul style="list-style-type: none"> (i) is incapable of remedy; or (ii) if capable of remedy, is not remedied within 14 days of the 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 the 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 the Company; (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>These terms are reasonable and serve 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
	<ul style="list-style-type: none"> <li data-bbox="235 332 959 512">(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 <li data-bbox="235 534 959 608">(f) any of the representations or warranties given by the Company is found at any time to be untrue or incorrect. 	
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)	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 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 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

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

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:

- 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;
- 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;
- acquisition of 2,004,900 NCT Shares by the Company under its share buy-back scheme for a total consideration of RM0.96 million;
- 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
- 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:

- 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
- 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			After the Proposed Acquisition and Proposed Settlement			Proforma (I)			
	Direct		Indirect	Direct		Indirect	No. of NCT Shares ('000)		No. of NCT Shares ('000)	
	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iii)%	No. of NCT Shares ('000)	(iv)%	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	⁽ⁱ⁾ 892,602	41.62	⁽ⁱⁱ⁾ 892,460	41.61
Dato' YFC	58,606	3.03	⁽ⁱⁱ⁾ 892,460	46.09	100,272	4.68				
Proforma (II)										
After Proforma (I) and upon full conversion of the Consideration RCPS										
	Direct		Indirect	No. of NCT Shares ('000)		No. of NCT Shares ('000)		No. of NCT Shares ('000)		
	No. of NCT Shares ('000)	(iv)%	No. of NCT Shares ('000)	(iv)%	No. of NCT Shares ('000)	(iv)%	No. of NCT Shares ('000)	(iv)%	No. of NCT Shares ('000)	(iv)%
	892,460	29.15	-	-	-	-	-	-	-	-
YBG Yap	979,720	32.00	⁽ⁱ⁾ 892,602	29.15						
Dato' Sri YNC	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(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.
- 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 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

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

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

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

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(11)(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 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.
- 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 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.

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 (RM'000)	Minimum Scenario (RM'000)	Maximum Scenario (RM'000)
		86,519 ⁽ⁱⁱ⁾	86,519 ⁽ⁱⁱ⁾
PATAMI	45,507 ⁽ⁱ⁾		
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
<i>Add:</i>	
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 IDRISI, 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 IDRISI 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>Rationale of Proposed Acquisition</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 border="1" data-bbox="695 1401 1335 1603"> <thead> <tr> <th></th> <th style="text-align: right;">RM'000</th> </tr> </thead> <tbody> <tr> <td>Unaudited consolidated NA of NCT World Group as at 31 May 2025</td> <td style="text-align: right;">(708)</td> </tr> <tr> <td>Add: Estimated net revaluation surplus of the NCT World Group Projects</td> <td style="text-align: right;">490,965</td> </tr> <tr> <td>Estimated RNAV of NCT World Group</td> <td style="text-align: right;">490,257</td> </tr> <tr> <td>Purchase Consideration</td> <td style="text-align: right;">490,257</td> </tr> </tbody> </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 fair.</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> <p>(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;</p> <p>(b) a discount of 0.91% to the one (1)-year VWAP of NCT Shares up to the LTD;</p> <p>(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</p> <p>(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> <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.
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 IDRISI 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 IDRISI 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		(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.
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>	<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.</p>
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>	<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.</p>
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>	<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.</p>

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>	<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>
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% 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>
Contingencies	3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees	

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

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	<p>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>	<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	<p>15% of total remaining GDV</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 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. Compasss @ Kota Seri Langat, Elmira Business Park (Phase 2), Eco Business Park V (Central Gate), ETP @ KIP Kapar, Bandar Bukit Raja 3, KIP @ Kapar 2, H&A Technology City, Setia Alam), 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 IDRISI 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.

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

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.

A	Description	Note	RM	RM
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	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

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

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	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%.
		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.
Contingencies	3% of total remaining preliminaries costs, infrastructure costs, building construction costs and professional fees	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%.
		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.
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	<p>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>	<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>

ATTACHMENT TO IAL – VALUATION OF NCT WORLD GROUP PROJECTS

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
539	160	160	132
Average absorption rate		87 to 160 units per year	87

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. Compasss @ Kota Seri Langat, Elmira Business Park (Phase 2), Eco Business Park V (Central Gate), ETP @ KIP Kapar, Bandar Bukit Raja 3, KIP @ Kapar 2, H&A Technology City, Setia Alam), 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 IDRIS 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 spillover effects, further enhancing the property's long-term attractiveness.

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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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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 Tanjung 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 Tanjung Duabelas, District of Kuala Langat, Selangor Darul Ehsan.	Lot PT 43686 and PT 43687 held under Title No. HSD 39425, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan.	Lot PT 4/1538 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.
Location	Located within Kuala Langat	Located within Kota Seri Langat	Located within Olak Lempit Industrial Park	Located off 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 adjustment is made for improved market since 2020	An upward adjustment is made for improved market since 2020	An adjustment is made for improved market since 2020
Analysis (RM per sq ft)	40.25	45.98	41.97	

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<u>Adjustment factors</u>	Phase 2 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Location / establishment	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%)	
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 10% Project has better shape	Phase 2 of NSIP 10% Project has better shape	Phase 2 of NSIP 10% Project has better shape	
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 (20%) Project is agriculture land	Phase 2 of NSIP (20%) Project is agriculture land	Phase 2 of NSIP (20%) Project is agriculture land	
Planning approval	Phase 2 of NSIP 5% Project is with KM approval	Phase 2 of NSIP 5% Project is with KM approval	Phase 2 of NSIP 5% Project is with KM approval	
IDRISS	Comparable 1 5% was transacted before the launch of IDRISS initiative	Comparable 2 was transacted before the launch of IDRISS initiative (30%)	Comparable 3 was transacted before the launch of IDRISS initiative (45%)	(35%)
Total adjustment				
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 IDRISI 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

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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.	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	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	Fronting onto Jalan 8
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 -	-	-
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	15%	An upward adjustment is made for improved market since 2020	15% An upward adjustment is made for improved market since 2020
Analysis (RM per sq ft)	40.25	45.98		41.97
Adjustment factors				
Location / establishment	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
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
Tenure	Comparable 1 is freehold	(10%)	Comparable 2 is freehold	(10%) Comparable 3 is freehold
Shape	Phase 3 of NSIP Project has better shape	10%	Phase 3 of NSIP Project has better shape	10% Phase 3 of NSIP Project has better shape
Land size	Similar	-	Comparable 2 has smaller land size	(20%) Comparable 3 has smaller land size
Category of land use	Phase 3 of NSIP Project is agriculture land	(20%)	Phase 3 of NSIP Project is agriculture land	(20%) Phase 3 of NSIP Project is agriculture land
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
Total adjustment				
Total adjusted value (RM per sq ft)	26.16	(35%)	22.99	(50%) 25.18 (40%)

(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 IDRISI 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	(1)		789,718,776
B	Statutory charges / contribution / land related charges		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	
	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	<p>At a rate of 10.54% 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>	<p>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.</p>
Preliminary and infrastructure costs	<p>Site clearance and preparation/ mobilisation / earthwork costs: RM6.00 per sq ft over gross land area</p> <p>Common / external infrastructure works: RM5.00 per sq ft over gross land area</p> <p>Internal infrastructure works: RM3.00 per sq ft over gross land area</p> <p>Common infrastructure works: RM5.44 per sq ft over gross land area</p>	<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, NCT's provision for budgeted costs, the industry average costing and similar awarded contracts.</p>
Professional fees / consultant fees	<p>5% of total preliminaries and infrastructure costs</p>	<p>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</p>

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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 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 sets out 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
539		160	160	132
Average absorption rate			87	87

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. Compasss @ Kota Seri Langat, Elmira Business Park (Phase 2), Eco Business Park V (Central Gae), ETP @ KIP Kapar, Bandar Bukit Raja 3, KIP @ Kapar 2, H&A Technology City, Setia Alam), 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 IDRISI 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 spillover 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 RM1.80 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 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)	3117,299	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	0% An upward adjustment is made for improved market since 2022	5% An upward adjustment is made for improved market since 2022	An upward adjustment is made for improved market since 2021 10%
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 (10%)	Comparable 3 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	Comparable 2 has better infrastructure and accessibility (5%)	Comparable 3 has better infrastructure and accessibility (5%)	Comparable 3 has better infrastructure and accessibility (5%)
Tenure	Comparable 1 is freehold	Comparable 2 is freehold (30%)	Comparable 3 is freehold (30%)	Comparable 3 is freehold (30%)
Shape	Similar	- Project has better shape	Phase 4 of NSIP Project has better shape 5%	Phase 4 of NSIP Project has better shape 10%
Terrain / Level	Similar	- Comparable 2 is undulating in terrain	Comparable 2 is undulating in terrain 10%	Similar
Land size	Similar	- Comparable 2 is smaller in land area	Comparable 2 is smaller in land area (5%)	Similar
Category of land use	Similar	- Phase 4 of NSIP Project is agriculture land	Phase 4 of NSIP Project is agriculture land (30%)	Phase 4 of NSIP Project is agriculture land (20%)
Zoning	Comparable 1 is zoned for commercial (5%)	Comparable 2 is zoned for commercial (5%)	Comparable 3 was transacted before the launch of IDRISI Initiative 5%	Similar
IDRISI	Similar	- Comparable 2 was transacted before the launch of IDRISI Initiative	Comparable 3 was transacted before the launch of IDRISI Initiative 5%	Similar
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 IDRISI 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 Banting	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	Undulating	Onto	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 sqft)	65.00	76.86	54.86	
Time / market adjustment	Comparable 1 is a recent transaction, thus no adjustment is made	0%	An upward adjustment is made for improved market since 2022	5% An upward adjustment is made for improved market since 2021 10%
Analysis (RM per sqft)		65.00	80.71	60.35

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	Phase 5 of NSIP Project	Comparable 1	Comparable 2	Comparable 3
Adjustment factors				
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%) Comparable 3 is located in a better location
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%) Comparable 3 has better infrastructure and accessibility
Tenure	Comparable 1 is freehold	(10%) Comparable 2 is freehold	(10%) Comparable 3 is freehold	(10%) Comparable 3 is freehold
Shape	Similar	-	Phase 5 of NSIP Project has better shape	Phase 5 of NSIP Project has better shape
Terrain / level				
Land size	Comparable 1 is smaller in land area	(10%) Comparable 2 is smaller in land area	(15%) Comparable 2 is smaller in land area	(10%) Comparable 3 is smaller in land area
Category of land use	Similar	-	Phase 5 of NSIP Project is agriculture land	Phase 5 of NSIP Project is agriculture land
Zoning	Comparable 1 is zoned for commercial	(5%) Comparable 2 is zoned for commercial	(5%) Comparable 3 was transacted before the launch of IDRISI initiative	(20%) Project is agriculture land
IDRISI	Similar	-	Comparable 2 was transacted before the launch of IDRISI initiative	5% Comparable 3 was transacted before the launch of IDRISI initiative
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 IDRISI 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.

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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	(1)		216,191,225
B	Statutory charges/ contribution/ land related charges		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	<p>At a rate of 5.07% 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>	<p>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.</p>
Preliminary and infrastructure costs	<p>Site clearance and preparation/ mobilisation/ earthwork costs: RM1.54 per sq ft over gross land area</p> <p>Common / external infrastructure works: RM5.00 per sq ft over gross land area</p> <p>Internal infrastructure works: RM5.00 per sq ft over gross land area</p> <p>Common infrastructure works: RM5.34 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>	<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, NCT's provision for budgeted costs, the industry average costing and similar awarded contracts.</p>
Building construction costs	<p>Piling works: RM12.00 per sq ft over gross floor area</p> <p>2-storey shop office: RM125.00 per sq ft over gross floor area</p> <p>3-storey shop offices: RM125.00 per sq ft over gross floor area</p>	<p>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.</p>

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Description	Analysis	Our comments
Professional fees / consultant fees	<p>Affordable stratified shop office: RM100.00 per sq ft over gross floor area</p> <p>6% of total preliminaries, infrastructure costs and building construction cost.</p>	<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 cost is reasonable.</p>
Contingencies	<p>3% of total remaining preliminaries costs, infrastructure costs, building construction cost and professional fees</p>	<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	<p>3% of total GDV</p>	<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	<p>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> <p>The period of 1.25 years is reasonable after taking into consideration of the development progress and development phasing.</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>
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 7.71% 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.

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	(1)		604,607,211
B	Statutory charges/ contribution/ land related charges		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	(2)	122,640,131	
K = B+C+D+E+F+G+H+I+J	Less: Total GDC			(574,581,231)
L= A-K	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.
Total GDV of industrial land and commercial land	2	92,490,948	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.
Total GDV of NIS Project	234	604,607,211	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

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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: Semi-detached factories: Detached factories: Clustered factories: Terraced factories: Terrace complex: Duty-free complex: Commercial retail lots: Terraced shop/offices: Drive-thru retail:	RM10.00 per sq ft over gross floor area RM125.00 per sq ft over gross floor area RM130.00 per sq ft over gross floor area RM125.00 per sq ft over gross floor area RM110.00 per sq ft over gross floor area RM240.00 per sq ft over gross floor area RM120.00 per sq ft over gross floor area RM110.00 per sq ft over gross floor area 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
Contingencies	3% of total preliminaries costs, infrastructure costs, building construction costs and professional fees	<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> <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>
Marketing, agency and legal fees	3% of total GDV	<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> <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	<p>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> <p>The period of 3 years is reasonable after taking into consideration the development progress and development phasing.</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 of between 5.97% to 7.14% per annum.</p>
Developer's profit	<p>15% of total GDV</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 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	<p>RM23 per sq ft over the gross land area of 122.41 acres</p>	<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 Management Smart	: 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	: A smart industrial park development project undertaken in five (5) phases on the following parcels of land, known as NSIP: (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 Tanjung 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 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 awarder)	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 Building ⁽⁷⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	Main Dato' Sri YNC ⁽²⁾ Dato' YFC ⁽³⁾ Yap Chun Theng ⁽⁴⁾ Sae-Yap Atthakovit ⁽⁵⁾	200,000,000
BBSB ⁽⁶⁾	NBCE	Construction and completion of Building ⁽⁸⁾ , Mechanical & Electrical, Ancillary Infrastructure and associated works	Main Dato' Sri YNC ⁽²⁾ Dato' YFC ⁽³⁾ Yap Chun Theng ⁽⁴⁾ Sae-Yap Atthakovit ⁽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 Atthakovit.
- (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 Atthakovit 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 Atthakovit, 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 detriment 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.

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:

	<i>As per Valuation Report as at 31 May 2025</i>	<i>If arising from the comments received from relevant authorities</i>
Open market value	RM1,000.90 million	Revised to RM990.40 million
Purchase Consideration	RM490.26 million	Adjusted to RM482.28 million
Deviation from Purchase Consideration		1.6%
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;

- (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;

- (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 ⁽ⁱⁱ⁾ (times)	-	-	-	-

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.

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	NSIP Project	Phase 1		Phase 2		Phase 3		Phase 4		Phase 5	
		NLSB and 33 other registered owners ⁽ⁱ⁾	NLSB	NLSB	NCSB	NCSB	NCSB	NCSB	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
	Leasehold term of 97 years expiring on 23 December 2121, in respect of PT 56923 – PT 57034 (inclusive)				
Description / Existing usage	/ Proposed usage				

APPENDIX II - INFORMATION ON NCT WORLD (Cont'd)

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
Category of land use	court and 1 sports complex with car park facility and a telecommunication tower (iii)	“Bangunan” in respect of PT 54339, PT 54342, PT 54343, PT 57033, PT 57034	“Pertanian” (x)	“Pertanian” in respect of all titles (x)	“Pertanian” (x)
Express conditions	“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))	“Bangunan Perniagaan” in respect of PT 54339, PT 54342, PT 54343, PT 57033, PT 57034	“Tanaman Kekal (Industri)”	“Pertanian” in respect of all titles	“Tanaman Kekal (Industri)”

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 dipindahmilk, dipajak atau digadai melainkan setelah mendapat kebenaran Pihak Berkuasa Negeri”, in respect of all titles	“Tanah ini tidak boleh dipindahmilk, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri”	“Tanah ini boleh dipindahmilk, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri”, in respect of all titles	“Tanah ini boleh dipindahmilk, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri”	“Tanah ini tidak boleh dipindahmilk, 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 GDV as at the Valuation Date ^(v)	:	RM1,436.61 million	RM1,373.80 million	RM789.72 million	Not applicable	RM216.19 million
Residual GDC as at Valuation Date ^{(v)(vi)}	:	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% ^(vii)	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	: As at the LPD, the following have been obtained:	As at the LPD, the following have been obtained:	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.	None	None	None
	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.					
	ii) approval for building plan (for terraced factories, semi-detached factories, and detached factories) by MPKL on 30 August 2023, 13 September 2024					

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 IDRISI was approved. Following the surrender of the former master title (i.e. HSD 50097 PT 53778, Mukim Tanjung Durabelas, 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>

(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.

(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.

- 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 obtained	: 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	: 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.
	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.
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 our Company.
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 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.
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
Redemption Price	: Equivalent to the RCPS Issue Price
Redemption	: 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.
	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.
Transferability	: 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.
Selling Restrictions	: 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:
	<u>Selling Restrictions at Issuance</u> Schedule 6 or Section 229(1)(b), Schedule 7 or Section 230 (1)(b)
	<u>Selling Restrictions Thereafter</u> Schedule 6 or Section 229(1)(b)
Listing status	: The Consideration RCPS will not be listed, quoted or traded on Bursa Securities or any stock exchange.
	The new NCT Shares to be issued upon conversion of the Consideration RCPS shall be listed on the Main Market of Bursa Securities.

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 border="1"> <thead> <tr> <th>Words</th><th>Meanings</th></tr> </thead> <tbody> <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> </tbody> </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.
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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>

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024**

**NCT WORLD SDN. BHD.
201901008708 (1318036-X)
(Incorporated in Malaysia)**

**REPORTS AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED
31 DECEMBER 2024**

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

NCT WORLD SDN. BHD.
(Incorporated in Malaysia)

**REPORTS AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

NCT WORLD SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The Company is principally engaged in business as an investment holding company.

The principal activities of its subsidiaries include property development, investment holding, provision of digital transformation and energy-saving solutions as well as AI-based analytics and automation and provision of project management services.

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

RESULTS

	Group RM	Company RM
Profit/(Loss) for the financial year, net of tax	917,743	(2,239,245)
Attributable to:		
Owners of the Company	884,863	(2,239,245)
Non-controlling interests	32,880	-
	917,743	(2,239,245)

DIVIDENDS

No dividend has been paid or declared by the Company since the end of the previous financial period.

The directors do not recommend the payment of any dividends in respect of the financial year ended 31 December 2024.

RESERVES OR PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

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DIRECTORS' REPORT (CONTINUED)

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and had satisfied themselves that there were no known bad debts and that adequate allowance had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render it necessary to write off any bad debts or render the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent.

CURRENT ASSETS

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company had been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial period which secures the liabilities of any other person; and
- (ii) any contingent liabilities in respect of the Group or of the Company which has arisen since the end of the financial period.

In the opinion of the directors, no contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial period which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
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DIRECTORS' REPORT (CONTINUED)

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the directors,

- (i) the results of the operations of the Group and of the Company for the financial period were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial period and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial period in which this report is made.

AUDITORS' REMUNERATION AND INDEMNITY

The auditors' remuneration of the Group and the Company during the financial year were RM42,000 and RM8,000 respectively.

The Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the Companies Act 2016 in Malaysia.

ISSUE OF SHARES AND DEBENTURES

During the financial year, no new issue of shares or debentures were made by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up the unissued shares of the Company during the financial year.

DIRECTORS

The directors in office during the financial year and during the period from the end of the financial year to the date of the report are:

Dato' Sri Yap Ngan Choy *
Dato' Yap Fook Choy *

* Directors of the Company and subsidiaries

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

NCT WORLD SDN. BHD.
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DIRECTORS' REPORT (CONTINUED)

DIRECTORS' INTERESTS

According to the Register of Directors' shareholdings required to be kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of directors in office at the end of the financial year in shares in the Company during the financial year were as follows:

Interest in the Company

	Number of ordinary shares			
	At 1.1.2024	Bought	Sold	
At 31.12.2024				
Direct interest:				
Dato' Sri Yap Ngan Choy	80	-	-	80
Dato' Yap Fook Choy	20	-	-	20

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

Neither during, nor at the end of the financial period, was the Company a party to any arrangements where the object is to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

INDEMNITY TO DIRECTORS AND OFFICERS

During the financial year, no indemnity was given to or insurance effected for, any director or officer of the Company.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

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DIRECTORS' REPORT (CONTINUED)

SUBSIDIARIES

The details of the Company's subsidiaries are as follows:

Name of company	Principal place of business/country of incorporation	Ownership interest		Principal activities
		2024 %	2023 %	
NCT Land Sdn. Bhd.	Malaysia	99.34	99.34	Property development
NCT Consolidated Sdn. Bhd.	Malaysia	100	100	Property development
NCT Century Sdn. Bhd.	Malaysia	100	100	Investment holding
NCT AI Sdn. Bhd.	Malaysia	100	-	Provision of digital transformation and energy-saving solutions as well as AI-based analytics and automation
NCT Smart Management Sdn. Bhd.	Malaysia	100	-	Provision of project management services
Bumi Binaria Sdn. Bhd.	Malaysia	100	-	Property development

The auditors' reports on the account of the remaining subsidiaries did not contain any qualification.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FYE 31 DECEMBER 2024 (Cont'd)**

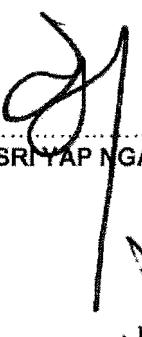
Registration No.201901008708 (1318036-X)

DIRECTORS' REPORT (CONTINUED)

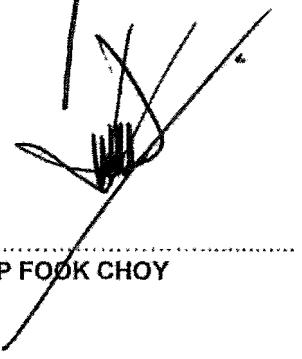
AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng PL, have expressed their willingness to continue in office.

This report was approved and signed by the Board of Directors in accordance with a resolution of the directors:


.....
DATO' SRI YAP NGAN CHOY

Director


.....
DATO' YAP FOOK CHOY

Director

Date: **17 JUN 2025**

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

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STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

	Note	Group		Company		
		2024 RM	2023 RM	2024 RM	2023 RM	
ASSETS						
Non-current assets						
Plant and equipment	5	174,513	16,913	-	-	
Inventories	6	163,416,707	158,884,236	-	-	
Investment in subsidiaries	7	-	-	21,100,300	21,000,100	
Other receivables	8	1,932,085	1,791,994	-	-	
Goodwill		74,492	-	-	-	
Total non-current assets		165,597,797	160,693,143	21,100,300	21,000,100	
Current assets						
Trade and other receivables	8	138,884,749	34,612,800	91,691,234	69,716,847	
Contract assets	9	-	4,262,410	-	-	
Inventories	6	164,285,148	100,543,974	-	-	
Current tax assets		114	-	-	-	
Cash and bank balances		12,544,639	9,616,518	3,004	3,386	
Total current assets		315,714,650	149,035,702	91,694,238	69,720,233	
TOTAL ASSETS		481,312,447	309,728,845	112,794,538	90,720,333	
EQUITY AND LIABILITIES						
Equity attributable to owners of the Company						
Share capital	10	100	100	100	100	
Accumulated losses		(15,114,051)	(15,998,914)	(2,281,569)	(42,324)	
		(15,113,951)	(15,998,814)	(2,281,469)	(42,224)	
Non-controlling interests		58,293	25,413	-	-	
CAPITAL DEFICIENCIES		(15,055,658)	(15,973,401)	(2,281,469)	(42,224)	
Non-current liability						
Loan and borrowings	11	111,415,868	133,468,207	-	-	
Total non-current liability		111,415,868	133,468,207			
Current liabilities						
Loan and borrowings	11	38,932,624	16,605,293	-	-	
Trade and other payables	12	247,497,490	173,842,588	115,076,007	90,762,557	
Contract liabilities	9	92,574,331	-	-	-	
Tax payable		5,947,792	1,786,158	-	-	
Total current liabilities		384,952,237	192,234,039	115,076,007	90,762,557	
TOTAL LIABILITIES		496,368,105	325,702,246	115,076,007	90,762,557	
TOTAL EQUITY AND LIABILITIES		481,312,447	309,728,845	112,794,538	90,720,333	

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

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

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**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Revenue	13	79,177,201	36,129,610	-	-
Cost of sales	14	(51,759,482)	(23,059,242)	-	-
Gross profit		27,417,719	13,070,368	-	-
Other income		313,008	332,535	-	-
Net impairment losses on financial instruments		-	-	(2,229,485)	-
Administrative expenses		(9,094,255)	(5,296,638)	(9,760)	(12,311)
Operating profit/(loss)		18,636,472	8,106,265	(2,239,245)	(12,311)
Finance costs	15	(12,801,932)	(10,445,617)	-	-
Profit/(Loss) before tax	16	5,834,540	(2,339,352)	(2,239,245)	(12,311)
Income tax expense	17	(4,916,797)	(1,786,173)	-	-
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year		917,743	(4,125,525)	(2,239,245)	(12,311)
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) attributable to:					
Owners of the Company		884,863	(4,119,983)	(2,239,245)	(12,311)
Non-controlling interests		32,880	(5,542)	-	-
		917,743	(4,125,525)	(2,239,245)	(12,311)

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

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

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**STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

Attributable to owner of the Company					
	Share capital RM	Accumulated losses RM	Sub total RM	Non- controlling interests RM	Capital deficiency RM
Group					
At 1 January 2023	100	(11,882,358)	(11,882,258)	30,955	(11,851,303)
Loss for the financial year, representing total comprehensive loss for the financial year	-	(4,119,983)	(4,119,983)	(5,542)	(4,125,525)
Transaction with owners of the Company					
Acquisition of a new subsidiary	-	3,427	3,427	-	3,427
At 31 December 2023	100	(15,998,914)	(15,998,814)	25,413	(15,973,401)
Profit for the financial year, representing total comprehensive profit for the financial year	-	884,863	884,863	32,880	917,743
At 31 December 2024	100	(15,114,051)	(15,113,951)	58,293	(15,055,658)
 Company	 Share capital RM	 Accumulated losses RM	 Capital deficiency RM		
At 1 January 2023		100	(30,013)		(29,913)
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	(12,311)		(12,311)
At 31 December 2023		100	(42,324)		(42,224)
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	(2,239,245)		(2,239,245)
At 31 December 2024		100	(2,281,569)		(2,281,469)

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

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

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**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from operating activities					
Profit/(Loss) before tax		5,834,540	(2,339,352)	(2,239,245)	(12,311)
Adjustments for:					
Depreciation on equipment	5	15,396	2,672	-	-
Impairment loss on amounts owing by subsidiaries		-	-	2,229,485	-
Interest income		(305,008)	(110,035)	-	-
Finance cost	15	12,801,932	10,445,617	-	-
Operating profit/(loss) before changes in working capital		18,346,860	7,998,902	(9,760)	(12,311)
Changes in working capital:					
Inventories		(68,273,645)	(56,064,897)	-	-
Receivables		(104,486,532)	(34,787,165)	(89,000)	(28,824,458)
Payables		63,917,010	17,191,855	24,313,450	28,836,646
Contract liabilities/(assets)		96,836,741	(4,262,410)	-	-
Net cash generated from/(used in) operations		6,340,434	(69,923,715)	24,214,690	(123)
Interest received		305,008	110,035	-	-
Income tax paid		(755,277)	-	-	-
Net cash from/(used in) operating activities		5,890,165	(69,813,680)	24,214,690	(123)
Cash flows from investing activities					
Acquisition of subsidiaries, net of cash		-	(100)	(100,200)	(100)
Advances to subsidiaries		-	-	(24,114,872)	-
Purchase of plant and equipment		(23,496)	(16,450)	-	-
Net cash used in investing activities		(23,496)	(16,550)	(24,215,072)	(100)
Cash flows from financing activities					
Advances from related parties		9,737,892	74,167,778	-	-
Net drawdown of term loans	(b)	129,944	9,295,876	-	-
Repayment of hire purchases payables	(b)	(4,452)	-	-	-
Interest paid		(12,801,932)	(10,445,617)	-	-
Net cash (used in)/from financing activities		(2,938,548)	73,018,037	-	-
Net change in cash and cash equivalents		2,928,121	3,187,807	(382)	(223)
Cash and cash equivalents at the beginning of the financial year		9,616,518	6,428,711	3,386	3,609
Cash and cash equivalents at the end of the financial year		12,544,639	9,616,518	3,004	3,386

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

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**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)**

(a) During the financial year, the Group made the following cash payments to purchase plant and equipment.

	Group	
	2024	2023
	RM	RM
Purchase of plant and equipment	172,996	16,450
Financed by way of hire purchase arrangements	(149,500)	-
Cash payments on purchase of plant and equipment	23,496	16,450

(b) Reconciliation of changes in liabilities arising from financing activities are as follows:

Group	At 1.1.2024	Cash flows	Non-cash Addition	At 31.12.2024
	RM	RM	RM	RM
Term loans	150,073,500	129,944	-	150,203,444
Hire purchase payables	-	(4,452)	149,500	145,048
Amounts owing to related parties	149,869,950	9,737,892	-	159,607,842
	299,943,450	9,863,384	149,500	309,956,334

Group	At 1.1.2023	Cash flows	Non-cash Transaction cost	At 31.12.2023
	RM	RM	RM	RM
Term loans	133,571,568	9,295,876	7,206,056	150,073,500
Amounts owing to related parties	75,702,172	74,167,778	-	149,869,950
	209,273,740	83,463,654	7,206,056	299,943,450

(c) Total cash outflows for leases

During the financial year, the Group had total cash outflows for leases of RM120,000 (2023: RM Nil).

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

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FY 31 DECEMBER 2024 (Cont'd)**

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NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

NCT World Sdn. Bhd. ("the Company") is a private limited company, incorporated and domiciled in Malaysia. The registered office and principal place of business of the Company is located at Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan.

The principal activity of the Company is an investment holding company.

The principal activities of the subsidiaries are disclosed in Note 7 to the financial statements.

There have been no significant changes in the nature of these principal activities during the financial period.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 17 June 2025.

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

2.2 Adoption of amendments to MFRSs

The Group and the Company have adopted the following applicable amendments to MFRSs for the current financial year:

Amendments to MFRSs

MFRS 7 Financial Instruments: Disclosures

MFRS 16 Leases

MFRS 101 Presentation of Financial Statements

MFRS 107 Statement of Cash Flows

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2. BASIS OF PREPARATION (CONTINUED)

2.2 Adoption of amendments of MFRSs (continued)

The adoption of the above amendments to MFRSs did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies, except as discussed below:

Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of a liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements.

The effect of applying the above amendments to MFRS on the Group's and the Company's financial statements are disclosed in Note 3.

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2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRSs and amendments to MFRSs that have been issued, but are yet to be effective

(a) The Group and the Company have not adopted the following new MFRSs and amendments to MFRSs that have been issued, but are yet to be effective:

<u>New MFRSs</u>		Effective for financial periods beginning on or after
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to MFRSs		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2026
MFRS 7	Financial Instruments: Disclosures	1 January 2026
MFRS 9	Financial Instruments	1 January 2026
MFRS 10	Consolidated Financial Statements	1 January 2026/ Deferred
MFRS 107	Statement of Cash Flows	1 January 2026
MFRS 121	The Effects of Changes in Foreign Exchange Rates	1 January 2025
MFRS 128	Investments in Associates and Joint Ventures	Deferred

(b) The Group and the Company plan to adopt the above applicable new MFRSs and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRSs and amendments to MFRSs that may be applicable to the Group and the Company are summarised below.

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 replaces MFRS 101 Presentation of Financial Statements. It retains many requirements from MFRS 101 without modification.

MFRS 18 introduces two subtotals which are to be presented in the statement of profit or loss – including “operating profit”, which has been specifically defined. Income and expenses shall be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

MFRS 18 requires disclosure of explanations of the entity's company- specific measures that are related to the statement of profit or loss, referred to as management-defined performance measures (“MPMs”). The entity is required to reconcile MPMs to a total or subtotal required by MFRS 18 or another MFRS Accounting Standards. MFRS 18 also requires other disclosures, including how each MPM is calculated, what the MPM communicates about the entity's financial performance, and any changes made to the MPMs in the year.

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2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRSs and amendments to MFRSs that have been issued, but yet to be effective (continued)

(b) The Group and the Company plan to adopt the above applicable new MFRSs and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRSs and amendments to MFRSs that may be applicable to the Group and the Company are summarised below. (continued)

MFRS 18 Presentation and Disclosure in Financial Statements (continued)

MFRS 18 adds new principles for aggregation and disaggregation of information. It requires the entity to classify the expenses in the "operating" category in the profit or loss by nature or function, or both. The entity that classifies operating expenses by functions are required to disclose in the notes to the financial statements, the amount of depreciation, amortization, employee benefits, impairment losses and write-downs of inventories included in each line in the operating category. Subject to materiality, MFRS 18 requires items presented or disclosed as "other" to be labelled and/or described in as faithfully representative and precise a way as possible.

2.4 Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which they operate ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

2.5 Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost basis, except as otherwise disclosed.

2.6 Fundamental accounting principle

Material Uncertainty Related to Going Concern

The financial statements of the Group and the Company have been prepared on the assumption that the Group and the Company will continue as a going concern. The application of the going concern basis is based on the assumption that the Group and the Company will be able to realise its assets and discharge its liabilities in the normal course of business.

During the financial year 31 December 2024, the Company incurred a net loss of RM2,239,245 and, as of that date, the Group's and the Company's current liabilities exceeded its current assets by RM69,237,587 and RM23,381,769 respectively and the Group and the Company's net liabilities exceeded its net assets by RM15,055,658 and RM2,281,469 respectively. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern.

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2. BASIS OF PREPARATION (CONTINUED)

2.6 Fundamental accounting principle (Continued)

Material Uncertainty Related to Going Concern (Continued)

The ability of the the Group and the Company to continue as a going concern will be dependent on the continuous support from the shareholders of the Company to provide adequate funds for the Group and the Company to meet their liabilities as and when they fall due.

In the event that these are not forthcoming, the Group and the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Accordingly, the financial statements of the Group and the Company may require adjustments relating to the recoverability and classification of recorded assets and liabilities that may be necessary should the Group and the Company be unable to continue as going concern.

The director of the Group and the Company is of the opinion that the preparation of the financial statements of the Group and the Company on a going concern basis remains appropriate, and accordingly, realise their assets and discharge their liabilities in the normal course of business.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Unless otherwise stated, the following material accounting policies have been applied consistently to all the financial years presented in the financial statements of the Group and the Company.

3.1 Basis of consolidation

(a) Subsidiaries and business combination

The Group applies the acquisition method to account for business combinations from the acquisition date when the acquired set of activities meets the definition of a business and control is transferred to the Group. Acquisition of entities under a reorganisation scheme does not result in any change in economic substance. Accordingly, the consolidated financial statements of the Company are a continuation of the acquired entity and is accounted for as follows:

- the assets and liabilities of the acquired entity are recognised and measured in the consolidated financial statements at the pre-combination carrying amounts, without restatement to fair value;
- the retained earnings and other equity balances of acquired entity immediately before the business combination are those of the Group; and
- the equity structure, however, reflects the equity structure of the Company and the differences arising from the change in equity structure of the Group will be accounted for in other reserves.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Separate financial statements

In the Company's statement of financial position, investment in subsidiaries is measured at cost less any accumulated impairment losses.

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

3.3 Financial instruments

Financial assets – subsequent measurement and gains and losses

Debt instruments at amortised cost

The Group and the Company subsequently measure these assets at amortised cost under the effective interest method. The carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognition in profit or loss.

Financial liabilities – subsequent measurement and gains and losses

The Group and the Company classify the financial liabilities at amortised cost.

The Group and the Company subsequently measure other financial liabilities at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.4 Plant and equipment

Plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

All plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Useful lives
Computer equipment	20%
Office equipment	20%
Motor vehicle	20%

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3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.5 Inventories

Inventories are measured at the lower of cost and net realisable value, cost being determined based on specific identification.

Property under development

Cost includes:

- freehold and leasehold rights for land
- amounts paid to contractors for construction
- planning and design costs, costs for site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs

The cost of inventory recognised in profit or loss is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative sale value of the property sold.

3.6 Revenue and other income

Financing components

The Group has applied the practical expedient for not to adjust the promised amount of consideration for the effects of a significant financing components as the Group expects that the period between the transfer of the promised goods or services to the customer and payment by the customer will be one year or less.

(a) Property development

The Group develops and sell commercial properties. Contracts with customers may include multiple distinct promises to customers and therefore are accounted for as separate performance obligations. In the contract with customer contains more than one performance obligation, when the stand-alone selling price are not directly observable, they are estimated based on expected cost plus margin approach.

Revenue from commercial properties are recognised as and when the control of the asset is transferred to the customer. Based on the terms of the contract and the laws that apply to the contract, control of the asset is transferred over time as the Group's performance do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The progress towards complete satisfaction of a performance obligation is determined by the proportion of property development costs incurred for work performed to date bear to the estimated total property development costs (an input method).

(b) Interest income

Interest income is recognised using the effective interest method.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.7 Leases

Short-term leases and leases of low value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. Accordingly, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting year. It also requires directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's and the Company's financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's and the Company's financial statements within the next financial year are disclosed as follows:

(a) Revenue recognition for contract customers (Note 13)

The Group and the Company recognised revenue and expenses in profit or loss by using the progress towards complete satisfaction of performance obligation. The progress towards complete satisfaction of performance obligation is determined by the proportion that costs incurred for work performed to date bear to the estimated total costs.

Significant judgement is required in determining the stage of completion, the extent of the costs incurred, the estimated total contract revenue and costs, as well as the recoverability of the contracts. In making judgements, the Company evaluates based on the past experience and by relying on the work of specialists.

(b) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rate. The Group and the Company use judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group and the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The carrying amounts of the Group's and the Company's financial assets are disclosed in Note 18 to the financial statements.

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5. PLANT AND EQUIPMENT

Group Cost	Computer equipment RM	Office equipment RM	Motor Vehicle RM	Total RM
At 1 January 2023	3,300	-	-	3,300
Additions	-	16,450	-	16,450
At 31 December 2023	3,300	16,450	-	19,750
Additions	5,184	-	167,812	172,996
At 31 December 2024	8,484	16,450	167,812	192,746
Accumulated depreciation				
At 1 January 2023	165	-	-	165
Depreciation charge for the financial year	879	1,793	-	2,672
At 31 December 2023	1,044	1,793	-	2,837
Depreciation charge for the financial year	919	3,290	11,187	15,396
At 31 December 2024	1,963	5,083	11,187	18,233
Carrying amount				
At 31 December 2024	6,521	11,367	156,625	174,513
At 31 December 2023	2,256	14,657	-	16,913

(a) Assets under hire purchase

Net carrying amount of plant and equipment of the Group held under hire purchase agreement is as follows:

	2024 RM	2023 RM
Motor Vehicle	156,625	-

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6. INVENTORIES

	Group	
	2024	2023
	RM	RM
Non-current:		
Property held for development		
- Leasehold land at cost	129,193,370	149,288,845
- Merger and acquisition	128,259	128,259
	<hr/>	<hr/>
- Development costs	129,321,629	149,417,104
	34,095,078	9,467,132
	<hr/>	<hr/>
	163,416,707	158,884,236
Current:		
Property held for development		
- Leasehold land at cost	32,913,535	39,969,287
- Development costs	131,371,613	60,574,687
	<hr/>	<hr/>
	164,285,148	100,543,974

Leasehold land included in the properties held for development of RM47,051,000 (2023: RM47,051,000) are pledged as security to secure term loan granted to the Group as disclosed in Note 11 to the financial statements.

The cost of inventories of the Group recognised as an expense in cost of sales during the financial year was RM51,759,482 (2023: RM23,059,242).

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7. INVESTMENT IN SUBSIDIARIES

	Company	
	2024	2023
	RM	RM
Unquoted shares, at cost		
At beginning of the financial year	21,000,100	21,000,100
Additions	100,200	-
At end of the financial year	<u>21,100,300</u>	<u>21,000,100</u>

Details of the subsidiaries are as follows:

Name of company	Principal place of business/ country of incorporation	Effective ownership interest		Principal activities
		2024	2023	
NCT Consolidated Sdn. Bhd.	Malaysia	100	100	Property development
NCT Land Sdn. Bhd.	Malaysia	99	99	Property development
NCT Century Sdn. Bhd. *	Malaysia	100	100	Investment holding
NCT AI Sdn. Bhd.	Malaysia	100	-	Provision of digital transformation and energy-saving solutions as well as AI-based analytics and automation
NCT Smart Management Sdn. Bhd.	Malaysia	100	-	Provision of project management services
Bumi Binaria Sdn. Bhd.	Malaysia	100	-	Property development

* Audited by auditors other than Baker Tilly Monteiro Heng PLT.

(a) Acquisition of NCT AI Sdn. Bhd.

On 6 June 2024, the Company acquired 100 ordinary shares representing 100% of the issued and paid-up share capital of NCT AI Sdn. Bhd. for a total consideration of RM100 only.

Subsequent to the acquisition, NCT AI Sdn. Bhd. shall become a wholly-owned subsidiary of the Company.

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7. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(b) Acquisition of NCT Smart Management Sdn. Bhd.

On 1 August 2024, the Company acquired 100 ordinary shares representing 100% of the issued and paid-up share capital of NCT Smart Management Sdn. Bhd. from Directors for a total consideration of RM100 only.

Subsequent to the acquisition, NCT Smart Management Sdn. Bhd. shall become a wholly-owned subsidiary of the Company.

(c) Acquisition of Bumi Binaria Sdn. Bhd.

On 13 August 2024, the Company acquired 100 ordinary shares representing 100% of the issued and paid-up share capital of Bumi Binaria Sdn. Bhd. from NCT Venture Corporation Sdn. Bhd. for a total consideration of RM100,000 only.

Subsequent to the acquisition, Bumi Binaria Sdn. Bhd. shall become a wholly-owned subsidiary of the Company.

(d) Acquisition of NCT Century Sdn. Bhd.

On 23 November 2023, the Company acquired 100 ordinary shares representing 100% of the issued and paid-up share capital of NCT Century Sdn. Bhd. from NCT Property Sdn. Bhd. for a total consideration of RM100 only.

Subsequent to the acquisition, NCT Century Sdn. Bhd. shall become a wholly-owned subsidiary of the Company.

(e) Non-controlling interest in subsidiary

The subsidiary of the Group that have material non-controlling interest ("NCI") are as follows:

	NCT Land Sdn. Bhd
	RM
2024	
NCI effective of ownership interest and voting interest	1%
Carrying amount of NCI	<u>58,293</u>
Loss allocated to NCI	<u>32,880</u>
Total comprehensive profit allocated to NCI	<u>32,880</u>
2023	
NCI effective of ownership interest and voting interest	1%
Carrying amount of NCI	<u>25,413</u>
Loss allocated to NCI	<u>(5,542)</u>
Total comprehensive loss allocated to NCI	<u>(5,542)</u>

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7. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) Non-controlling interest in subsidiary (continued)

(i) The summarised financial information before intra-group elimination of the subsidiary that has material NCI as at the reporting date are as follows:

	NCT Land Sdn. Bhd.	
	2024	2023
	RM	RM
Summarised statements of financial position		
Current assets	311,947,222	147,901,152
Non-current assets	95,099,723	90,487,994
Current liabilities	(327,692,632)	(146,639,722)
Non-current liabilities	(70,522,250)	(87,899,196)
Net assets	8,832,063	3,850,228
Summarised statements of comprehensive income		
Revenue	79,177,201	36,129,610
Profit/(Loss) for the financial year	4,985,635	(839,720)
Total comprehensive income/(loss)	4,985,635	(839,720)
Summarised cash flow information		
Cash flows used in operating activities	(7,992,827)	(23,426,269)
Cash flows used in investing activities	(23,496)	(16,450)
Cash flows from financing activities	10,903,321	26,624,918
Net increase in cash and cash equivalent	2,886,998	3,182,199

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8. TRADE AND OTHER RECEIVABLES

	Note	Group		Company		
		2024 RM	2023 RM	2024 RM	2023 RM	
Non-current:						
Non-trade						
Other receivables		1,932,085	1,791,994	-	-	
Current						
Trade						
Trade receivables	(a)	112,030,715	30,116,720	-	-	
Non-trade						
Other receivables		13,967,262	2,351,294	89,000	-	
Contract costs	(b)	6,802,710	-	-	-	
Prepayments		47,168	82,167	-	-	
Deposits		6,036,894	2,062,619	-	-	
Amounts owing by subsidiaries	(c)	-	-	93,831,719	69,716,847	
Less: Impairment loss for amounts owing by subsidiaries	(c)	-	-	(2,229,485)	-	
Total trade and other receivables (current)		138,884,749	34,612,800	91,691,234	69,716,847	
Total trade and other receivables (non-current and current)		140,816,834	36,404,794	91,691,234	69,716,847	

(a) Trade receivables

Trade receivables are non-interest bearing and normal credit terms offered by the Company is 30 days (2023: 30 days) from the date of invoices. Other credit terms are assessed and approved on a case by case basis.

The information about the credit exposures are disclosed in Note 18(b).

(b) Contract costs

Costs to obtain contracts relate to incremental commission fees paid to intermediaries as a result of obtaining contracts with customers. The Company has applied the practical expedient to recognise the incremental costs of obtaining contracts as an expense when incurred if the amortisation periods of the asset that the Company otherwise would have recognised are one year or less.

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8. TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Amounts owing by subsidiaries

The amounts owing by subsidiaries are unsecured, non-interest bearing, repayable on demand and are expected to be settled in cash.

Receivables that are impaired

The Company's amounts owing by subsidiaries that are impaired at the reporting date and the reconciliation of movement in the impairment of trade receivables are as follows:

	Company	
	2024	2023
	RM	RM
At 1 January	-	-
Charge for the financial year		
- Individually assessed	2,229,485	-
At 31 December	2,229,485	-

9. CONTRACT (LIABILITIES)/ASSETS

	Group	
	2024	2023
	RM	RM
Contract assets	-	4,262,410
Contract liabilities	(92,574,331)	-

(a) Contract assets

The contract assets primarily relate to the Company's right to consideration for work completed on contract but not yet billed at the reporting date. Typically, the amount will bill on a milestone basis and payment is within 60 days.

(b) Contract liabilities

The contract liabilities represent progress billings and deposits received for development contracts for which performance obligations have not been satisfied.

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9. CONTRACT (LIABILITIES)/ASSETS (CONTINUED)

(c) Significant changes in contract balances

	Group	
	2024	2023
	RM	RM
At 1 January	4,262,410	-
Revenue recognised during the year	79,177,201	36,129,610
Progress billings issued during the financial year	(176,013,942)	(31,867,200)
At 31 December	(92,574,331)	4,262,410

10. SHARE CAPITAL

	Group and Company			
	Number of ordinary share		Amounts	
	2024	2023	2024	2023
Issued and fully paid up (no par value):				
At 1 January/31 December				
	100	100	100	100

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

11. BORROWINGS

	Group	
	2024	2023
	Note	RM
Non-current		
Secured		
Hire purchase payables	(a)	126,581
Term loans	(b)	111,289,287
		133,468,207
		<u>111,415,868</u>
		<u>133,468,207</u>
Current		
Secured		
Hire purchase payables	(a)	18,467
Term loans	(b)	38,914,157
		16,605,293
		<u>38,932,624</u>
		<u>16,605,293</u>

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11. BORROWINGS (CONTINUED)

Note	Group	
	2024 RM	2023 RM
Total loans and borrowings:		
Hire purchase payables	(a) 145,048	-
Term loans	(b) 150,203,444	150,073,500
	150,348,492	150,073,500

(a) Hire purchase payables

Hire purchase payables of the Group of RM145,048 (2023: Nil) bears interest at 2.49% (2023: Nil) per annum and are secured by the Group's motor vehicles under hire purchase agreements as disclosed in Note 5(a).

(b) Term loans

The effective interest rate per annum on the term loans is 6.45% - 8.57% (2023: 6.45% - 8.57%).

The term loan facilities of the Group are secured by the following:

- (i) First legal charge over a unit of vacant agricultural land known as Lot 84211, Lot 84212 and Lot 84213, Mukim Tanjong Duabelas Daerah Kuala Langat, Negeri Selangor;
- (ii) Pledge of 294,000,000 of allocated Redeemable Convertible Unsecured Loan Stock and 242,786,712 of unallocated Redeemable Convertible Unsecured Loan Stock in the share capital of NCT Alliance Berhad by YBG Yap Consolidated Sdn Bhd;
- (iii) Open all monies first party general debenture to be created by the Company;
- (iv) Open all monies first party assignment and charge over the Debt Service Reverse Account (DSRA), all sales proceeds in respect of the development, Project Development Account and DSRA;
- (v) Individual guarantee by Directors;
- (vi) Corporate guarantee executed by the Company; and
- (vii) Absolute assignment of keyman insurance policy.

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12. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Trade					
Trade payable	(a)	27,696,436	14,834,281	-	-
Non-trade					
Other payables		11,543,060	5,428,302	-	1,378
Accruals		48,130,208	3,210,155	18,225	9,100
Amounts owing to directors	(b)	519,944	499,900	500,100	499,900
Amounts owing to related parties	(b)	159,607,842	149,869,950	114,557,682	90,252,179
		219,801,054	159,008,307	115,076,007	90,762,557
Total trade and other payables		247,497,490	173,842,588	115,076,007	90,762,557

- (a) Trade payables are non-interest bearing and the normal credit term period granted to the Company is 30 to 60 days (2023: 30 to 60 days).
- (b) Amounts owing to directors and related parties are unsecured, non-interest bearing, repayable upon demand and is expected to be settled in cash.

13. REVENUE

Revenue comprises mainly income from develop and sell commercial properties.

	Group	
	2024 RM	2023 RM
Revenue from contract customers:		
Sales of Properties	79,177,201	36,129,610
Timing of revenue recognition :		
Over time	79,177,201	36,129,610

14. COST OF SALES

Cost of sales represents the property development costs.

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15. FINANCE COSTS

	Group	
	2024	2023
	RM	RM
Interest expenses:		
hire purchase	1,817	-
term loans	12,800,115	10,445,617
	<hr/>	<hr/>
	12,801,932	10,445,617

16. PROFIT/(LOSS) BEFORE TAX

Other than disclosed elsewhere in the financial statements, the following items have been charged/(credited) in arriving at profit/(loss) before tax:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Auditors' remuneration - statutory audit:				
- Baker Tilly Monteiro Heng PLT	40,000	28,000	8,000	8,000
- Other auditor	2,000	-	-	-
Other services:				
- Member firms of Baker Tilly International	6,925	6,808	1,125	1,200
Expense relating to short-term lease	120,000	-	-	-
Depreciation of equipment	15,396	2,672	-	-
Impairment loss on amount owing by subsidiaries	-	-	2,229,485	-
Interest income	(305,008)	(110,035)	-	-
Salaries, allowance and bonus	2,982,182	-	-	-
Defined contribution plan	371,659	-	-	-
Other emoluments	29,293	-	-	-

17. INCOME TAX EXPENSE

	Group	
	2024	2023
	RM	RM
Current income tax:		
Current income tax charge	4,712,394	1,786,158
Adjusted in respect of prior year	204,403	15
Income tax expense recognised in profit or loss	<hr/>	<hr/>
	4,916,797	1,786,173

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17. INCOME TAX EXPENSE (CONTINUED)

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2023: 24%) of the estimated assessable loss for the financial year.

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

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before tax	5,834,540	(2,339,352)	(2,239,245)	(12,311)
Tax at Malaysian statutory income tax rate of 24% (2023: 24%)	1,400,290	(561,444)	(537,419)	(2,093)
Tax effects arising from:				
- non-deductible expenses	3,345,880	2,578,365	537,419	2,093
- non taxable income	(33,776)	(79,809)	-	-
- deferred tax liabilities not recognised	-	(150,954)	-	-
adjustment in respect of current income tax in prior years	204,403	15	-	-
Income tax expense	4,916,797	1,786,173	-	-

18. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table analysis the financial instruments of the Group and the Company in the statement of financial position are being analyse as financial assets and financial liabilities measured of amortised cost ("AC").

	Carrying Amount RM	AC RM
2024		
Group		
Financial assets		
Trade and other receivables*	140,769,666	140,769,666
Cash and bank balances	12,544,639	12,544,639
	153,314,305	153,314,305
Company		
Other receivables	91,691,234	91,691,234

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18. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (continued)

The following table analysis the financial instruments of the Group and the Company in the statement of financial position are being analyse as financial assets and financial liabilities measured of amortised cost ("AC"). (continued)

	Carrying Amount RM	AC RM
Group		
Financial liabilities		
Trade and other payables	247,497,490	247,497,490
Loan and borrowings	150,348,492	150,348,492
	397,845,982	397,845,982
Company		
Trade and other payables	115,076,007	115,076,007
2023		
Group		
Financial assets		
Trade and other receivables*	36,322,627	36,322,627
Cash and bank balances	9,616,518	9,616,518
	45,939,145	45,939,145
Company		
Other receivables	69,716,847	69,716,847
Group		
Financial liabilities		
Trade and other payables	173,842,588	173,842,588
Loan and borrowings	150,073,500	150,073,500
	323,916,088	323,916,088
Company		
Trade and other payables	90,762,557	90,762,557

* Exclude prepayments

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18. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management

The Group's and Company's activities is exposed to a variety of financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and interest rate risk. The Group's and the Company's overall financial risk management objective is to optimise value of its shareholder.

The directors review and agree to policies and procedures for the management of these risks, which are executed by the Group's and the Company's senior management.

(i) Credit risk

The Group and the Company considers a financial asset to be in default when:

- the counterparty is unable to pay its credit obligations to the Group and the Company in full, without taking into account any credit enhancements held by the Company; or
- the contractual payment of the financial asset is more than 30 days past due unless the Group and the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

At the end of the reporting period, the Group and the Company assess whether financial assets carried at amortised cost are credit impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Those events evidence that a financial asset is credit-impaired include observable date about the following events:

- significant financial difficulty of the counterparty;
- a breach of contract, including a default event;
- a concession or restructuring of loans granted by the lender of the counterparty relating to the counterparty's financial difficulty; or
- it is probable that the counterparty will enter bankruptcy or other financial reorganisation.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group and the Company determine that the counterparty does not have assets or source of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's and the Company's procedure for recovery of amounts due.

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18. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit risk (continued)

Trade receivables

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables is represented by the carrying amounts in the statement of financial position.

The carrying amount of trade receivables are not secured by any collateral or supported by any other credit enhancements. In determining the recoverability of these receivables, the Group and the Company consider any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. The Group and the Company have adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The Group and the Company applies the simplified approach to providing for impairment losses prescribed by MFRS 9 *Financial Instruments*, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. To measure the impairment losses, trade receivables have been grouped based on shared credit characteristics and the days past due. The impairment losses also incorporate forward-looking information.

Other financial assets

For other receivables and other financial assets (including cash and cash equivalents), the Group and the Company minimises credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the statement of financial position.

The Group and the Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting year. To assess whether there is a significant increase in credit risk the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

As at the end of the reporting date, other than credit impaired other receivables, the Group and the Company considers the other receivables and other financial assets as low credit risk and any loss allowance would be negligible.

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(Incorporated in Malaysia)

18. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit risk (continued)

Financial guarantee contracts

The Company is exposed to credit risk in relation to financial guarantees given to banks in respect of loans granted to certain subsidiaries. The Company monitors the results of the subsidiaries and their repayment on an on-going basis. The maximum exposure to credit risks amounts to RM104,649,055 (2023: RM103,022,500) representing the maximum amount the Company could pay if the guarantee is called on as disclosed in Note 18(b)(ii). As at the reporting date, there was no loss allowance for impairment as determined by the Company for the financial guarantee.

The financial guarantees have not been recognised since the fair value on initial recognition was not material as the guarantee is provided as credit enhancement to subsidiaries' secured borrowings.

(ii) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of the maturities between financial assets and liabilities. The Group's and the Company's exposure to liquidity risk arises principally from trade and other payables, and loan and borrowings.

The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through stand-by facilities. The Group and the Company maintains sufficient liquidity and available funds to meet daily cash needs, while maintaining controls and security over cash movements. The Group and the Company uses a series of processes to obtain maximum benefits from its flow of funds, such that they are efficiently managed to maximise income from investment and minimise cost on borrowed funds. The Group and the Company's finance department also ensure that there are sufficient unutilised stand-by facilities, funding and liquid assets available to meet both short-term and long-term funding requirements.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

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NCT WORLD SDN. BHD.
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18. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(ii) Liquidity risk (continued)

Maturity analysis

The maturity analysis of the Group and the Company's financial liabilities by their relevant maturity at the reporting date based on contractual undiscounted repayment obligations are as follows:

	Carrying amounts RM	Contractual cash flows				Total RM
		On demand or within 1 year RM	Between 1 and 5 years RM	More than 5 years RM		
2024						
Group						
Trade and other payables	247,497,490	247,497,490	-	-	247,497,490	
Hire purchase payable	145,048	25,080	144,208	-	169,288	
Term loan	150,203,444	49,037,148	68,659,739	59,490,133	177,187,020	
Total undiscounted financial liabilities	397,845,982	296,559,718	68,803,947	59,490,133	424,853,798	
Company						
Trade and other payables	115,076,007	115,076,007	-	-	115,076,007	
Financial guarantee contracts	-	104,649,055	-	-	104,649,055	
Total undiscounted financial liabilities	115,076,007	219,725,062	-	-	219,725,062	
2023						
Group						
Trade and other payables	173,842,588	173,842,588	-	-	173,842,588	
Loan and borrowings	150,073,500	26,783,054	57,957,164	99,844,592	184,584,810	
Total undiscounted financial liabilities	323,916,088	200,625,642	57,957,164	99,844,592	358,427,398	
Company						
Trade and other payables	90,762,557	90,762,557	-	-	90,762,557	
Financial guarantee contracts	-	103,022,500	-	-	103,022,500	
Total undiscounted financial liabilities	90,762,557	193,785,057	-	-	193,785,057	

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18. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(iii) Interest rate risk

Interest rate risk is the risk of fluctuation in fair value or future cash flows of the Group's financial instruments as results of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from loan and borrowing with floating interest rates. The Group manages net exposure to interest rate risk by monitoring the exposure to such risk on ongoing basis. The Group does not use derivative financial instruments to hedge interest risk.

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amount as at reporting date is as follows:

	Group	
	2024	2023
	RM	RM
Floating rate instruments		
Financial liabilities	150,203,444	150,073,500

Sensitivity analysis for floating rate instruments

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant on the Group's total equity and profit for the financial year.

	Change in basis point	Effect on financial year RM	Effect on equity RM
Group			
2024			
Loan and borrowings	+ 50	(570,773)	(570,773)
	- 50	570,773	570,773
2023			
Loan and borrowings	+ 50	(570,279)	(570,279)
	- 50	570,279	570,279

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
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18. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurement

The carrying amounts of cash and cash equivalents, receivables and payables are reasonably approximate to their fair values due to the relatively short-term nature of these financial instruments.

There have been no transfers between Level 1, Level 2 and Level 3 during the financial year.

19. RELATED PARTIES

(a) Identity of related parties

Parties are considered to be related to the Group and the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operational decisions, or vice versa, or where the Group and the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties of the Company include:

- (i) Subsidiaries;
- (ii) Entities in which directors have substantial financial interest; and
- (iii) The key management personnel of the Group and the Company which comprise persons (including the directors of the Company) having the authority and responsibility for planning, directing, controlling the activities of the Group directly or indirectly.

(b) Significant related party transactions and balances

Significant related party transactions other than disclosed elsewhere in the financial statements are as follows:

Related party:	Group	
	2024 RM	2023 RM
Construction cost	59,136,625	-

Significant outstanding balances with related parties at the end of the reporting period are as disclosed in Notes 8 and 12.

(c) Compensation of key management personnel

There is no compensation to any key management personnel of the Company.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

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NCT WORLD SDN. BHD.
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20. CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are to safeguard the Group's and the Company's ability to continue as going concerns and to maintain an optimal capital structure so as to maximise shareholders' value.

The Group and the Company manage their capital structure and make adjustment to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholder, return capital to shareholder or issue new shares. No changes were made in the objectives, policies and processes during the financial year ended 31 December 2024 and 31 December 2023.

The Group's and the Company's key risk arises primarily from its financial liabilities which mainly comprise trade and other payables and bank borrowings. This exposes the Group and the Company to liquidity risk, the risk that the Group and the Company will encounter difficulties in meeting its financial obligations.

The Board of Directors reviews and agrees policies and procedures for the management of this liquidity risk which influences the primary objective of the Group's and the Company's capital management. In this regard, the Group's and the Company's policies and procedures to obtain funding from its shareholders to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities as and when they fall due.

There was no change in the Group's and the Company's approach to capital management during the financial year.

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

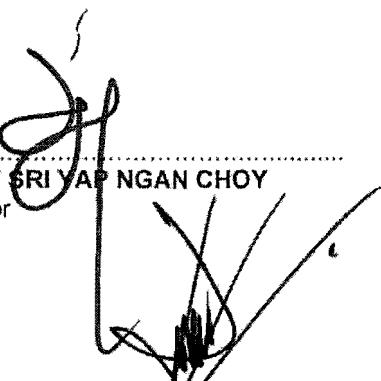
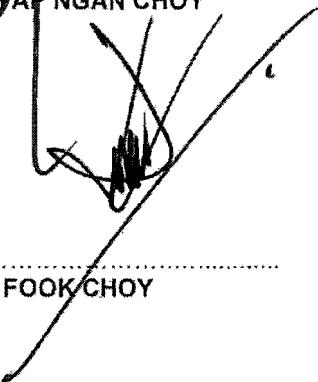
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NCT WORLD SDN. BHD.
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS
(Pursuant to Section 251(2) of the Companies Act 2016)

We, **DATO' SRI YAP NGAN CHOY** and **DATO' YAP FOOK CHOY**, being the directors of NCT World Sdn. Bhd., do hereby state that in the opinion of the directors, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of their financial performance and cash flows for the financial year then ended.

Signed by the Board of Directors in accordance with a resolution of the directors:

.....

DATO' SRI YAP NGAN CHOY
Director
.....

DATO' YAP FOOK CHOY
Director

Date: **17 JUN 2025**

**APPENDIX V - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF NCT WORLD FOR THE
FY 31 DECEMBER 2024 (Cont'd)**

Registration No.201901008708 (1318036-X)

NCT WORLD SDN. BHD.
(Incorporated in Malaysia)

STATUTORY DECLARATION

Pursuant to Section 251(1) of the Companies Act 2016

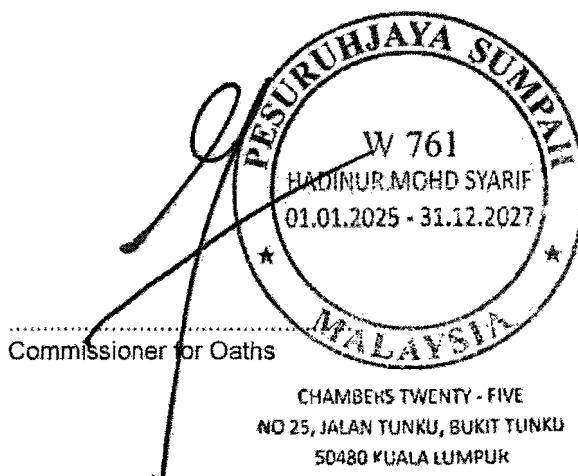
I, **DATO' SRI YAP NGAN CHOY**, being the director primarily responsible for the financial management of NCT World Sdn. Bhd., do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements are correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act 1960.


.....
DATO' SRI YAP NGAN CHOY

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on

17 JUN 2025

Before me,





Baker Tilly Monteiro Heng PLT
201900000600
Chartered Accountants (AF 0117)
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur, Malaysia

T : +603 2297 1000
F : +603 2282 9980

info@bakertilly.my
www.bakertilly.my

Registration No. 201901008708 (1318036-X)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NCT WORLD SDN. BHD.
(Incorporated in Malaysia)**

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of NCT World Sdn. Bhd., which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial period then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 7 to 39.

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

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NCT WORLD SDN. BHD.
(Incorporated in Malaysia)**

Material Uncertainty Related to Going Concern

We draw attention to Note 2.6 to the financial statements, which disclosed that the Company incurred a net loss of RM2,239,245 and, as of that date, the Group's and the Company's current liabilities exceeded its current assets by RM69,237,587 and RM23,381,769 respectively and the Group and the Company's net liabilities exceeded its net assets by RM15,055,658 and RM2,281,469 respectively, thereby indicating the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as going concerns. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NCT WORLD SDN. BHD.
(Incorporated in Malaysia)**

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- identify and assess the risks of material misstatement of the financial statements of the Group and the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NCT WORLD SDN. BHD.
(Incorporated in Malaysia)**

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 7 to the financial statements.

Other Matters

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

Baker Tilly

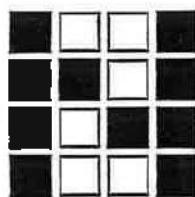
Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

A handwritten signature of Paul Tan Hong.

Paul Tan Hong
No. 03459/11/2025 J
Chartered Accountant

Kuala Lumpur

Date: 17 June 2025



NCT WORLD SDN BHD. 201901008708(1318036-X)

Menara NCT, No.2 Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong Selangor.
Tel: (+603)8064 3333 Fax: (+603)8064 3388
Email: info@nct.net.my Website: <https://www.nct.net.my>

Date: 5 December 2025

The Board of Directors
NCT ALLIANCE BERHAD
Menara NCT
No. 2, Jalan BP 4/9
Bandar Bukit Puchong
47100 Puchong
Selangor

Dear Sir/Madam,

- (I) PROPOSED ACQUISITION BY NCT ALLIANCE BERHAD ("NCT") OF 100 ORDINARY SHARES IN NCT WORLD SDN BHD ("NCT WORLD"), REPRESENTING THE ENTIRE EQUITY INTEREST OF NCT WORLD FOR A PURCHASE CONSIDERATION OF UP TO RM490,256,718 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF UP TO 104,166,667 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;
- (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 NCT TO FACILITATE THE ISSUANCE AND ALLOTMENT OF THE CONSIDERATION RCPS

(COLLECTIVELY REFERRED TO AS "PROPOSALS")

On behalf of the Board of Directors of NCT World ("Board"), I wish to report that, after making due enquiries in relation to the period from 31 December 2024 (being the date to which the last audited financial statements of NCT World has been made) up to the date hereof (being a date not earlier than fourteen (14) days before the issuance of this Circular):

- (a) the business of NCT World has, in the opinion of the Board, been satisfactorily maintained;
- (b) in the opinion of the Board, no circumstances have arisen since the last audited financial statements of NCT World which have adversely affected the trading or the value of the assets of the NCT World;
- (c) the current assets of NCT World appear in the books at value which are believed to be realisable in the ordinary course of business;
- (d) there are no contingent liabilities by reason of any guarantees or indemnities given by NCT World;
- (e) there has been no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in relation to any borrowings of NCT World; and
- (f) there have been no material changes in the published reserves or any unusual factors affecting the profits of the NCT World since the last audited financial statements of NCT World.

Yours faithfully,
For and on behalf of the Board
NCT World Sdn Bhd

Dato' Yap Pook Choy
Director

APPENDIX VII - VALUATION CERTIFICATE



PRIVATE & CONFIDENTIAL

NCT Alliance Berhad
Menara NCT
No. 2, Jalan BP 4/9
Bandar Bukit Puchong
47100 Puchong
Selangor Darul Ehsan

Date: 21 August 2025

Reference: V/COR/25/0120(A) – (B)

Dear Sir / Madam,

VALUATION CERTIFICATE COMPRISING: -

(A) A MASTER-PLANNED MANAGED INDUSTRIAL PARK KNOWN AS NCT SMART INDUSTRIAL PARK, LOCATED WITHIN MUKIM TANJONG DUABELAS, DISTRICT OF KUALA LANGAT, SELANGOR DARUL EHSAN
(B) JOINT DEVELOPMENT RIGHTS HELD BY BUMI BINARIA SDN BHD IN A SMART INDUSTRIAL PARK KNOWN AS NCT INNOSPHERE WITH LAND AREA MEASURING 122.41 ACRES LOCATED WITHIN BANDAR BUKIT KAYU HITAM, DISTRICT OF KUBANG PASU, KEDAH DARUL AMAN
(COLLECTIVELY HEREINAFTER REFERRED TO AS THE "SUBJECT PROPERTIES")

We were instructed by NCT Alliance Berhad (hereinafter referred to as the "Client") to ascertain the Market Value of the respective legal interests in the Subject Properties listed herein.

This valuation certificate is prepared for inclusion in the circular of NCT Alliance Berhad in relation to the proposed acquisition of 100 ordinary shares in NCT World Sdn Bhd.

This valuation certificate is 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.

This valuation certificate is prepared in accordance with the general principles adopted and limiting conditions as enclosed at the end of our formal valuation reports. For all intents and purposes, this valuation certificate should be read in conjunction with our formal valuation reports.

We have conducted the site inspection on various occasions, being the latest on **1 July 2025** in respect of NSIP and **3 July 2025** in respect of NIS. We have been specifically instructed by the Client to assess the Market Value(s) of the Subject Properties at the material date of valuation as of **31 May 2025**.

The basis of valuation adopted is the **Market Value** which is defined as "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".

In arriving at our opinion of the Market Value(s) of NSIP, we have adopted the **Income Approach by Residual Method** and / or the **Comparison Approach**; whilst for NIS, we have adopted the **Income Approach by Residual Method**.



Brief details of the adopted methodologies are defined herein as below.

a) **Income Approach by Residual Method**

This approach 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 (Gross Development Cost / "GDC") and profit from the sales proceeds (Gross Development Value / "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.

GDV

In arriving at the GDV of the respective development components, we have adopted the **Comparison Approach** and **Income Approach by Investment Method**.

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.

Income Approach by Investment Method involved 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.

GDC

In arriving at the GDC, we have made reference to the total awarded contract sum, client's provision as well as 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 and Arcadis Construction Cost Handbook Malaysia 2025.

In general, we have adopted a development period of about 2.50 to 6.00 years as reasonable after having considered the demand, take-up rates and sales performance of other similar developments, the type and intensity of the development as well as the product features being offered and the potential absorption of the product features.

Our interpretation of the discount rate is based on the premise that the value of a dollar to be received in the future is equal to a dollar today minus some factor to account for the risk that the future dollar may not materialize (which can also be explained as opportunity cost, expected return of capital when invested elsewhere). A general way of determining the discount rate is to adopt the capitalisation rate together with the long-term growth rate or expected average annual appreciation of the asset.

In general, the long-term growth rate adopted will be the annual appreciation of an asset (whether in terms of values, rentals or any other measurable parameter). As a rule of thumb, the annual appreciation of an asset can also be assumed to be equal to the rate of inflation.

As such, a discount rate of 8.00% is adopted in our valuation (4.50% to 5.25% being the range of expected returns for development land + 1.50% to 3.3% for inflation)



b) **Comparison Approach** (as defined above).

For **NSIP**, we have adopted the **Income Approach by Residual Method** as only preferred method of valuation for **Phase 1**, which has obtained planning approval and includes on-going phases which are under construction and already with achieved sales and progress billings. Whilst for development land / parcel i.e. **Phase 2**, which has obtained planning approval and yet to be launched, the primary method adopted is the **Income Approach by Residual Method** and **Comparison Approach** as a check. For development lands / parcels i.e. **Phases 3 and 5**, which applications for planning approval have been submitted, currently pending approval, the primary method adopted is the **Comparison Approach** and **Income Approach by Residual Method** as a check. For development land / parcel i.e. **Phase 4** that is yet to be granted with any planning approval, we have adopted the **Comparison Approach** as only preferred method of valuation.

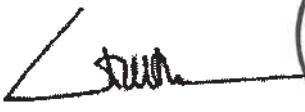
For **NIS**, we have adopted the **Income Approach by Residual Method** as the only preferred method of valuation in arriving at our opinion of Market Value of the Joint Development Rights in the Subject Property because the market value is fundamentally tied to the contractual obligations of the agreement (with each agreement highly customized/not one alike), and there is no market comparables that are similar in nature / not openly traded in active markets.

Market Value(s) of the Subject Properties are tabulated as below.

No.	Reference No.	Identification of Property	Market Value
1.	V/COR/25/0120(A)	NCT Smart Industrial Park	RM982,000,000
2.	V/COR/25/0120(B)	NCT Innosphere	RM18,900,000
Total Market Value			RM1,000,900,000

Signed for and on behalf of
Knight Frank Malaysia Sdn Bhd

DocuSigned by:


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JUSTIN CHEE TING HWANG
Registered Valuer, V-774
RICS Registered Valuer, 1235888
MRICS, MRISM, MPEPS



Scan here to verify the content
and authenticity of this report

Date: 21 August 2025

Note:-

The above valuation is peer reviewed by Knight Frank Malaysia Sdn Bhd (Head Office), Mr. Ooi Hsien Yu (Registered Valuer, V-692).



1.0 V/COR/25/0120(A) – NCT SMART INDUSTRIAL PARK

1.1 IDENTIFICATION OF PROPERTY

Interest Valued / Type of Property Legal interest in a master-planned Managed Industrial Park ("MIP") known as NCT Smart Industrial Park ("NSIP"), comprising the following phases, all located within Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan:

Phase	Legal Description
Phase 1 (Proposed 277 subdivided individual titles)	<u>190 subdivided individual titles</u> Lot PT 54339 held under Title No. HSD 50460 and 189 subdivided individual titles. <u>Proposed 87 subdivided individual titles</u> Parent Lot PT 54344 held under Master Title No. HSD 50465 and 57 master titles. ^{Note (1)} Along with the supporting public facilities and infrastructure of about 68.536 acres (277,350 square metres) within the development.
Phase 2 (1 block title)	Lot 84211 held under Title No. PN 123921.
Phase 3 (5 block titles)	Lot(s) PT 34036 – PT 34040 (inclusive) held under Title No(s). HSD 32461 – HSD 32465 (inclusive).
Phase 4 (3 block titles)	Lot(s) PT 80017 – PT 80019 (inclusive) held under Title No(s). HSD 52376 – HSD 52378 (inclusive).
Phase 5 (1 block title)	Lot 84213 held under Title No. PN 123923.

Note (1): The 58 master titles have been approved, vide letter from Pejabat Daerah dan Tanah Kuala Langat dated 17 January 2025, to be surrendered and re-alienated with 87 new titles with their respective re-designated land areas based on the revised components of the pre-computation plan(s) dated 4 December 2023.

Locality Located at Integrated Development Region in South Selangor ("IDRISS"), an integrated private investment development in Sepang and Kuala Langat districts and is located along Jalan Langat Lestari in Kuala Langat, Selangor; The Kuala Lumpur International Airport Terminals 1 and 2 are located approximately 4.5 kilometres due east of the NSIP.

Title Particulars The following table outlines the title particulars of NSIP:

Phase	Lot No.	Title No.	Total Title Land Area	Quit Rent (Land Tax)
Phase 1	190 subdivided lots and 58 parent lots	190 subdivided individual titles and 58 master titles	65.2214 hectares ^{Note (1)}	Subject to the quit rent payable for the respective titles
Phase 2	Lot 84211	PN 123921	93.13 hectares	RM13,970.00
Phase 3	PT 34036 - PT 34040	HSD 32461 - HSD 32465	95.6315 hectares	RM678.00 each
Phase 4	PT 80017 - PT 80019	HSD 52376 - HSD 52378	29,478 square metres	RM29.00 each
Phase 5	Lot 84213	PN 123923	11.56 hectares	RM410.00



1.1 IDENTIFICATION OF PROPERTY (CONT'D)

Title Particulars (Cont'd) The following particulars are common to the above titles unless otherwise stated:-

Summary of Title Particulars	
Mukim / District / State	Mukim Tanjung Duabelas, District of Kuala Langat, Selangor Darul Ehsan.
Tenure	<ul style="list-style-type: none"> ➤ Phase 1 (190 subdivided individual titles + 58 master titles): <ul style="list-style-type: none"> i) Leasehold interest for a term of 98 years expiring on 6 December 2121 (in respect of 78 subdivided individual titles) and 97 years expiring on 23 December 2121 (in respect of 112 subdivided individual titles); and ii) Leasehold interest for a term of 98 years expiring on 6 December 2121 (in respect of 58 master titles). <small>Note (2)</small> ➤ Phases 2 and 5: Leasehold interest for a term of 99 years, expiring on 6 December 2121. ➤ Phase 3: Leasehold interest for a term of 99 years, expiring on 25 January 2092. <small>Note (3)</small> ➤ Phase 4: Leasehold interest for a term of 99 years, expiring on 25 January 2092.
Registered Proprietor(s)	<ul style="list-style-type: none"> ➤ Phase 1: NCT Land Sdn Bhd / others. ➤ Phases 2 and 5: NCT Land Sdn Bhd. ➤ Phases 3 and 4: NCT Consolidated Sdn Bhd.
Category of Land Use	<ul style="list-style-type: none"> ➤ Phase 1: "Bangunan" (5 titles) and "Industri" (243 titles). ➤ Phases 2 to 5: "Pertanian".
Express Condition	<ul style="list-style-type: none"> ➤ Phase 1: "Bangunan Perniagaan" (5 titles), "Industri Ringan" (38 titles) and "Industri Sederhana" (205 titles). ➤ Phases 2 and 5: "Tanaman Kekal (Industri)". ➤ Phases 3 and 4: "Pertanian".
Restriction-In-Interest	<ul style="list-style-type: none"> ➤ Phases 1, 2 and 5: "Tanah ini tidak boleh dipindahmilik, dipajak atau digadai selainkan setelah mendapat kebenaran Pihak Berkuasa Negeri.". ➤ Phases 3 and 4: "Tanah ini boleh dipindahmilik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri.".
Encumbrances	<ul style="list-style-type: none"> ➤ Phase 1: Charged to various financial institutions. ➤ Phases 2 and 5: Charged to AmBank (M) Berhad. ➤ Phase 3: Charged to MBSB Bank Berhad. ➤ Phase 4: Nil.
Endorsement	<ul style="list-style-type: none"> ➤ Phase 1: Several registrar caveats and private caveats have been lodged / Nil. ➤ Phases 2 and 5: Private caveats have been lodged in favour of AmBank (M) Berhad. ➤ Phase 3: Lease extension approval for an additional 31 years, expiring on 24 January 2123. ➤ Phase 4: Nil.

Notes:

- (1) The remaining 58 master titles will be surrendered and re-aliended with 87 new titles with their respective re-designated land areas based on the revised components of the pre-computation plan(s) dated 4 December 2023 and will collectively have a total title land area of about 65.3766 hectares (161.55 acres | 653,766 square metres | 7,037,036 square feet). For the purpose of this Valuation, we have assessed the Market Value of Phase 1 based on total land area of about 65.3766 hectares (161.55 acres | 653,766 square metres | 7,037,036 square feet).
- (2) The 58 master titles of the proposed 87 subdivided individual titles are held under leasehold interest for a term of 98 years expiring on 6 December 2121. Our valuation is on the basis that the proposed 87 subdivided individual titles conveying leasehold interest for a term of 98 years expiring on 6 December 2121 are forthcoming and when issued, will be free from all encumbrances and restriction conditions with their respective designated land use and land area.
- (3) As per the letter from Pejabat Daerah dan Tanah Kuala Langat dated 16 December 2024, the lease for all five (5) titles have been extended, with the new lease term expiring on 24 January 2123. The lease extension premium has been fully paid. For purpose of this Valuation, we have taken into account the said extended lease term expiring on 24 January 2123.



1.2 PROPERTY DESCRIPTION

Overview

NSIP will be developed as a MIP, a next-generation industrial estate concept designed to provide investors and manufacturers with a secure, efficient, and well-maintained operating environment; awarded with Green Township Certification under Provisional GreenRE Certification Township Category Bronze Level. NSIP. Upon completion, NSIP will offer a sustainable and technology-driven industrial ecosystem, incorporating features such as state-of-the-art manufacturing facilities, ready-built factories, commercial components, workers' accommodation, landscaped green zones and comprehensive infrastructure. The development is strategically located with excellent connectivity to major highways, ports, and airports, positioning it as a premier destination for high-value industries within the Kuala Langat district.

Site Description

Phase	Site Description
Phase 1	Phase 1 abuts onto Phase 2 along its western boundary and neighbouring lots along its southern and northern boundaries whilst its eastern boundary abuts onto a TNB transmission line wayleave. As of the date of inspection, we noted that earthworks and construction works are currently in progress
Phase 2	The eastern boundary adjoins Phase 1 of NSIP whilst the southern boundary partly adjoins Phase 3 of NSIP and partly adjoins neighbouring lots. The subject site is generally flat in terrain and lies at the same level as the street elevations. The site boundaries are not demarcated by any form of fencing. Based on our aerial inspection, we note that the part of the eastern portion of the site is undergoing earthworks and other related preliminary works are currently in progress, whilst the western portion is covered with heavy undergrowth and wild trees.
Phase 3	The southern boundary of Lot PT 34036 and the northern boundaries of Lot(s) PT 34037 to PT 34040 abut onto laterite road reserve which branching from the Jalan Langat Lestari. The subject site(s) are generally flat in terrain and lies at the same level as the street elevations; whilst site boundaries are not demarcated by any form of fencing. Based on our aerial inspection, we note that the site(s) are generally covered with heavy undergrowth and wild trees.
Phase 4	Having a direct frontage onto Jalan Langat Lestari onto the eastern boundary of the subject site(s). The subject site(s) are generally flat in terrain and lies at the same level as the street elevations; whilst site boundaries are not demarcated by any form of fencing. Based on our aerial inspection, we note that the site(s) are generally cleared and covered by light undergrowth
Phase 5	Having a direct frontage onto Jalan Langat Lestari onto its eastern boundary. Phase 5 is separated from Phase 1 of NSIP (located at the immediate west of Phase 5) by a TNB transmission line wayleave, whilst the remaining boundaries abut onto neighbouring lots. The subject site(s) are generally flat in terrain and lies at the same level as the street elevations; whilst site boundaries are not demarcated by any form of fencing. As of the date of inspection, we noted that the earthworks and other related preliminary works are currently in progress.

Development Component

The following table outlines the proposed development components for NSIP:

Phase	Proposed Development Component / Land Use	Expected Launch / Completion Date
Phase 1	Construction in progress; the proposed 277 subdivided titles are approved for development of terraced factories, semi-detached factories, detached factories, clustered factories, industrial plots, a corporate office, centralised labour quarters (CLQ 1 & 2) together with a food court, a sports complex cum car parking facility and a telecommunication tower.	1H2023 / 2H2027
Phase 2	A parcel of vacant development land with the benefit of planning approval for the development of terraced factories, semi-detached factories, detached factories, clustered factories, industrial plots and a telecommunication tower with on-going earthworks.	2H2025 / 1H2029
Phase 3	Five (5) parcels of vacant development land with planning approval application submitted for industrial plots development.	Future Launch
Phase 4	Three (3) parcels of vacant development land designated for future development.	-
Phase 5	A parcel of development land with planning approval application submitted for terraced shop-offices and affordable stratified shops.	Future Launch



1.2 PROPERTY DESCRIPTION (CONT'D)

Proposed Gross Floor Area (GFA)	Phase	Development Component	Total Unit	GFA	
				square metres	square feet
	Phase 1	Terraced factories, semi-detached factories, detached factories, clustered factories, a corporate office, command centre, centralised labour quarters (CLQ 1 & 2) together with a food court and a sports complex cum car parking facility	275	334,914	3,604,957
	Phase 2	Terraced factories, semi-detached factories, detached factories and clustered factories	335	179,841	1,935,797
	Phase 5	Terraced shop offices and affordable stratified shop offices	187	53,603	576,975

Note: This GFA tabulation excludes industrial plots.

Planning

Located within an area zoned for industrial use based on the Rancangan Tempatan MPKL 2030 Pengubahan 2.

Below are the details of planning approval for the respective phases:

Phase	Approval
Phase 1	Phase 1 has been granted with planning approval for the development of a mixed industrial hub via the amended KM(s) dated 24 November 2023, 16 May 2024 and 27 August 2024 comprising 39 units of terraced factory, 140 units of semi-detached factory, 43 units of detached factory, 48 units of clustered factory, 2 parcels of industrial plots, a corporate office, 2 centralised labour quarters (CLQ 1 & 2) together with a food court, a sports complex cum car parking facility and a telecommunication tower, along with other supporting infrastructures, amenities and facilities attached thereon. Via application letters for KM approval issued to One Stop Centre (OSC) of Majlis Perbandaran Kuala Langat dated 29 May 2025, submission has been made for the proposed commercial development of CLQ1 & CLQ2. Subsequent to our valuation date i.e. 31 May 2025, via application letter for KM approval issued to OSC of Majlis Perbandaran Kuala Langat dated 18 August 2025, we note the submission has been made for the proposed commercial development of a corporate office together with a command centre. Phase 1 has been granted with building plan approval letters dated 30 August 2023, 13 September 2024 and 12 December 2024 for terraced factories, semi-detached factories and detached factories. Via application letter for building plan approval acknowledged by OSC of Majlis Perbandaran Kuala Langat dated 5 August 2024, submission has been made for clustered factories.
Phase 2	Phase 2 has been granted with planning approval for the development of a mixed industrial hub via the KM dated 4 July 2024 comprising 136 units of terraced factory, 40 units of clustered factory, 128 units of semi-detached factory, 31 units of detached factory, 2 parcels of industrial plots and a telecommunication tower, along with other supporting infrastructures, amenities and facilities attached thereon.
Phase 3	Phase 3 has submitted an application for planning approval for the proposed development of industrial plots vide a letter bearing Reference No. KFPS/NCT.KUALA LANGAT/08-2023/OSC dated 4 November 2024.
Phase 5	Phase 5 has submitted an application for planning approval for the proposed development of terraced shop-offices and affordable stratified vide a letter bearing Reference No. KFPS/NCT.KUALA LANGAT/05-2022/022/FASA 5 dated 10 July 2023.



1.2 PROPERTY DESCRIPTION (CONT'D)

Sales Status and Performance (Phase 1 Only) Pursuant to the Sales Status Report (as at 31 May 2025) provided by the Client, we note that a total of 130 units (46%) has been sold, details of which are as follows:

Property Type	Total Units	Total Units Sold	Sales Rate %	Net Sales Price ⁽¹⁾	Progressive Payment Billed
Terraced Factory	39	23	59%	RM54,811,658.96	RM21,540,100.00
Semi-Detached Factory	140	75	54%	RM639,725,600.00	RM233,361,775.00
Detached Factory	43	29	67%	RM326,301,790.00	RM170,849,600.00
Clustered Factory	48	-	0%	RM268,793,000.00	-
Industrial Plot	11	3	27%	RM189,815,600.00	RM64,994,040.00
Total	281	130	46%	RM1,479,447,648.96	RM490,745,515.00

Note: The net sales prices are after 10% - 26% developer discount and rebates.

Contracts Awarded and Works Done To-Date

The following table outlines the summary of the awarded contracts and works certified completed to-date based on the Letter of Awards and Interim Certificates made available to us by the Client.

Works	Contract Sum	Value of Work Done	% of Completion
Phase 1			
Earthwork	RM177,371,141.37	RM128,283,778.67	72%
Shared Common Infrastructure ^{Note (1)}	RM104,278,342.69	RM18,993,490.13	18%
Main Building Works	RM357,945,097.78	RM90,408,350.23	25%
Consultancy Fee	RM28,955,852.83	RM7,942,740.33	27%
Marketing	RM2,016,100.48	RM1,898,356.13	94%
Total (Phase 1)	RM670,566,535.15	RM247,526,715.49	
Phase 2			
Earthwork	RM109,837,892.67	-	0%
Shared Common Infrastructure ^{Note (1)}	RM61,901,584.60	RM9,463,826.47	15%
Total (Phase 2)	RM171,739,477.27	RM9,463,826.47	
Phase 3			
Shared Common Infrastructure ^{Note (1)}	RM56,033,827.10	RM6,235,379.90	11%
Total (Phase 3)	RM56,033,827.10	RM6,235,379.90	
Phase 4			
Shared Common Infrastructure ^{Note (1)}	RM1,628,008.16	RM179,866.93	11%
Total (Phase 4)	RM1,628,008.16	RM179,866.93	
Phase 5			
Earthwork	RM1,921,164.12	-	0%
Shared Common Infrastructure ^{Note (1)}	RM6,641,615.44	RM1,235,960.88	19%
Total (Phase 5)	RM8,562,779.56	RM1,235,960.88	

Note:

(1) We were informed by the Client that the total contract sums and the total value of work done for the shared common infrastructure are apportioned across Phase 1 to Phase 5.



1.3 MARKET VALUE

Date of Valuation	31 May 2025.
Valuation Methodology	In arriving at our opinion of the Market Value of the Subject Property, we have adopted the Income Approach by Residual Method and / or the Comparison Approach .

Reconciliation of Values	Phase	Income Approach by Residual Method	Comparison Approach
	Phase 1	RM359,500,000	Not Applicable
	Phase 2	RM285,000,000	RM302,400,000
	Phase 3	RM278,500,000	RM276,700,000
	Phase 4	Not Applicable	RM10,500,000
	Phase 5	RM46,700,000	RM50,300,000

Market Value	RM982,000,000.
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Income Approach by Residual Method	The following table outlines the salient valuation assumptions adopted in undertaking our valuation assessment of the development.
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Summary of Parameters				
	Phase 1	Phase 2	Phase 3	Phase 5
Total Remaining GDV (Net Unbilled Amount)	RM 1,436,605,373	RM1,373,797,213	RM789,718,776	RM216,191,225
Total Remaining GDC	RM1,000,835,907	RM986,094,141	RM438,842,058	RM159,531,639
Remaining Development Period ^(Note)	2.5 years	4.0 years	3.0 years	2.5 years
Present Value (Discount Rate)	8.00%			

Note: The adopted absorption assumptions and development periods are derived from actual Phase 1 sales performance of NSIP and benchmarking against comparable managed and large-scale industrial parks in Selangor, including Kota Seri Langat, Elmina Business Park, Eco Business Park, KIIP Kapar, H&A Technology City, Bandar Bukit Raja, and Setia Alaman. As a MIP development with comprehensive infrastructure, centralised management and integrated facilities, NSIP aligns closely with developments such as Compass @ Kota Seri Langat and Elmina Business Park which share similar MIP principles and market positioning. Accordingly, the adopted total development period of 4 years is considered reasonable and reflective of the project's overall scale and phasing timeline.

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1.3 MARKET VALUE (CONT'D)

GDV – Industrial developments, terraced shop-offices and affordable stratified shops

In arriving at the GDV for industrial developments, terraced shop-offices and affordable stratified shops, we have used the Comparison Approach, which has been defined hereinbefore.

Sales Comparables and Analysis of Industrial Plots						
	Comparable 1	Comparable 2	Comparable 3			
Legal Description	Lot 45867 held under Title No. GRN 284874, Bandar Sri Sendayan, District of Seremban, Negeri Sembilan Darul Khusus	Lot 989 held under Title No. GM 847, Mukim Tanjong Duabelas, District of Kuala Langat, Selangor Darul Ehsan	Lot 2200 held under Title No. GM 2364, Mukim Telok Panglima Garang, District of Kuala Langat, Selangor Darul Ehsan			
Location	Located along Jalan Tech Valley 2/2 and Jalan Techvalley 2/2, Sendayan Techvalley	Located along Jalan Kampung Sri Cheeding, Taman Sri Cheeding, Banting	Located along Jalan Nuri, Batu 9 Kebun Baru, Telok Panglima Garang			
Type of Property	A parcel of industrial land	A parcel of industrial land	A parcel of development land zoned for industrial use			
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity			
Land Area	3.26 acres (141,868 square feet (sf))	5.00 acres (217,754 sf)	4.03 acres (175,559 sf)			
Date of Transaction	21 October 2024	9 October 2023	3 February 2023			
Consideration	RM10,899,718	RM14,157,000	RM14,048,160			
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)					
Analysis	RM77 per square foot ("psf")	RM65 psf	RM80 psf			
General Adjustments	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, size and development concept.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure and development concept.	General adjustments are made for accessibility / infrastructure, tenure, size, land use and development concept.			
Adjusted Analysis	RM77 psf	RM78 psf	RM80 psf			
Adopted Base	RM80 psf					
Valuation Justification	<p>In addition, we have also made reference and compared to the transactions of industrial plots in Sendayan Tech Valley, Taman Sri Cheeding and Telok Panglima Garang. We have made upward adjustments to these comparables because NSIP is a master-planned managed industrial park and it is located within the IDRISI which further enhances its overall investment potential coupled with its strategic location near to KLIA and Port Klang.</p> <p>We have placed greater emphasis on Comparable 2 (being the comparable with least dissimilarities) and thus adopted the rounded adjusted base value of RM80 psf for industrial plots in our valuation.</p> <p>For Phase 1, we have adopted the developer's net selling price for the remaining unsold industrial plots as the development has already been launched. For Phase 2, we have adopted the base value of RM80 psf for the industrial plots having an average land area of 5.67 acres, as derived from the above Comparison Approach. A slightly higher rate of RM88 psf has been adopted for Phase 3, which has an average land area of about 5.89 acres as it is planned for heavy industrial development. Summary of the adjustments made is as follow:</p>					
	Phase	No. of Units	Average Land Area per unit	General Adjustments	Developer's Proposed Net Selling Price	Adopted GDV (RM psf)
	Phase 1	1	2.97 acres	-	RM10,000,000	RM77.3 psf
		7	5.26 acres	-	RM16,800,000	RM73.3 psf
	Phase 2	18	5.67 acres	Base Value	-	RM80 psf
	Phase 3	35	5.89 acres	-	-	RM88 psf



1.3 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Terraced Factories																															
	Comparable 1	Comparable 2	Comparable 3																												
Legal Description	Lot 16718 held under Title No. GRN 150611, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan	Lot 16542 held under Title No. GRN 150076, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan	Lot 16662 held under Title No. GRN 150196, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan																												
Location	Located along Jalan Meranti Jaya 11, Meranti Industrial Park, Puchong	Located along Jalan Meranti Jaya 7, Meranti Industrial Park, Puchong	Located along Jalan Meranti Jaya 10, Meranti Industrial Park, Puchong																												
Type of Property	A one and a half-storey terraced factory	A one and a half-storey terraced factory	A one and a half-storey terraced factory																												
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity																												
Land Area	2,002 sf	2,002 sf	2,002 sf																												
Approximate GFA	2,728 sf	2,728 sf	2,728 sf																												
Date of Transaction	5 September 2024	19 April 2024	22 June 2023																												
Consideration	RM1,470,000	RM1,560,000	RM1,520,000																												
Source	JPPH																														
Analysis	RM539 psf	RM572 psf	RM557 psf																												
General Adjustments	General adjustments are made for accessibility / infrastructure, tenure, building condition / design / specification and development concept.	General adjustments are made for accessibility / infrastructure, tenure, building condition / design / specification and development concept.	General adjustments are made for accessibility / infrastructure, tenure, building condition / design / specification and development concept.																												
Adjusted Analysis	RM512 psf	RM543 psf	RM529 psf																												
Adopted Base	RM530 psf																														
Valuation Justification	<p>We have adopted the rounded average adjusted analysis of RM530 psf derived from all comparables as the base value for terraced factories in our valuation.</p> <p>For Phase 1, we have adopted the developer's net selling price for the remaining unsold terraced factories as the development has already been launched. For Phase 2, we have adopted the base value of RM530 psf for the terraced factories having GFA of 2,952 sf, as derived from the above Comparison Approach. Further adjustments have been made for the remaining unsold units in Phase 2 on factors relating to floor area and lot configuration. Summary of the adjustments made is as follow:</p> <table border="1"> <thead> <tr> <th>Phase</th> <th>No. of Units</th> <th>Land Area per unit</th> <th>GFA per unit</th> <th>General Adjustments</th> <th>Adopted GDV (RM psf)</th> </tr> </thead> <tbody> <tr> <td>Phase 1</td> <td>16</td> <td>1,722 sf – 3,584 sf</td> <td>2,443 sf – 5,038 sf</td> <td>Adopted developer's net selling price</td> <td>RM510 psf – RM578 psf</td> </tr> <tr> <td rowspan="3">Phase 2</td> <td>108</td> <td>1,959 sf</td> <td>2,952 sf</td> <td>Base Value RM530 psf</td> <td>RM530 psf</td> </tr> <tr> <td>24</td> <td>2,239 sf – 2,659 sf</td> <td>3,961 sf</td> <td>Floor area (-5%), lot configuration (+5%)</td> <td>RM530 psf</td> </tr> <tr> <td>4</td> <td>4,413 sf</td> <td>6,900 sf</td> <td>Floor area (-10%), lot configuration (+5%)</td> <td>RM504 psf</td> </tr> </tbody> </table>			Phase	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)	Phase 1	16	1,722 sf – 3,584 sf	2,443 sf – 5,038 sf	Adopted developer's net selling price	RM510 psf – RM578 psf	Phase 2	108	1,959 sf	2,952 sf	Base Value RM530 psf	RM530 psf	24	2,239 sf – 2,659 sf	3,961 sf	Floor area (-5%), lot configuration (+5%)	RM530 psf	4	4,413 sf	6,900 sf	Floor area (-10%), lot configuration (+5%)	RM504 psf
Phase	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)																										
Phase 1	16	1,722 sf – 3,584 sf	2,443 sf – 5,038 sf	Adopted developer's net selling price	RM510 psf – RM578 psf																										
Phase 2	108	1,959 sf	2,952 sf	Base Value RM530 psf	RM530 psf																										
	24	2,239 sf – 2,659 sf	3,961 sf	Floor area (-5%), lot configuration (+5%)	RM530 psf																										
	4	4,413 sf	6,900 sf	Floor area (-10%), lot configuration (+5%)	RM504 psf																										



1.3 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Semi-Detached Factories / Clustered Factories						
	Comparable 1	Comparable 2	Comparable 3			
Legal Description	Lot PT 22410 held under Title No. HSD 37050, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan	Lot 20536 held under Title No. GM 6562, Pekan Teluk, District of Kuala Langat, Selangor Darul Ehsan	Lot PT 22182 held under Title No. HSD 37254, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan			
Location	Located along Jalan PP 16/5, Perdana Industrial Park @ Putra Perdana	Located along Jalan Nuri 2/9, Kawasan Perusahaan TPG, Telok Panglima Garang	Located along Jalan PP 16/3, Perdana Industrial Park @ Putra Perdana			
Type of Property	A three-storey semi-detached factory	A one and a half-storey semi-detached factory	A three-storey semi-detached factory			
Tenure	Leasehold interest for a term of 99 years, expiring on 7 August 2113 (remaining unexpired term of about 88 years)	Interest in perpetuity	Leasehold interest for a term of 99 years, expiring on 31 October 2113 (remaining unexpired term of about 88 years)			
Land Area	9,100 sf	17,298 sf	11,208 sf			
Approximate GFA	7,585 sf	7,670 sf	7,585 sf			
Date of Transaction	19 November 2024	11 November 2024	20 January 2023			
Consideration	RM4,188,888	RM4,850,000	RM4,100,000			
Source	JPPH					
Analysis	RM552 psf	RM632 psf	RM541 psf			
General Adjustments	General adjustments are made for location / establishment, accessibility / infrastructure, floor area, building condition / design / specification and development concept.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, floor area, lot configuration, building condition / design / specification and development concept.	General adjustments are made for location / establishment, accessibility / infrastructure, floor area, building condition / design / specification and development concept.			
Adjusted Analysis	RM525 psf	RM537 psf	RM514 psf			
Adopted Base	RM525 psf					
Valuation Justification	<p>We have placed greater emphasis on Comparable 1 (being the comparable with least dissimilarities) and thus adopted the rounded adjusted base value of RM525 psf for semi-detached factories in our valuation.</p> <p>For semi-detached factories within Phase 1, we have adopted the developer's net selling price for the remaining unsold semi-detached factories as the development has already been launched. For Phase 2, we have adopted the base value of RM525 psf for the semi-detached factories having GFA of 5,726 sf, as derived from the above Comparison Approach. Further adjustments have been made for the remaining unsold units in Phase 2 on factors relating to floor area and lot configuration. Summary of the adjustments made is as follow:</p>					
	Phase	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
	Phase 1	65	13,003 sf – 24,811 sf	7,040 sf – 15,898 sf	Adopted developer's net selling price	RM504 psf – RM694 psf
	Phase 2	111	9,569 sf – 11,550 sf	4,469 sf – 6,362 sf	Base Value RM525 psf	RM525 psf
		1	11,184 sf	4,469 sf	Lot configuration (+5%)	RM551 psf
		16	14,962 sf – 20,215 sf	7,542 sf – 11,312 sf	Floor area (-5% or -10% where applicable), lot configuration (+5% where applicable)	RM499 psf – RM525 psf



1.3 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Semi-Detached Factories / Clustered Factories (Cont'd)

	Comparable 1		Comparable 2		Comparable 3	
Valuation Justification (Cont'd)	For cluster factories within Phase 1, we have adopted the developer's net selling price for the remaining unsold cluster factories. For Phase 2, we have adopted the base value of RM545 psf for the cluster factories having GFA of 5,963 sf which is slightly higher than semi-detached factories due to higher efficiency. Further adjustments have been made for the remaining unsold units in Phase 2 on factors relating to floor area and lot configuration. Summary of the adjustments made is as follow:					
	Phase	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
	Phase 1	48	14,047 sf – 27,243 sf	9,278 sf – 20,667 sf	Adopted developer's net selling price	RM533 psf – RM619 psf
	Phase 2	36	9,429 sf	5,963 sf	Base Value RM550 psf	RM550 psf
		4	12,228 sf	7,122 sf	Floor area (-5%) and lot configuration (+5%)	RM550 psf

Sales Comparables and Analysis of Detached Factories

	Comparable 1	Comparable 2	Comparable 3
Legal Description	Lot 10625 held under Title No. GRN 128821, Mukim Setul District of Seremban, Negeri Sembilan	Lot 119358 held under Title No. GRN 336653, Mukim Dengkil, District of Sepang, Selangor Darul Ehsan	Lot PT 35159 held under Title No. HSD 34107, Mukim Tanjong Duableas, District of Kuala Langat, Selangor Darul Ehsan
Location	Located along Jalan Permata 1/7, Arab Malaysan Industrial Park, Nilai, Negeri Sembilan	Located along Jalan Cipta Serenia 1, Cipta Serenia @ Serenia City, Bandar Serenia, Sepang	Located along Jalan TPP3, Putra Indah Industrial Park, Puchong
Type of Property	A single-storey detached factory	A three-storey detached factory	A three-storey detached factory
Tenure	Interest in perpetuity	Interest in perpetuity	Leasehold interest for a term of 98 years, expiring on 16 December 2111 (remaining unexpired term of about 86 years)
Land Area	49,213 sf	43,605 sf	50,530 sf
Approximate GFA	26,644 sf	20,733 sf	30,540 sf
Date of Transaction	26 May 2025	10 July 2024	8 February 2024
Consideration	RM12,000,000	RM13,000,000	RM15,500,000
Source	JPPH		
Analysis	RM450 psf	RM627 psf	RM508 psf
General Adjustments	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, floor area, lot configuration, building condition / design / specification and development concept.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, building condition / design / specification and development concept.	General adjustments are made for location / establishment, accessibility / infrastructure, floor area, building condition / design / specification and development concept.
Adjusted Analysis	RM518 psf	RM502 psf	RM508 psf
Adopted Base	RM510 psf		



1.3 MARKET VALUE (CONT'D)

Valuation Justification (Cont'd)	<p>We have placed greater emphasis on Comparable 3 (being the comparable with least effective adjustments) and thus adopted the rounded adjusted base value of RM510 psf for detached factories in our valuation.</p> <p>For Phase 1, we have adopted the developer's net selling price for the remaining unsold detached factories as the development has already been launched. For Phase 2, we have adopted the base value of RM510 psf for the detached factories having GFA of 14,191 sf, as derived from the above Comparison Approach. Further adjustments have been made for the remaining unsold units in Phase 2 on factors relating to lot configuration. Summary of the adjustments made is as follow:</p>					
	Phase	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
	Phase 1	14	25,876 sf – 41,183 sf	13,401 sf – 24,413 sf	Adopted developer's net selling price	RM484 psf – RM569 psf
	Phase 2	25	23,153 sf	14,191 sf	Base Value RM510 psf	RM510 psf
		6	24,983 sf – 28,201 sf	14,164 sf – 15,937 sf	Lot configuration (+5%)	RM536 psf

Sales Comparables and Analysis of Terraced Shop Offices and Affordable Strata Shop Lot			
	Comparable 1	Comparable 2	Comparable 3
Legal Description	Lot 109937 held under Title No. GRN 336012, Mukim Dengkil District of Sepang, Selangor Darul Ehsan	Lot 109900 held under Title No. GRN 335974, Mukim Dengkil District of Sepang, Selangor Darul Ehsan	Lot 109899 held under Title No. GRN 335973, Mukim Dengkil District of Sepang, Selangor Darul Ehsan
Location	Located along Jalan Warisan Sentral 4, Koata Warisan Sepang, Selangor Darul Ehsan	Located along Jalan Warisan Sentral 2, Koata Warisan, Sepang, Selangor Darul Ehsan	Located along Jalan Warisan Sentral 2, Koata Warisan, Sepang, Selangor Darul Ehsan
Type of Property	A double-storey shop office	A double-storey shop office	A double-storey shop office
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land Area	1,647 sf	1,647 sf	1,647 sf
Approximate GFA	3,294 sf	3,294 sf	3,294 sf
Date of Transaction	5 December 2024	5 November 2024	20 September 2024
Consideration	RM1,600,000	RM1,600,000	RM1,550,000
Source	JPPH		
Analysis over GFA	RM486 psf	RM486 psf	RM471 psf
General Adjustments	General adjustments are made for location / establishment, accessibility / infrastructure, tenure and building condition / design / specification.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure and building condition / design / specification.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure and building condition / design / specification.
Adjusted Analysis	RM389 psf	RM389 psf	RM376 psf
Adopted Base	RM390 psf		

**1.3 MARKET VALUE (CONT'D)**

Valuation Justification	We have adopted the rounded average adjusted analysis of RM390 psf derived from all comparables as the base value for terraced shop office in our valuation					
	Phase	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
	Phase 5	34	1,623 sf – 1,934 sf	3,245 sf – 3,869 sf	Base Value RM390 psf	RM390 psf
		78	1,401	2,802	Floor area (+5%), exposure (-5%)	RM390 psf
		44	1,401 sf – 3,526 sf	2,802 sf – 10,579 sf	Floor area (+5% to -15%), lot configuration (+5%), exposure (-5%) where applicable	RM351 psf – RM410 psf
For affordable strata shop lots within Phase 5, we have adopted the value of RM120,000 per unit as per the Affordable Shops (Low-Cost Shops) policy which introduced through the Selangor Planning Guideline.						

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1.3 MARKET VALUE (CONT'D)

GDV – Corporate Office, Centralised Labour Quarters In arriving at the GDV for corporate office, centralised labour quarters, we have used the Income Approach by Investment Method, which has been defined hereinbefore.

Summary of Parameters – Corporate Office & Surface Car Parks

Average Gross Rental	RM3.50 psf
<p>There is a dearth of recent recorded rental transactions of similar properties within the immediate locality, we have benchmarked against the market rental payable of other selected office buildings located within larger vicinity (rentals ranging from RM3.00 psf to RM4.00 psf). The comparables are located within Cyberjaya which are more established location as compared to the NSIP development and downward adjustment was made to the location. The NSIP positioning within a managed industrial park development concept and located within IDRISI further enhances its overall investment potential compared to the identified comparables. In our assessment, we have adopted an adjusted rental of RM3.50 psf over NLA as fair and reasonable.</p> <p>Car Parking: RM80 per bay over total 294 car parking bays</p> <p>In estimating the projected car park revenue, we have generally referred to the daily car park rates charged by Majlis Perbandaran Kuala Langat (RM3.60), Majlis Bandaraya Diraja Klang (RM3.90), and Majlis Perbandaran Sepang (RM4.73), which equate to a monthly charge of approximately RM79 to RM104 based on 22 working days. We have also benchmarked against the following monthly car park rates of selected schemes located within the broader vicinity:-</p>	
	Schemes
	Rental Per Bay Per Month
	NeoCyber Corporate Tower, Cyberjaya
	RM106 / month (non-reserve bay)
	TSI, Cyberjaya
	RM80 / month (open) RM120 / month (covered)
	Tamarind Square, Cyberjaya
	RM120 / month (non-reserve bay)
<p>Source: Knight Frank Research</p> <p>The above rates are generally higher because the car parks are located in more matured neighbourhood and commercial-centric locations and hence, we have adopted a lower rate at RM80 per bay per month for NSIP and we deem this is fair and reasonable.</p>	
Allowance for Outgoings	RM1.00 psf
	We have adopted RM1.00 psf for outgoings to be reflective of market industry.
	Car Parking: 25.00%
	We have benchmarked against the average car park expenses (ratio ranging from 15% to 30% of gross car park revenue located within other selected comparables). Thus, we have allocated an estimated outgoings of 25.00% of gross income as the fair outgoings for car park.
Void Allowance	5.00%
	Void is adopted to reflect allowance of void, unforeseen vacancies, possible rent-free periods, fitting out periods and possibility of bad debts.
Capitalisation Rate	6.50%
	A capitalization rate of 6.50% is adopted to be fair representation.

1.3 MARKET VALUE (CONT'D)

Summary of Parameters – Centralised Labour Quarters

Average Rental (on triple net basis)	RM170 per bed We have benchmarked against the market rental payable of other similar developments located within Johor and Penang (rentals ranging from approximately RM142 per bed to RM225 per bed on triple net basis / gross rent basis) and further deducted the estimated property outgoings in arriving at the estimated net rental.
Allowance for Outgoings	2.00% We have allocated 2.00% of gross income as the projected allocation for miscellaneous expenses which include provision for structural works as fair representation after having benchmarked against any typical replacement / reserve fund allocation (approximately 2.00% - 3.00% of annual income) that will be set aside for similar and / or comparable asset class.
Void Allowance	10.00% Void is adopted to reflect allowance of void, unforeseen vacancies, possible rent-free periods, fitting out periods and possibility of bad debts.
Capitalisation Rate	6.50% A capitalization rate of 6.50% is adopted to be fair representation.

Summary of Parameters – Sports Complex cum Car Parking Facility

Average Gross Rental	Sport Complex: RM1.70 psf over GFA of 31,656 sf We have benchmarked against the market rental payable of other selected warehouses / distribution centres located within Klang Valley (rentals ranging from approximately RM1.59 psf to RM2.38 psf). In our assessment, we have adopted a rental of RM1.70 psf as fair. Car Parking: RM80 per bay over total 109 car parking bays We have adopted 109 car parking bays in estimating the projected car park revenue. We have generally referred to the daily car park rates charged by Majlis Perbandaran Kuala Langat (RM3.60), Majlis Bandaraya Diraja Klang (RM3.90), and Majlis Perbandaran Sepang (RM4.73), which equate to a monthly charge of approximately RM79 to RM104 based on 22 working days. Tabulated below are the monthly car park rates of selected schemes located within the broader vicinity:-								
	<table border="1" data-bbox="727 1327 1399 1507"> <thead> <tr> <th>Schemes</th><th>Rental Per Bay Per Month</th></tr> </thead> <tbody> <tr> <td>NeoCyber Corporate Tower, Cyberjaya</td><td>RM106 / month (non-reserve bay)</td></tr> <tr> <td>TSI, Cyberjaya</td><td>RM80 / month (open) RM120 / month (covered)</td></tr> <tr> <td>Tamarind Square, Cyberjaya</td><td>RM120 / month (non-reserve bay)</td></tr> </tbody> </table> <p>Source: Knight Frank Research The above rates are generally higher because the car parks are located in more matured neighbourhood and commercial-centric locations and hence, we have adopted a lower rate at RM80 per bay per month for NSIP and we deem this is fair and reasonable.</p>	Schemes	Rental Per Bay Per Month	NeoCyber Corporate Tower, Cyberjaya	RM106 / month (non-reserve bay)	TSI, Cyberjaya	RM80 / month (open) RM120 / month (covered)	Tamarind Square, Cyberjaya	RM120 / month (non-reserve bay)
Schemes	Rental Per Bay Per Month								
NeoCyber Corporate Tower, Cyberjaya	RM106 / month (non-reserve bay)								
TSI, Cyberjaya	RM80 / month (open) RM120 / month (covered)								
Tamarind Square, Cyberjaya	RM120 / month (non-reserve bay)								
Allowance for Outgoings	Sport Complex: 15.00% (analysed at about RM0.26 psf) We have benchmarked against the historical outgoings of other selected warehouses / distribution centres located within Klang Valley ranging from RM0.15 psf to RM0.30 psf (about 7% to 14% of gross income). Thus, we have allocated an estimated outgoings of 15.00% of gross income (analysed at about RM0.26 psf) as the fair outgoings for sports complex. Car Parking: 25.00% We have benchmarked against the average car park expenses (ratio ranging from 15% to 30% of gross car park revenue located within other selected comparables).								
Void Allowance	5.00% Void is adopted to reflect allowance of void, unforeseen vacancies, possible rent-free periods, fitting out periods and possibility of bad debts.								
Capitalisation Rate	6.50% A capitalization rate of 6.50% is adopted to be fair representation.								



1.3 MARKET VALUE (CONT'D)

Summary of GDV

The following table outlines the salient valuation assumptions adopted in undertaking our valuation assessment of all phases.

Summary of GDV Adopted in Income Approach by Residual Method – Phase 1				
Components	No. of Units	Remaining GDV	Total Remaining GDV	
Commercial Developments				
Corporate Office + Command Centre	2	RM34,161,937	RM344,022,090	
Sports Complex + Car Park Podium	1	RM9,095,106		
Workers Accommodation (CLQ 1 + 2)	2	RM300,765,046		
Industrial Developments				
<u>Sold Units</u>				
Industrial Plot	3	RM7,221,560	RM208,849,085	
Detached Factory	29	RM64,530,400		
Semi-Detached Factory	75	RM122,246,225		
Terraced Factory	23	RM14,850,900		
<u>Unsold Units</u>				
Industrial Plot	8	RM127,600,000	RM883,734,199	
Detached Factory	14	RM128,066,980		
Semi-Detached Factory	65	RM336,275,380		
Cluster Factory	16	RM22,998,839		
Terraced Factory	48	RM268,793,000		
Total	286		RM1,436,605,373	

Note: Summation discrepancies due to rounding adjustments.

Summary of GDV Adopted in Income Approach by Residual Method – Phase 2			
Components	No. of Units	GDV	Total GDV
Industrial Developments			
Industrial Plot	18	RM355,663,760	RM1,373,797,213
Detached Factory	31	RM229,178,065	
Semi-Detached Factory	128	RM421,975,982	
Cluster Factory	40	RM133,730,043	
Terraced Factory	136	RM233,249,363	
Total	353		RM1,373,797,213

Summary of GDV Adopted in Income Approach by Residual Method – Phase 3			
Components	No. of Units	Total GDV	
Industrial Developments			
Industrial Plot	35	RM789,718,776	
Total	35	RM789,718,776	



1.3 MARKET VALUE (CONT'D)

Summary of GDV Adopted in Income Approach by Residual Method – Phase 5			
Components	No. of Units	GDV	Total GDV
Commercial Developments			
2-Storey Shop Office	132	RM157,182,932	
3-Storey Shop Office	24	RM55,288,293	
Affordable Stratified Shop Office	31	RM3,720,000	
Total	187		RM216,191,225

GDC

In arriving at the GDC, we have made reference to the awarded contract sum, Client'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.

Summary of GDC Adopted in Income Approach by Residual Method			
Description	Analysis		Remarks
Statutory Charges / Contribution / Land Related Charges (% of total net GDV)	Phase 1	5.23%	We have made reference to the Client's provision of actual and budgeted costs, after benchmarking it with industry average costings. The cost adopted is in line with the market.
	Phase 2	6.03%	
	Phase 3	10.54%	
	Phase 5	5.07%	
Preliminaries and Infrastructure Costs (over gross land area)	Phase 1	RM28.10 psf	We have made reference to the awarded contract sum, Client's provision for budgeted costs, the industry average costing and awarded contracts for similar projects. The cost adopted is in line with the market.
	Phase 2	RM27.13 psf	
	Phase 3	RM19.44 psf	
	Phase 5	RM16.88 psf	
Building Construction Costs (over GFA)	Phase 1	RM163.13 psf	We have made reference to the awarded contract sum, Client's provision for budgeted costs, 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. The cost adopted is in line with the market
	Phase 2	RM166.82 psf	
	Phase 3	Nil	
	Phase 5	RM136.06 psf	
Professional Fees / Consultant Fees (% of total preliminaries, infrastructure costs and building construction cost)	Phase 1	3.33%	The professional fees to be incurred are for various professionals engaged in different stages of development construction. We have adopted a rate of 6.0% of total preliminaries, infrastructure costs and building construction costs as fair representation which is reflective of market industry for the intended development and is in line with the market.
	Phase 2	6.00%	
	Phase 3	5.00%	
	Phase 5	6.00%	
Contingencies	3.0% of total preliminaries, infrastructure costs, building construction cost and professional fees for Phases 1, 2, 3 and 5.		We have adopted a rate of 3.0% of total preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation and reflective of market industry for the intended development, which is in line with market



1.3 MARKET VALUE (CONT'D)

Summary of GDC Adopted in Income Approach by Residual Method			
	Description	Analysis	Remarks
Marketing, Agency & Legal Fees	Phase 1	Sales Gallery + Billboard	We have made reference to the awarded contract sum.
	Phase 1	3.0% of GDV	We have adopted 3.0% of GDV as marketing, agency and legal fees to be fair and reflective after benchmarking it with industry average costings as well as made reference to the Client's provision of budgeted costs and industry average costings which is in line with the market.
	Phase 2		
	Phase 3		
	Phase 5		
Financial Charges	Phase 1	Period of 1.25 years	Bridging finance is based on 40% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.50% per annum (borrowing cost) after taking into consideration of the development progress and development phasing.
	Phase 2	Period of 2.00 years	
	Phase 3	Period of 1.50 years	
	Phase 5	Period of 1.25 years	
Developer's Profit	Phases 1, 2 and 3	15% of Total Remaining GDV	Typically, a rate of return of about 10% to 20% of GDV is required for a developer to commit. We have also benchmarked against the analysed developers' profit margins of selected developers, which range from 11% to 19%.
	Phase 5	15% of Total GDV (Free Cost Shops) 7.5% of Total GDV (Affordable Strata Shops)	

Note: Based on the Incentives Approval Letters issued by Pejabat Tanah dan Galian Negeri Selangor (PTGS) dated 19 April 2023 and 19 March 2025, we note that there is no bumiputera quota or discount for Phase 1 and Phase 2. In addition, we have been informed by the Client that Phases 3, 4 and 5 form part of the same MIP development under the IDRISI and therefore the same provision applies and no Bumiputera quota or discount will be imposed on the remaining phases of the NSIP project.

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1.3 MARKET VALUE (CONT'D)

Comparison Approach The adjustments made for the selected sales evidences of development lands and summarised
(Phase 2, Phase 3, Phase 4 the details in the table below and overleaf.
and Phase 5)

Sales Comparison and Analysis of Development Land Transactions – Phase 2 and Phase 3			
	Comparable 1	Comparable 2	Comparable 3
Legal Description	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.
Locality	Located within Kota Seri Langat.	Located within Olak Lempit Industrial Park.	Located off Bandar Baru Mahkota, Banting.
Type of Property	Four (4) parcels of industrial land.	Two (2) parcels of industrial land.	A parcel of industrial land.
Land Area	890,554.42 square metres (220.06 acres).	236,899.01 square metres (58.54 acres).	390,396.96 square metres (96.47 acres).
Tenure	Interest in perpetuity.	Interest in perpetuity.	Interest in perpetuity.
Planning	Zoned for industrial use and granted with master planning approval.	Zoned for industrial use.	Zoned for industrial use.
Date of Transaction	29 September 2020.	13 July 2020.	1 April 2020.
Consideration	RM335,504,340.	RM101,946,082.	RM153,380,091.
Source	JPPH		
Analysis	RM35.00 psf	RM39.98 psf	RM36.50 psf
Phase 2 Adjustment			
Adjustments	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, category of land use, planning approval and Integrated Development Region in South Selangor.	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use, planning approval and Integrated Development Region in South Selangor.	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use, planning approval and Integrated Development Region in South Selangor.
Adjusted Value	RM28.17 psf	RM25.29 psf	RM27.28 psf
Adopted Value	RM28.17 psf		
Phase 3 Adjustment			
Adjustments	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, category of land use and Integrated Development Region in South Selangor.	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use and Integrated Development Region in South Selangor.	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use and Integrated Development Region in South Selangor.
Adjusted Value	RM26.16 psf	RM22.99 psf	RM25.18 psf
Adopted Value	RM26.16 psf		

**1.3 MARKET VALUE (CONT'D)****Valuation Rationale**

Based on our analysis of the data obtained from the sources listed herein before, we note that there were several recorded transactions of similar development lands within the larger locality of the Subject Property (ranged from RM35.00 per square foot to RM39.98 per square foot).

Phase 2

Although total adjustments (more than 100% on selected Comparables) were considered and made for in our assessment, we are of the view that the selected Comparable(s) adopted are still considered relevant by virtue of the fact that all of the selected Comparable(s) are considered to have the similar land attributes (in terms of prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use, planning approval, Integrated Development Region in South Selangor and etc) when compared to the Subject Property. With total effective adjustments made for all Comparable(s) (ranged between -30% to -45%); we have placed greater reliance on Comparable 1 as it is more similar to the Subject Property in terms of land size as compared to other Comparable(s).

In our assessment, we have included the total amounts of RM19,961,453 relating to works completed and payments made, comprising the land premium, development charges, title subdivision / survey fee, ISF contribution, JPS and the common infrastructure works.

Thus, we have adopted the adjusted analysis of RM30.17 per square foot over gross land area as fair representation after having made the necessary adjustments.

Phase 3

Although total adjustments (more than 95% on selected Comparables) were considered and made for in our assessment, we are of the view that the selected Comparable(s) adopted are still considered relevant by virtue of the fact that all of the selected Comparable(s) are considered to have the similar land attributes (in terms of prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use, Integrated Development Region in South Selangor and etc) when compared to the Subject Property. With total effective adjustments made for all Comparable(s) (ranged between -35% to -50%); we have placed greater reliance on Comparable 1 as it is more similar to the Subject Property in terms of land size as compared to other Comparable(s).

In our assessment, we have included the total amounts of RM7,417,130 relating to works completed and payments made, comprising the ISF contribution and the common infrastructure works.

Thus, we have adopted the adjusted analysis of RM26.88 per square foot over gross land area as fair representation after having made the necessary adjustments



1.3 MARKET VALUE (CONT'D)

Sales Comparison and Analysis of Development Land Transactions – Phase 4 and Phase 5			
	Comparable 1	Comparable 2	Comparable 3
Legal Description	Lot 6192 held under Title No. 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.
Locality	Located within Kota Warisan.	Located within Sungai Buloh City	Located within Bandar Mahkota Banting
Type of Property	A parcel of development land zoned for commercial.	A parcel of commercial land	A parcel of industrial land.
Land Area	35,679.97 square metres (8.82 acres).	12,691.00 square metres (3.14 acres).	44,026.00 square metres (10.88 acres).
Tenure	Interest in perpetuity.	Interest in perpetuity.	Interest in perpetuity.
Planning	Zoned for commercial use.	Zoned for commercial use.	Zoned for industrial use.
Date of Transaction	4 December 2023.	3 January 2022.	25 November 2021.
Consideration	RM24,963,604	RM10,500,000.	RM26,000,000.
Source	JPPH		
Analysis over Land Area	RM65.00 psf	RM76.86 psf	RM54.86 psf
Phase 4 Adjustment			
Adjustments	General adjustments are made for location / establishment, accessibility / infrastructure, tenure and zoning.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, shape, terrain / level, land size, category of land use, zoning and Integrated Development Region in South Selangor.	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, category of land use and Integrated Development Region in South Selangor.
Adjusted Value	RM32.50 psf	RM28.25 psf	RM33.19 psf
Adopted Value	RM32.50 psf		
Phase 5 Adjustment			
Adjustments	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, land size and zoning.	General adjustments are made for location / establishment, accessibility / infrastructure, tenure, shape, terrain / level, land size, category of land use, zoning and Integrated Development Region in South Selangor.	General adjustments are made for prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, land size, category of land use and Integrated Development Region in South Selangor.
Adjusted Value	RM39.00 psf	RM36.32 psf	RM39.23 psf
Adopted Value	RM39.00 psf		

**1.3 MARKET VALUE (CONT'D)****Valuation Rationale**

Based on our analysis of the data obtained from the sources listed herein before, we note that there were several recorded transactions of similar development lands within the larger locality of the Subject Property (ranged from RM54.86 per square foot to RM76.86 per square foot).

Phase 4

Although total adjustments (more than 110% on selected Comparables) were considered and made for in our assessment, we are of the view that the selected Comparable(s) adopted are still considered relevant by virtue of the fact that all of the selected Comparable(s) are considered to have the similar land attributes (in terms of prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, terrain / level, land size, category of land use, zoning, Integrated Development Region in South Selangor and etc) as compared to the Subject Property. With total effective adjustments made for all Comparable(s) (ranged between -45% to -65%); we have placed greater reliance on Comparable 1 as it is more similar to the Subject Property in terms of land size and category of land use as compared to other Comparable(s).

In our assessment, we have included the amounts relating to works completed, comprising the common infrastructure works totalling RM179,867.

Thus, we have adopted the adjusted analysis of RM33.09 per square foot over gross land area as fair representation after having made the necessary adjustments.

Phase 5

Although total adjustments (more than 100% on selected Comparables) were considered and made for in our assessment, we are of the view that the selected Comparable(s) adopted are still considered relevant by virtue of the fact that all of the selected Comparable(s) are considered to have the similar land attributes (in terms of prevailing market condition, location / establishment, accessibility / infrastructure, tenure, shape, terrain / level, land size, category of land use, zoning, Integrated Development Region in South Selangor and etc) as compared to the Subject Property. With total effective adjustments made for all Comparable(s) (ranged between -35% to -55%); we have placed greater reliance on Comparable 1 as it is more similar to the Subject Property in terms of shape and category of land use as compared to other Comparable(s).

In our assessment, we have included the total amounts of RM1,803,055 relating to works completed and payments made, comprising the development charges contribution, ISF contribution and the common infrastructure works.

Thus, we have adopted the adjusted analysis of RM40.42 per square foot over gross land area as fair representation after having made the necessary adjustments



2.0 V/COR/25/0120(B) – NCT INNOSPHERE

2.1 IDENTIFICATION OF PROPERTY

Interest Valued / Type of Property Joint Development Rights held by Bumi Binaria Sdn Bhd in a smart industrial park known as NCT InnoSphere (NIS) with land area measuring 122.41 acres forming part of Parent Lot(s). PT 2250, PT 2281 and PT 2284 held under Master Title No(s). HSD 24542, HSD 24623 and HSD 24626; all located within Bandar Bukit Kayu Hitam, District of Kubang Pasu, Kedah Darul Aman.

Locality The proposed NIS is located within Delapan Special Border Economic Zone (Delapan SBEZ) in Bukit Kayu Hitam which is sited off the eastern (right) side of the North-South Expressway travelling from Alor Setar to Bukit Kayu Hitam. Bukit Kayu Hitam Immigration, Customs, Quarantine & Security (ICQS) Complex and Changlun are located approximately 1.5 kilometres due north-west and 8 kilometres due south of NIS respectively.

Master Title Particulars	Lot No.	Title No.	Land Area (Hectares)	Quit Rent (Land Tax) (per annum)
	PT 2250	HSD 24542	29.89	RM2,242.00
	PT 2281	HSD 24623	5.82	RM291.00
	PT 2284	HSD 24626	37.78	RM2,834.00

The following particulars are common to the above master titles unless otherwise stated:-

Summary of Title Particulars

Town / District / State	Bandar Bukit Kayu Hitam / Kubang Pasu / Kedah Darul Aman.		
Tenure	Interest in perpetuity; in respect of all titles.		
Registered Proprietor	Northern Gateway Free Zone Sdn. Bhd; in respect of all titles.		
Category of Land Use	"Pertanian"; in respect of all titles.		
Express Condition	<p>"Getah."</p> <p><u>Lot PT 2250</u></p> <ul style="list-style-type: none"> (i) "Tanah yang terkandung dalam hak milik ini hendaklah ditanam dengan pokok-pokok getah. walau bagaimanapun tanaman-tanaman lain juga ditanam di atas tanah ini dengan syarat pemilik tanah hendaklah memberitahu Pemungut Hasil Tanah 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." <p><u>Lot(s) PT 2281 and PT 2284</u></p> <ul style="list-style-type: none"> (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." (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." 		
Restriction-In-Interest	Nil; in respect of all titles.		
Encumbrance	Nil; in respect of all titles.		
Endorsement(s)	Nil; in respect of all titles.		



2.1 IDENTIFICATION OF PROPERTY (CONT'D)

Approximate Land Area of the Subject Property

Description	Approximate Land Area under Valuation		
	(hectares)	(acres)	(square metres)
Commercial Development	10.59	26.17	105,906
Industrial Development	38.95	96.24	389,469
Total	49.54	122.41	495,375

Note: Vide the Joint Development Agreement ("JDA") dated 15 May 2024, we noted that the total land area of the development lands (the "Subject Property") is about 127 acres; however, the layout plan attached to the said JDA indicates a total land area about 123.92 acres. Subsequently, vide the confirmation letter issued by Syarawi Architect bearing Reference No. A24-KDH-DLPN-001-Pengesahan Keluasan Tanah dated 23 May 2025, we note that the total development area of the Subject Property has been revised to about 122.41 acres.

Subsequent to our valuation date i.e. 31 May 2025, an addendum dated 15 July 2025 to the abovementioned JDA, it was confirmed that the development land area of the Subject Property will be revised to about 122.41 acres (comprising 26.17 acres for commercial development and 96.24 acres for industrial development).

For the purpose of this Report and Valuation, we have assessed the Market Value based on the confirmation letter issued by Syarawi Architect, in which the total development area of the Subject Property is stated to be about 122.41 acres (49.54 hectares | 495,375 square metres).

2.2 DEVELOPMENT AGREEMENT(S) / LETTER(S)

Salient Terms of JDA + Confirmation Letter(s)

JDA dated 15 May 2024

- Vide the JDA dated 15 May 2024 made between Northern Gateway Free Zone Sdn Bhd (the "Landowner") and Bumi Binaria Sdn Bhd (the "Developer"), we note that the Landowner agrees to jointly develop the development lands ("Project") with the Developer based on the terms and conditions stated therein.
- The Landowner hereby agrees that it shall be solely and exclusively responsible for all land premiums, survey charges, and any charges whatsoever imposed by the Appropriate Authorities for the purposes of the Land Matters for the purpose of issuance of the Block Titles on the Development Lands. However, where the Parties agree for the issuance of a separate individual issue document of titles as provided in Clause 3.1.2(b)(i) as stated in the JDA, then the charges whatsoever imposed by the Appropriate Authorities shall be borne by the respective Parties in accordance with the provision of Clause 3.1.2(b)(i) as stated in the JDA.
- It is agreed that consideration payable to the Landowner shall be calculated in the manner as follows:-
 - (a) A base price of Ringgit Malaysia Twenty Three (RM23.00) only per square foot calculated against the gross area of the development lands; or
 - (b) Eighteen per centum (18%) of the GDV arising from the development; whichever is higher.

Confirmation Letter(s) dated 23 May 2025 and 30 May 2025

- Vide the confirmation letter issued by Syarawi Architect bearing Reference No. A24-KDH-DLPN-001-Pengesahan keluasan tanah dated 23 May 2025, we note that the total development area of the Subject Property has been revised to about 122.41 acres.
- Subsequently, the Landowner has agreed to the consideration set out on the basis of the base price of Ringgit Malaysia Twenty Three (RM23.00) per square foot over the gross land area of 122.41 acres vide a confirmation letter bearing Reference No. NGX/CORP/2025/00008 dated 30 May 2025.



2.3 PROPERTY DESCRIPTION

Site Description	The overall 122.41 acres development land lies slightly lower than its road frontage; generally the industrial development plot is undulating in terrain whilst the commercial development plot is gently sloping downward from northern boundary towards southern boundary. The site boundaries are not demarcated by any form of fencing. At the date of inspection, we note that the site is currently overgrown with thick undergrowth.
Overview	NIS will be featuring a smart industrial park with commercial components together with other supporting public amenities, infrastructure and recreation.
Development Component(s)	The following table outlines the components of the entire development of NIS:-

Phase	Proposed Development Component / Land Use	Expected Launch / Completion Date
Industrial Development		
Phase 1 (Phases 1A to 1C)	Detached factories, Clustered Factories and Semi-Detached Factories	2Q 2025 / 4Q 2027
Phase 2	Detached Factories, Semi-Detached Factories and Terraced Factory	1Q 2026 / 2Q 2028
Phase 3	Detached Factories and Semi-Detached Factories	3Q 2026 / 4Q 2028
Phase 4	Detached Factories and Semi-Detached Factories	1Q 2027 / 2Q 2029
Phase 5	A parcel of Industrial Land designated for future development	4Q 2027 / 2Q 2029
Phase 6		1Q 2028 / 2Q 2030
Phase 7		3Q 2028 / 4Q 2030
Phase 8		1Q 2029 / 4Q 2030
Commercial Development		
Phase 1 (Phases 1A to 1E)	A duty-free complex, a commercial block comprising 28 stratified retail lots, a commercial block comprising 20 stratified retail lots, 46 units of terraced shop-office and a drive-thru retail	4Q 2025 / 4Q 2028
Phase 2	A parcel of Commercial Land designated for future development	2Q 2026 / 2Q 2029
Phase 3		4Q 2026 / 3Q 2029
Phase 4		2Q 2027 / 2Q 2030
Phase 5		2Q 2028 / 2Q 2030



2.3 PROPERTY DESCRIPTION (CONT'D)

Proposed Gross Floor Area (GFA)	Phase	Development Component	Total Unit	Proposed GFA	
				square metres	square feet
Industrial Development					
Phase 1		Semi-Detached Factories, Detached Factories and Clustered Factories	43	41,669	448,525
Phase 2		Semi-Detached Factories, Detached Factories and Terraced Factories	57	27,214	292,931
Phase 3		Semi-Detached Factories and Detached Factories	23	22,966	247,209
Phase 4		Semi-Detached Factories and Detached Factories	13	13,490	145,202
Commercial Development					
Phase 1		A duty-free complex, two commercial block comprising 48 stratified retail lots, terraced shop-office and a drive-thru retail	96	24,520	263,933
	Total		232	129,860	1,397,800

Note: This GFA tabulation excludes industrial and commercial plots.

Planning

- Located within an area zoned for industrial use with permissible activities including "Kelas A : Perniagaan dan Perkhidmatan" based on the Rancangan Tempatan Majlis Daerah Kubang Pasu, Kedah 2035 (Penggantian).

Planning Approval(s)

- Vide a copy of KM letter(s) issued by Majlis Perbandaran Kubang Pasu bearing Reference No. MPKP(OSC)02/25/17 dated 30 April 2025 and 4 May 2025, we note that the Subject Property has obtained a conditional approval for industrial and commercial development together along with other supporting facilities and amenities attached thereto, subject to the submission of amended plans.
- Subsequently, we were made to understand by the Client that the number of shop/office in Phase 1D has been revised from 15 units to 14 units. The Client has also informed that the revised units will be reflected in the forthcoming KM letter. For the purpose of this valuation, we have adopted 14 units in our valuation.
- Subsequent to our valuation date i.e. 31 May 2025, pursuant to the KM Letter(s) bearing Reference No. MPKP(OSC)02/25/17 dated 1 July 2025, 20 July 2025 and 3 August 2025, we note that the proposed development has been granted approval for industrial and commercial development together with along with other supporting facilities and amenities.

Building Plan Approval(s)

- Vide copies of the Building Plans Approval Letters issued by Majlis Perbandaran Kubang Pasu bearing Reference No(s). MPKP(OSC)05/25/14(), MPKP(OSC)05/25/15(), and MPKP(OSC)05/25/16() dated 18 May 2025, together with the corresponding building plans, we note that conditional approval has been granted for the proposed industrial development of Phase 1A, Phase 1B, and Phase 1C, along with other supporting facilities and amenities attached thereto along with all its obligations to fulfil local council conditions.

**2.3 PROPERTY DESCRIPTION (CONT'D)**

Planning (Cont'd)

- Subsequent to our valuation date i.e. 31 May 2025, we note that Building Plans Approval Letters bearing Reference No(s). MPKP(OSC)05/25/14(), MPKP(OSC)05/25/15(), and MPKP(OSC)05/25/16() dated 16 July 2025 and 20 July 2025, have been granted with full approval for the building plans of the industrial development Phase 1A, Phase 1B, and Phase 1C.

2.4 MARKET VALUE

Valuation Methodology In arriving at our opinion of the Market Value of the joint development rights in the Subject Property, we have adopted **Income Approach by Residual Method** as the only preferred method of valuation.

Market Value RM18,900,000.

2.4 MARKET VALUE (CONT'D)

Income Approach by Residual Method The following table outlines the salient valuation assumptions adopted in undertaking our valuation assessment of the development.

Summary of Parameters	
GDV	RM604,607,211
Gross Development Cost	RM574,581,231
Development Period ^{Note}	6.00 years
Present Value (Discount Rate)	8.00%

Note 1: NIS is located within Delapan SBEZ, a Managed Industrial Park (MIP) strategically positioned at the busiest Malaysia-Thailand land border, providing direct access to regional trade routes and strong cross-border connectivity. Delapan SBEZ is positioned as a digital and industrial hub, anchored by major developments such as the AREA Data Centre Campus, Open DC, and DE-CIX Internet Exchange and supported by advanced fibre networks and next-generation utility infrastructure, making it ideal for high-value industries as well as manufacturing (Hartalega NSM) and warehousing/logistics (Bukit Kayu Hitam Inland Customs Depot (BKH ICD), a newly completed 50-acre inland port).

Delapan SBEZ benefits from freehold land availability, government support through MOF Inc. and advantageous investment incentives attracting international investors including PENTAS Industrial City, a USD 20 billion collaboration between the Shenzhen Government Procurement Association with AREA and Northern Gateway. These advantages are further strengthened by the new completed Sadao CIQ Complex along with ongoing major road alignment works, including a new six-lane dual carriageway linking Malaysia and Thailand. Enhanced connectivity is expected to further improve cross-border trade and tourism, with Thailand's total border trade through this checkpoint recorded at THB 450 billion in 2024 and THB 114 billion in the first quarter of 2025. Accordingly, Delapan SBEZ, with NIS located within, will serve as a regional hub for various activities. As such, the adopted development period of 6 years is considered fair and reasonable in light of the project's scale and development timeline.



2.4 MARKET VALUE (CONT'D)

GDV In arriving at the GDV for the development, we have used the Comparison Approach, which has been defined herein before.

Sales Comparables and Analysis of Terraced Factories (Base Lot: Land Area 2,549 sf, Floor Area 3,314 sf)						
	GDV Comparable 1	GDV Comparable 2	GDV Comparable 3			
Legal Description	Lot PT No. 1211 held under Title No. HSD 91113, Pekan Sungai Karangan District of Kulim, Kedah Darul Aman	Lot PT No. 1210 held under Title No. HSD 91112, Pekan Sungai Karangan District of Kulim Kedah Darul Aman	Lot PT No. 1208 held under Title No. HSD 91110 Pekan Sungai Karangan District of Kulim, Kedah Darul Aman			
Location	Located along Jalan Industri Padang Meha, Globalview Industrial Park, Kulim	Located along Jalan Industri Padang Meha, Globalview Industrial Park, Kulim	Located along Jalan Industri Padang Meha, Globalview Industrial Park, Kulim			
Type of Property	A double-storey corner terraced factory	A double-storey terraced factory				
Tenure	Interest in perpetuity					
Land Area	3,972 sf	1,797 sf	1,797 sf			
Approximate GFA	3,995 sf	2,352 sf	2,352 sf			
Date of Transaction	9 April 2025	7 April 2025	27 March 2025			
Consideration	RM1,748,000	RM923,000	RM923,000			
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)					
Analysis over GFA	RM438 psf	RM392 psf	RM392 psf			
General Adjustments	General adjustments have been made for location, lot configuration, building design / specification and development concept.	General adjustments have been made for location, building design / specification and development concept.	General adjustments have been made for location, building design / specification and development concept.			
Adjusted Analysis	RM416 psf	RM412 psf	RM412 psf			
Adopted Base	RM410 psf					
Valuation Justification	<p>Given the current scarcity of industrial transactions within the immediate vicinity, it was necessary to benchmark against industrial property transactions in the district of Kulim to derive an appropriate GDV. The district serve as suitable comparables for several reasons. Firstly, Kulim represents one of Kedah's most established industrial zones, anchored by the Kulim Hi-Tech Park, and reflects the depth of industrial market activity within the state. Its transaction patterns provide useful insights into market behaviour in a mature, high-demand industrial environment.</p> <p>The rates adopted have been prudently adjusted downwards to reflect locational differences, acknowledging that the subject site is at an earlier stage of industrial development compared to this benchmark district. This conservative approach ensures that the valuation remains realistic, while also recognising the site's strategic advantages notably its proximity to the border, ongoing infrastructure enhancements and its positioning within a designated special economic zone. Considering these factors, the use of Kulim as benchmarks is justified and the adopted rates are deemed reasonable and reflective of the area's current level of market maturity and future growth potential.</p> <p>We have placed greater emphasis on Comparable 2 (being the same type of property) and thus have adopted the rounded adjusted base value of RM410 psf for the terraced factories having GFA of 3,314 sf, as derived from the above Comparison Approach. Further adjustments have been made for the other units on factors relating to lot configuration. Summary of the adjustments made is as follow:</p>					
Valuation Justification (Cont'd)	Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
Valuation Justification (Cont'd)	Terraced Factories	36	2,549 sf	3,314 sf	Base Value	RM410 psf
		8	2,549 sf	3,314 sf	End / Corner (+5%)	RM431 psf



2.4 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Semi-Detached Factories / Clustered Factories					
	GDV Comparable 1	GDV Comparable 2	GDV Comparable 3		
Legal Description	Lot 9237 held under Title No. Geran Mukim 3180, Bandar Kulim, District of Kulim, Kedah Darul Aman	Lot 7534 held under Title No. Geran Mukim 3192, Bandar Kulim, District of Kulim, Kedah Darul Aman	Lot PT No. 5339 held under Title No. HSD 82020, Pekan Sungai Karangan District of Kulim, Kedah Darul Aman		
Location	Located along Jalan Waja Indah 2, Taman Waja Indah, Kulim	Located along Jalan Waja Indah 2, Taman Waja Indah, Kulim	Located along Jalan Waja Indah 2, Taman Waja Indah, Kulim		
Type of Property	A One-and-a-Half-(1½)-Storey Semi Detached Factory				
Tenure	Interest in perpetuity				
Land Area	8,999 sf	8,999 sf	8,999 sf		
Approximate GFA	4,560 sf	4,560 sf	4,560 sf		
Date of Transaction	31 March 2025	2 August 2024	27 October 2023		
Consideration	RM1,838,000	RM1,880,000	RM1,800,000		
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)				
Analysis over GFA	RM403 psf	RM412 psf	RM395 psf		
Semi-Detached Factories (Base Lot: Land Area 13,738 sf, Floor Area 9,380 sf)					
General Adjustments	General adjustments have been made for location, floor area, building design / specification and development concept.	General adjustments have been made for location, floor area and building design / specification and development concept.	General adjustments have been made for location, floor area and building design / specification and development concept.		
Adjusted Analysis	RM383 psf	RM392 psf	RM375 psf		
Adopted Base	RM380 psf				
Valuation Justification	<p>Given the current scarcity of industrial transactions within the immediate vicinity, it was necessary to benchmark against industrial property transactions in the district of Kulim to derive an appropriate GDV. The district serve as suitable comparables for several reasons. Firstly, Kulim represents one of Kedah's most established industrial zones, anchored by the Kulim Hi-Tech Park, and reflects the depth of industrial market activity within the state. Its transaction patterns provide useful insights into market behaviour in a mature, high-demand industrial environment.</p> <p>The rates adopted have been prudently adjusted downwards to reflect locational differences, acknowledging that the subject site is at an earlier stage of industrial development compared to these benchmark district. This conservative approach ensures that the valuation remains realistic, while also recognising the site's strategic advantages notably its proximity to the border, ongoing infrastructure enhancements and its positioning within a designated special economic zone. Considering these factors, the use of Kulim as benchmarks is justified, and the adopted rates are deemed reasonable and reflective of the area's current level of market maturity and future growth potential.</p> <p>We have placed greater emphasis on Comparable 1 (being the latest transaction) and thus have adopted the rounded adjusted base value of RM380 psf for the semi-detached factories having GFA of 9,380 sf, as derived from the above Comparison Approach. Further adjustments have been made for the other units on factors relating to lot configuration. Summary of the adjustments made is as follow:</p>				
Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
Semi-Detached Factories	42	13,738 sf	9,380 sf	Base Value	RM380 psf
	2	14,210 sf	10,063 sf	Corner (+5%)	RM399 psf

APPENDIX VII - VALUATION CERTIFICATE (Cont'd)



2.4 MARKET VALUE (CONT'D)

Clustered Factories (Base Lot: Land Area 12,368 sf, Floor Area 9,670 sf)

General Adjustments	General adjustments have been made for location, floor area, building design / specification and land efficiency	General adjustments have been made for location, floor area, building design / specification and land efficiency	General adjustments have been made for location, floor area, building design / specification and land efficiency																		
Adjusted Analysis	RM403 psf	RM412 psf	RM395 psf																		
Valuation Justification	<p>In estimating the GDV of the semi-detached factories, we have made diligent adjustments for differences in relevant factors as outlined above</p> <p>We have placed greater emphasis on Comparable 1 (being the latest transaction) and thus have adopted the rounded adjusted base value of RM400 psf for the clustered factories having GFA of 9,670 sf, as derived from the above Comparison Approach. Further adjustments have been made for the other units on factors relating to lot configuration. Summary of the adjustments made is as follow:</p> <table border="1"> <thead> <tr> <th>Component</th><th>No. of Units</th><th>Land Area per unit</th><th>GFA per unit</th><th>General Adjustments</th><th>Adopted GDV (RM psf)</th></tr> </thead> <tbody> <tr> <td>Clustered Factories</td><td>18</td><td>12,368 sf</td><td>9,670 sf</td><td>Base Value</td><td>RM400 psf</td></tr> <tr> <td></td><td>2</td><td>12,368 sf</td><td>9,670 sf</td><td>Corner (+5%)</td><td>RM420 psf</td></tr> </tbody> </table>			Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)	Clustered Factories	18	12,368 sf	9,670 sf	Base Value	RM400 psf		2	12,368 sf	9,670 sf	Corner (+5%)	RM420 psf
Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)																
Clustered Factories	18	12,368 sf	9,670 sf	Base Value	RM400 psf																
	2	12,368 sf	9,670 sf	Corner (+5%)	RM420 psf																

Sales Comparables and Analysis of Detached Factories (Base Lot: Land Area 21,339 sf, Floor Area 12,877 sf)

	GDV Comparable 1	GDV Comparable 2	GDV Comparable 3
Legal Description	Lot 9982 Section 50 held under Title No.Geran Mukim 29638, Bandar Alor Setar, District of Kota, Setar, Kedah Darul Aman	Lot 74 Section 11 held under Title No.Geran 54204, Bandar Lunas, District of Kulim, Kedah Darul Aman	Lot 116 Section 11 held under Title No.Geran 54169, Bandar Lunas, District of Kulim, Kedah Darul Aman
Location	Located along Jalan Perusahaan 6, Taman Perindustrian 2010 (Star City), Alor Setar	Located along Jalan Makmur 4/7, Taman Makmur Fasa 2, Lunas	Located along Jalan Makmur 4/7, Taman Makmur Fasa 2, Lunas
Type of Property	A One-and-a-Half-(1½)-Storey Detached Factory		
Tenure	Interest in perpetuity		
Land Area	22,701 sf	19,795 sf	22,184 sf
Approximate GFA	10,292 sf	9,600 sf	9,850 sf
Date of Transaction	28 October 2024	27 August 2024	24 June 2023
Consideration	RM3,100,000	RM3,180,000	RM3,500,000
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)		
Analysis over GFA	RM301 psf	RM331 psf	RM355 psf
General Adjustments	General adjustments have been made for location and building design / specification	General adjustments have been made for location and building design / specification	General adjustments have been made for location and building design / specification
Adjusted Analysis	RM346 psf	RM381 psf	RM409 psf
Adopted Base	RM345 psf		
Valuation Justification	<p>Given the current scarcity of industrial transactions within the immediate vicinity, it was necessary to benchmark against industrial property transactions in the districts of Kulim and Kota Setar to derive an appropriate GDV. Both districts serve as suitable comparables for several reasons. Firstly, Kulim represents one of Kedah's most established industrial zones, anchored by the Kulim Hi-Tech Park and reflects the depth of industrial market activity within the state. Its transaction patterns provide useful insights into market behaviour in a mature, high-demand industrial environment. Secondly, Kota Setar offers a picture of steady industrial activity within a more urbanised setting, where smaller-scale industrial products are actively traded. Together, these districts offer a reasonable proxy for assessing demand and value levels in the absence of adequate local evidence.</p> <p>The rates adopted have been prudently adjusted downwards to reflect locational differences, acknowledging that the subject site is at an earlier stage of industrial development compared to these benchmark districts. This conservative approach ensures that the valuation remains realistic, while also recognising the site's strategic advantages notably its proximity to the border, ongoing infrastructure enhancements, and its positioning within a designated special economic zone. Considering these factors, the use of Kulim and Kota Setar as benchmarks is justified, and the adopted rates are deemed reasonable and reflective of the area's current level of market maturity and future growth potential.</p> <p>We have placed greater emphasis on Comparable 1 (being the latest transaction) and thus have adopted the rounded adjusted base value of RM345 psf for the detached factories having GFA of 12,877 sf, as derived from the above Comparison Approach. Further adjustments have been made for the other units on factors relating to floor area and lot configuration. Summary of the adjustments made is as follow:</p>		



2.4 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Detached Factories (Cont'd)						
	Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)
Valuation Justification (Cont'd)	Detached Factories	25	21,339 sf	12,877 sf	Base Value	RM345 psf
		3	26,296 sf – 29,621 sf	17,973 sf – 20,802 sf	Floor area (-5%), Corner (+5%)	RM345 psf
Sales Comparables and Analysis of Terraced Shop-Office						
	GDV Comparable 1		GDV Comparable 2		GDV Comparable 3	
Legal Description	Lot PT 1344 held under Title No.HSM 3327, Bandar Jitra, District of Kubang Pasu, Kedah Darul Aman		Lot PT 1343 held under Title No.HSM 3326, Bandar Jitra, District of Kubang Pasu, Kedah Darul Aman		Lot No. 776 held under Title No.Geran 201687, Bandar Changloon, District of Kubang Pasu, Kedah Darul Aman	
Location	Located along Jalan PJ 2/1, Pekan Jitra 2, Jitra		Located along Jalan PJ 2/1, Pekan Jitra 2, Jitra		Located along Jalan Pekan Changlun 3, Pekan Changlun, Changlun	
Type of Property	A double-storey intermediate shop-office					
Tenure	Interest in perpetuity					
Land Area	1,399 sf		1,399 sf		1,399 sf	
Approximate GFA	2,660 sf		2,660 sf		2,606 sf	
Date of Transaction	9 April 2025		7 April 2025		27 January 2025	
Consideration	RM800,000		RM800,000		RM700,000	
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)					
Analysis over GFA	RM301 psf		RM301 psf		RM269 psf	
Ground Floor Stratified Retail Lot (Base Lot: Floor Area 1,042 sf)						
General Adjustments	General adjustments have been made for location, floor area, floor level and building design / specification		General adjustments have been made for location, floor area, floor level and building design / specification		General adjustments have been made for location, floor area, floor level and building design / specification	
Adjusted Analysis	RM361 psf		RM 361 psf		RM322 psf	
Adopted Base	RM 360 psf					
First Floor Stratified Retail Lot (Base Lot: Floor Area 1,042 sf)						
General Adjustments	General adjustments have been made for location, floor area, floor level and building design / specification		General adjustments have been made for location, floor area, floor level and building design / specification		General adjustments have been made for location, floor area, floor level and building design / specification	
Adjusted Analysis	RM241 psf		RM241 psf		RM215 psf	
Adopted Base	RM240 psf					
Valuation Justification	<p>Changlun serves as a key border town and gateway node located along the North-South Expressway, catering to cross-border traffic and local economic activities associated with logistics, education, and retail. It has seen steady commercial activity over recent years, driven by its strategic position as a stopover town and by spillover demand from border-related developments. Jitra, on the other hand, functions as a growing suburban-commercial hub serving the broader Kubang Pasu district. As such, in deriving at the GDV, we have relied on the commercial shop offices in the larger vicinity, particularly Changlun and Jitra.</p> <p>The commercial and retail rates adopted have been carefully adjusted to account for differences in location, market maturity, and supporting infrastructure. While Changlun and Jitra are currently more established than the subject site, downward adjustments were applied to reflect the subject site's emerging status and earlier stage of development.</p> <p>We have placed greater emphasis on Comparable 1 (being the latest transaction) and rounded adjusted value of RM360 psf for the ground floor stratified retail lot and rounded adjusted value of RM240 psf for the first floor stratified retail lot, as derived from the above Comparison Approach.</p>					
	Component	Floor Level	No. of Units	GFA per unit	Adopted GDV (RM psf)	
Stratified Retail Lot	Ground Floor		10	1,042 sf	RM360 psf	
			14	1,410 sf	RM360 psf	
	First Floor		10	1,042 sf	RM240 psf	
			14	1,410 sf	RM240 psf	



2.4 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Commercial Terraced Shop-Office (Cont'd)

Terraced Shop-Office (Base Lot: Land Area 1,400 sf, Floor Area 2,800 sf)

General Adjustments	General adjustments have been made for location and building design / specification	General adjustments have been made for location and building design / specification	General adjustments have been made for location and building design / specification																		
Adjusted Analysis	RM301 psf	RM 301 psf	RM268 psf																		
Adopted Base	RM300 psf																				
Valuation Justification	<p>We have placed greater emphasis on Comparable 1 (being the latest transaction) and thus have adopted the rounded adjusted base value of RM300 psf for the terraced shop-office having GFA of 2,800 sf, as derived from the above Comparison Approach. Further adjustments have been made for the other units on factors relating to floor area and lot configuration. Summary of the adjustments made is as follow:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Component</th> <th>No. of Units</th> <th>Land Area per unit</th> <th>GFA per unit</th> <th>General Adjustments</th> <th>Adopted GDV (RM psf)</th> </tr> </thead> <tbody> <tr> <td>Terraced Shop-office</td> <td>38</td> <td>1,400 sf</td> <td>2,800 sf</td> <td>Base Value</td> <td>RM300 psf</td> </tr> <tr> <td></td> <td>8</td> <td>1,400 sf</td> <td>2,800 sf</td> <td>End / Corner (+5%)</td> <td>RM315 psf</td> </tr> </tbody> </table>			Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)	Terraced Shop-office	38	1,400 sf	2,800 sf	Base Value	RM300 psf		8	1,400 sf	2,800 sf	End / Corner (+5%)	RM315 psf
Component	No. of Units	Land Area per unit	GFA per unit	General Adjustments	Adopted GDV (RM psf)																
Terraced Shop-office	38	1,400 sf	2,800 sf	Base Value	RM300 psf																
	8	1,400 sf	2,800 sf	End / Corner (+5%)	RM315 psf																

Sales Comparables and Analysis of Industrial Land (Designated for future development) (Phase 5 to Phase 8)

(Land Area 46.23 acres)

	GDV Comparable 1	GDV Comparable 2	GDV Comparable 3
Legal Description	Lot PT Nos 2254, 2255, 2256 held under Title No. HSD 24597, HSD 24598,HSD 24599 all within Bandar Bukit Kayu Hitam, District of Kubang Pasu, Kedah Darul Aman	Lot PT 1101 held under Title No. HSD 83976, Pekan Sungai Karangan, District of Kulim, Kedah	Lot PT 2484 held under Title No. HSD 70247, Bandar Kulim, District of Kulim, Kedah
Locality	Bukit Kayu Hitam, Kedah	Padang Meha, Kedah	Kulim, Kedah
Type of Property	Three parcels of industrial land	A parcel of industrial land	
Tenure	Interest in perpetuity		
Land Area	28.15 acres (1,226,008 square feet)	12.76 acres (555, 611 square feet)	17.83 acres (776,458 square feet)
Date of Transaction	6 December 2024	23 November 2023	8 September 2022
Consideration	RM35,782,186	RM23,891,300	RM31,058,280
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)		
Analysis	RM 29 psf	RM43 psf	RM40 psf
General Adjustments	General adjustments have been made for factors relating to land size and shape.	General adjustments have been made for factory relating to location and land size.	General adjustments have been made for factory relating to location and land size.
Adjusted Analysis	RM31 psf	RM24 psf	RM32 psf
Adopted Value	RM30 psf		
Valuation Justification	<p>In view of limited recorded transactions of industrial land within the immediate vicinity of the proposed NIS, we have resorted to adopt the selected comparables in other locations such as Padang Meha and Kulim, in our assessment.</p> <p>We have placed greater emphasis on Comparable 1 (being the same locality and most recent transaction) and thus have adopted the rounded adjusted value of RM30 psf for the industrial land, as derived from the above Comparison Approach.</p>		



2.4 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Commercial Land (Designated for future development) (Phase 2 to Phase 5) (Land Area 18.41 acres)			
	GDV Comparable 1	GDV Comparable 2	GDV Comparable 3
Legal Description	Lot 143 held under Title No. Geran Mukim 6357, Bandar Kulim, District of Kulim, Kedah	Lot PT 48903 held under Title No. HSD 90430, Bandar Sungai Petani, District of Kuala Muda, Kedah	Lot PT 12354 held under Title No. HSD 23847, Bandar Alor Setar District of Kota Setar, Kedah
Locality	Kulim, Kedah	Sungai Petani, Kedah	Alor Setar, Kedah
Type of Property	A parcel of development land zoned for commercial use	A parcel of commercial land	
Tenure	Interest in perpetuity		
Land Area	3.81 acres (165,796 sf)	12.46 acres (542,899 sf)	3.81 acres (165,952 sf)
Date of Transaction	1 November 2023	10 January 2023	12 October 2022
Consideration	RM6,800,000	RM28,833,235	RM9,360,000
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)		
Analysis	RM 41 psf	RM53 psf	RM56 psf
General Adjustments	General adjustments have been made for factors relating to category of land use, land size, location and shape	General adjustments have been made for relating to location land size and shape.	General adjustments have been made for relating to location land size and shape.
Adjusted Analysis	RM41 psf	RM40 psf	RM39 psf
Adopted Value	RM40 psf		
Valuation Justification	<p>The commercial land forms part of the proposed NIS at Delapan SBEZ and it is located within close proximity to the ICQS Bukit Kayu Hitam – CIQ Sadao, a busy land border. This commercial land and its proposed future development will not only serve the activities of NIS but also can be strategically positioned to benefit from high cross-border traffic and growing economic activity in the area.</p> <p>In view of limited recorded transactions of commercial land within the immediate vicinity of the proposed NIS, we have resorted to adopt the selected comparables in other locations such as Kulim, Sungai Petani and Alor Setar in our assessment.</p> <p>We have placed greater emphasis on Comparable 2 (being the same property type) and thus have adopted the rounded adjusted value of RM40 psf for the commercial land, as derived from the above Comparison Approach.</p>		

Sales Comparables and Analysis of Duty-Free Complex			
	GDV Comparable 1	GDV Comparable 2	GDV Comparable 3
Address	Lotus's Indera Mahkota located along Jalan IM 8/3, Bandar Indera Mahkota, 25200 Kuantan, Pahang	Giant Klang located along Persiaran Batu Nilam, Bandar Bukit Tinggi, 41200 Klang, Selangor	Econsave Pokok located along Jalan Pokok Sena - Kuala Nerang, Kedah
Type of Property	A single-storey supermarket building	1 storey supermarket / retail complex with a mezzanine floor erected thereon with a total of 1,100 surface car parking bays	A supermarket building
Tenure	99 years leasehold interest expiring on 11 March 2107	Interest in perpetuity	Interest in perpetuity
Approximate NLA	107,527 sf	190,693 sf	70,102 sf
Date of Transaction	9 April 2025	16 March 2023	23 March 2021
Consideration	RM39,000,000	RM65,000,000	RM18,000,000
Source	Bursa Malaysia Securities Berhad.	Bursa Malaysia Securities Berhad.	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)
Analysis over NLA	RM363 per square foot	RM341 per square foot	RM257 per square foot



2.4 MARKET VALUE (CONT'D)

Sales Comparables and Analysis of Duty-Free Complex (Cont'd)

General Adjustments	General adjustments have been made for catchment area, tenure, floor area and condition/age of building	General adjustments have been made for location, floor area, floor level and building design / specification	General adjustments have been made for location, floor area, floor level and building design / specification
Adjusted Analysis	RM453 per square foot	RM 443 per square foot	RM381 per square foot
Adopted Value	RM 455 per square foot		
Valuation Justification	<p>In view of limited recorded transactions of duty-free complex within the immediate vicinity of the proposed NIS, in deriving at the GDV, we have relied on the hypermarket transactions in other states namely Pahang, Selangor and Kedah, which reflects the economic activity of a duty-free complex and made diligent adjustments for differences in relevant factors as outlined above including downward adjustment made to the Comparable(s) 1 and 2 to account for locational differences.</p> <p>We have placed greater emphasis on Comparable 1 (being the latest transaction)) and thus have adopted the rounded adjusted value of RM455 psf for the duty-free complex, as derived from the above Comparison Approach.</p>		

GDV – Drive -Thru Retail In arriving at the GDV for drive-thru retail, we have used the Income Approach by Investment Method, which has been defined herein before.

Summary of Parameters – Drive-Thru Retail

Average Gross Rental	RM4.00 psf In view of limited recorded rental evidences of drive-thru retail within the immediate vicinity of the proposed NIS, in deriving at the GDV, we have relied on the rental evidences of drive-thru retail / commercial buildings located in Selangor, specifically Subang Jaya, Semenyih and Banting (rentals ranging from RM5.53 psf to RM5.91 psf) and made downward adjustments for location for these comparables. In our assessment, we have adopted an adjusted rental of RM4.00 psf over NLA after having considered and made diligent adjustment for differences such as location, floor area and catchment area.
Allowance for Outgoings	RM0.60 psf We have benchmarked against the historical outgoings payable by other selected drive-thru. We have thus allocated an estimated outgoing of RM0.60 psf over NLA (analysed to be approximately 15% of the gross monthly rental).
Void Allowance	5.00% We have adopted a void allowance of 5.00% as fair representation for allowance of void, unforeseen vacancies, possible rent-free periods, fitting out periods and possibility of bad debts.
Capitalisation Rate	5.50% We have noted that the estimated historical transacted net yields of selected drive-thru within Klang Valley are in the region of about 5.00% to 6.00%. In view of limited recorded yield transactions of drive-thru in the current market condition and it is not possible to identify exactly alike properties to benchmark and / or reference to, we have thus adopted an adjusted net yield of 5.50% as the most probable expected rate of return as fair after having considered factors, amongst others, relating to the prevailing market and other relevant factors

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2.4 MARKET VALUE (CONT'D)

Summary of GDV Adopted in Income Approach by Residual Method			
Components	No. of Units	GDV	Total GDV
Industrial Developments			
Semi-Detached Factory	44	RM157,733,233	RM487,516,657
Detached Factory	28	RM131,304,889	
Cluster Factory	20	RM77,743,128	
Terraced Factory	44	RM60,322,043	
Industrial Land	1	RM60,413,364	
Commercial Developments			
Duty-Free Complex	1	RM25,025,000	117,090,553
Commercial Retail Lot	48	RM18,095,664	
Terraced Shop-Office	46	RM38,976,000	
Drive-Thru Retail	1	RM2,916,305	
Commercial Land	1	RM32,077,584	
Total	234		RM604,607,211

Note: Summation discrepancies due to rounding adjustments

GDC

In arriving at the GDC, we have made reference to the industry average costing as derived from analysis of other awarded contracts of similar projects.

Description	Analysis	Remarks
Statutory Charges / Contribution / Land Related Charges (% of total net GDV)	6.00%	We have made reference to the Client's provision of budgeted costs, after benchmarking it with industry average costings. The cost adopted is in line with the market.
Preliminaries and Infrastructure Costs (over gross land area)	RM12.50 psf	We have made reference to the Client's provision for budgeted costs, the industry average costing and awarded contracts for similar projects. The cost adopted is in line with the market.
Building Construction Costs (over GFA)	RM138.83 psf / GFA	We have made reference to the Client'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. The cost adopted is in line with the market.



2.4 MARKET VALUE (CONT'D)

Summary of GDC Adopted in Income Approach by Residual Method (Cont'd)

Professional Fees / Consultant Fees (% of total preliminaries, infrastructure costs and building construction cost)	6.00%	The professional fees to be incurred are for various professionals engaged in different stages of development construction. We have adopted a rate of 6.0% of total preliminaries, infrastructure costs and building construction costs as fair representation which is reflective of market industry for the intended development and is in line with the market.
Contingencies	3.0% of total preliminaries, infrastructure costs, building construction cost and professional fees	We have adopted a rate of 3.0% of total preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation and reflective of market industry for the intended development, which is in line with the market.
Marketing, Agency and Legal Fees	3.0% of GDV	We have adopted 3.0% of GDV as marketing, agency and legal fees to be fair and reflective after benchmarking it with industry average costings which is in line with the market.
Financial Charges	40.00% of total remaining preliminaries, infrastructure costs, building construction cost, professional fees and contingencies capitalised at 6.50% per annum for a range of period of 3 years	Bridging finance is based on 40.00% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.50% per annum (borrowing cost) for a range of periods of 3 years after taking into consideration of the development progress and development phasing.
Developer's Profit	15% of Total GDV	Typically, a rate of return of about 10.00% to 20.00% of GDV is required for a developer to commit. We have also benchmarked against the analysed developers' profit margins of selected developers, which range from 11% to 19%. Accordingly, we have adopted 15% of the total net GDV as fair representation and in line with the market.
JV Contribution / Landowner's Entitlement	RM23 per square feet over the gross land area of 122.41 acres	Pursuant to the JDA together with the confirmation letter, we note that the Landowner has agreed to the consideration set out on the basis of the base price of Ringgit Malaysia Twenty Three (RM23.00) per square foot over the gross land area of 122.41 acres. A sum of RM2,500,000 has been paid to the landowner as earnest deposit upon execution of the JDA on 15 May 2024. In our valuation, we have not deducted the RM2,500,000 from the total payable consideration of RM122,640,131 because it is still an earnest deposit with unfulfilled conditions and the first tranche payment of the entitlement is not due yet.

Note: Based on the KM granted by Majlis Perbandaran Kubang Pasu, we noted that there is no requirement for Bumiputera quota and/or discount being imposed for the NIS Project. Hence, no Bumiputera quota and/or discount were considered for the valuation of the NIS Project.

APPENDIX VIII - UPDATED VALUATION CERTIFICATE



PRIVATE & CONFIDENTIAL

NCT Alliance Berhad
Menara NCT
No. 2, Jalan BP 4/9
Bandar Bukit Puchong
47100 Puchong
Selangor Darul Ehsan

Date: 24 November 2025

Reference: V/COR/25/0217(A) – (B)

Dear Sir / Madam,

UPDATE VALUATION CERTIFICATE COMPRISING: -

- (A) A MASTER-PLANNED MANAGED INDUSTRIAL PARK KNOWN AS NCT SMART INDUSTRIAL PARK, LOCATED WITHIN MUKIM TANJONG DUABELAS, DISTRICT OF KUALA LANGAT, SELANGOR DARUL EHSAN
- (B) JOINT DEVELOPMENT RIGHTS HELD BY BUMI BINARIA SDN BHD IN A SMART INDUSTRIAL PARK KNOWN AS NCT INNOSPHERE WITH LAND AREA MEASURING 122.41 ACRES LOCATED WITHIN BANDAR BUKIT KAYU HITAM, DISTRICT OF KUBANG PASU, KEDAH DARUL AMAN

(COLLECTIVELY HEREINAFTER REFERRED TO AS THE "SUBJECT PROPERTIES")

We were instructed by NCT Alliance Berhad (hereinafter referred to as the "Client") to prepare this update valuation certificate for inclusion in the circular of NCT Alliance Berhad in relation to the proposed acquisition of 100 ordinary shares in NCT World Sdn Bhd.

The valuation report(s) of the abovementioned properties were previously prepared by us bearing Reference No. V/COR/25/0120(A) – (B) dated 28 August 2025 ("Valuation Report(s)") and the relevant date of valuation stipulated therein was 31 May 2025. For all intents and purposes, this update valuation certificate bearing Reference No. V/COR/25/0217(A) – (B) dated 24 November 2025 should be read in conjunction with our formal Valuation Report(s).

We have conducted the site inspection on various occasions, being the latest on 1 July 2025 in respect of NSIP and 3 July 2025 in respect of NIS as well as title searches undertaken on 31 July 2025 and 13 August 2025 for NSIP and 16 July 2025 for NIS during our previous valuation. As such and in accordance with your instruction to reassess the Market Value(s) of the Subject Properties at the material date of valuation as of 9 June 2025, no site inspections and title searches were conducted for this update valuation. We have perused the information contained in the previous Valuation Report(s) and reviewed the latest information provided to us by the Client for this update valuation.

The basis of valuation adopted is the **Market Value** which is defined as "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".

We have prepared and provided this update valuation certificate which outlines factors that have been considered in arriving at our opinion of Market Value(s) and reflects all information known by us. There have been no material changes in market conditions since our previous valuation.

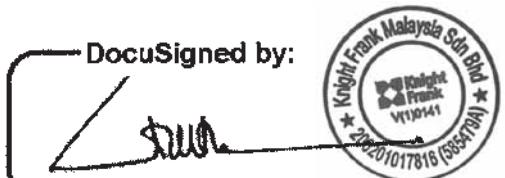
APPENDIX VIII - UPDATED VALUATION CERTIFICATE (Cont'd)



Market Value(s) of the Subject Properties are tabulated as below.

No.	Reference No.	Identification of Property	Market Value
1.	V/COR/25/0217(A)	NCT Smart Industrial Park	RM982,400,000
2.	V/COR/25/0217(B)	NCT Innosphere	RM18,900,000
Total Market Value			RM1,001,300,000

Signed for and on behalf of
Knight Frank Malaysia Sdn Bhd



712174A3460B4B4
JUSTIN CHEE TING HWANG

Registered Valuer, V-774
RICS Registered Valuer, 1235888
MRICS, MRISM, MPEPS



Scan here to verify the content
and authenticity of this report

Date: 24 November 2025

Note:-

The above valuation is peer reviewed by Knight Frank Malaysia Sdn Bhd (Head Office), Mr. Ooi Hsien Yu (Registered Valuer, V-692).

1.0 V/COR/25/0217(A) – NCT SMART INDUSTRIAL PARK

1.1 IDENTIFICATION OF PROPERTY

Interest Valued / Type of Property Legal interest in a master-planned Managed Industrial Park ("MIP") known as NCT Smart Industrial Park ("NSIP"), comprising the following phases, all located within Mukim Tanjung Duabelas, District of Kuala Langat, Selangor Darul Ehsan:

Phase	Legal Description
Phase 1 (Proposed 277 subdivided individual titles)	<p>190 subdivided individual titles Lot PT 54339 held under Title No. HSD 50460 and 189 subdivided individual titles.</p> <p>Proposed 87 subdivided individual titles Parent Lot PT 54344 held under Master Title No. HSD 50465 and 57 master titles. <small>Note (1)</small></p> <p>Along with the supporting public facilities and infrastructure of about 68.536 acres (277,350 square metres) within the development.</p>
Phase 2 (1 block title)	Lot 84211 held under Title No. PN 123921.
Phase 3 (5 block titles)	Lot(s) PT 34036 – PT 34040 (inclusive) held under Title No(s). HSD 32461 – HSD 32465 (inclusive).
Phase 4 (3 block titles)	Lot(s) PT 80017 – PT 80019 (inclusive) held under Title No(s). HSD 52376 – HSD 52378 (inclusive).
Phase 5 (1 block title)	Lot 84213 held under Title No. PN 123923.

Note (1): The 58 master titles have been approved, vide letter from Pejabat Daerah dan Tanah Kuala Langat dated 17 January 2025, to be surrendered and re-aliennated with 87 new titles with their respective re-designated land areas based on the revised components of the pre-computation plan(s) dated 4 December 2023.

Locality Located at Integrated Development Region in South Selangor ("IDRISS"), an integrated private investment development in Sepang and Kuala Langat districts and is located along Jalan Langat Lestari in Kuala Langat, Selangor; The Kuala Lumpur International Airport Terminals 1 and 2 are located approximately 4.5 kilometres due east of the NSIP.

Legal Aspect We have perused the title particulars extracted from the private searches and official title searches conducted on 31 July 2025 and 13 August 2025 during our previous valuation. Accordingly, the title particulars and legal status of the Subject Property remain unchanged as per our previous Valuation Report.

1.2 PROPERTY DESCRIPTION

Physical Aspect We have conducted the site inspection on 1 July 2025 during our previous valuation. Accordingly, we have perused the information contained in our previous Valuation Report and the physical state of the Subject Property remains unchanged as per our previous Valuation Report.

Development Component(s) The development component(s) remained unchanged as per our previous Valuation Report.

Proposed Gross Floor Area (GFA) The proposed GFA remained unchanged as per our previous Valuation Report.

Planning The status of the planning approval remained unchanged as per our previous Valuation Report.



1.2 PROPERTY DESCRIPTION (CONT'D)

Sales Status and Performance (Phase 1 Only) Pursuant to the Sales Status Report (as at 9 June 2025) provided by the Client, we note that a total of 133 units (47%) have been sold. Since our previous valuation dated 31 May 2025, additional 3 units (comprising 2 semi-detached factories and 1 detached factory) have been sold (included in the total 133 units). The details are as follows:

Property Type	Total Units	Total Units Sold	Sales Rate %	Net Sales Price ⁽¹⁾	Progressive Payment Billed
Terraced Factory	39	23	59%	RM54,811,658.96	RM21,540,100.00
Semi-Detached Factory	140	77	55%	RM639,725,600.00	RM234,907,975.00 ⁽²⁾
Detached Factory	43	30	70%	RM326,301,790.00	RM171,845,960.00 ⁽²⁾
Clustered Factory	48	-	0%	RM268,793,000.00	-
Industrial Plot	11	3	27%	RM189,815,600.00	RM64,994,040.00
Total	281	133	47%	RM1,479,447,648.96	RM493,288,075.00

Note: (1) The net sales prices are after 10% - 26% developer discount and rebates.

(2) The progressive payment billed includes the balance rebates for the additional sold units (RM515,400 for the 2 semi-detached factories and RM166,060 for the detached factory).

Contracts Awarded and Works Done To-Date The contracts awarded and works done to-date remain unchanged as per our previous Valuation Report.

1.3 MARKET VALUE

Valuation Methodology Similar to our previous valuation, in arriving at our opinion of the Market Value of the Subject Property, we have adopted the **Income Approach by Residual Method** and / or the **Comparison Approach**.

Reconciliation of Values

Phase	Income Approach by Residual Method	Comparison Approach
Phase 1	RM359,900,000	Not Applicable
Phase 2	RM285,000,000	RM302,400,000
Phase 3	RM278,500,000	RM276,700,000
Phase 4	Not Applicable	RM10,500,000
Phase 5	RM46,700,000	RM50,300,000

Market Value RM982,400,000.



1.3 MARKET VALUE (CONT'D)

Income Approach by Residual Method

We have reassessed the Market Value of the Subject Property based on the updated information and have adopted the same parameters as per our previous Valuation Report; save and except for Phase 1 which reflects the 3 additional sold units during this review period. A summary of parameters is tabulated below.

Summary of Parameters				
	Phase 1	Phase 2	Phase 3	Phase 5
Total Remaining Gross Development Value (GDV) (Net Unbilled Amount)	RM1,436,605,373 ⁽¹⁾	RM1,373,797,213	RM789,718,776	RM216,191,225
Total Remaining Gross Development Cost (GDC)	RM1,000,353,853 ⁽²⁾	RM986,094,141	RM438,842,058	RM159,531,639
Remaining Development Period	2.5 years	4.0 years	3.0 years	2.5 years
Present Value (Discount Rate)	8.00%			

Note: (1) The 3 additional units were sold at the same prices with same rebates as per our previous valuation. Accordingly, after reflecting the progress payment billed and the balance rebates for the 3 additional sold units, the total net unbilled amount remains unchanged as per our previous Valuation Report.

(2) The remaining GDC has been reduced slightly due to lower marketing and agency fees arising from reduced number of unsold units in this update valuation.

GDV

We have adopted the same comparables transactions for the respective development components as per our previous Valuation Report as there were no new comparable transactions during this review period.

Summary of GDV Adopted in Income Approach by Residual Method – Phase 1				
Components	No. of Units	Remaining GDV	Total Remaining GDV	
Commercial Developments				
Corporate Office + Command Centre	2	RM34,161,937	RM344,022,090	
Sports Complex + Car Park Podium	1	RM9,095,106		
Workers Accommodation (CLQ 1 + 2)	2	RM300,765,046		
Industrial Developments				
<u>Sold Units</u>				
Industrial Plot	3	RM7,221,560	RM224,917,525	
Detached Factory	30	RM71,837,040		
Semi-Detached Factory	77	RM131,008,025		
Terraced Factory	23	RM14,850,900		
<u>Unsold Units</u>				
Industrial Plot	8	RM127,600,000	RM867,665,759	
Detached Factory	13	RM120,760,340		
Semi-Detached Factory	63	RM327,513,580		
Cluster Factory	16	RM22,998,839		
Terraced Factory	48	RM268,793,000		
Total	286		RM1,436,605,373	

Note: Summation discrepancies due to rounding adjustments.

APPENDIX VIII - UPDATED VALUATION CERTIFICATE (Cont'd)

**1.3 MARKET VALUE (CONT'D)**

Summary of GDV Adopted in Income Approach by Residual Method – Phase 2			
Components	No. of Units	GDV	Total GDV
Industrial Developments			
Industrial Plot	18	RM355,663,760	RM1,373,797,213
Detached Factory	31	RM229,178,065	
Semi-Detached Factory	128	RM421,975,982	
Cluster Factory	40	RM133,730,043	
Terraced Factory	136	RM233,249,363	
Total	353		RM1,373,797,213

Summary of GDV Adopted in Income Approach by Residual Method – Phase 3			
Components	No. of Units	Total GDV	
Industrial Developments			
Industrial Plot	35	RM789,718,776	
Total	35	RM789,718,776	

Summary of GDV Adopted in Income Approach by Residual Method – Phase 5			
Components	No. of Units	GDV	Total GDV
Commercial Developments			
2-Storey Shop Office	132	RM157,182,932	RM216,191,225
3-Storey Shop Office	24	RM55,288,293	
Affordable Stratified Shop Office	31	RM3,720,000	
Total	187		RM216,191,225

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1.3 MARKET VALUE (CONT'D)

GDC The contracts awarded and works done to-date remain unchanged as per our previous Valuation Report. Accordingly, we have adopted the same parameters in the GDC as per our previous Valuation Report and the summary are as tabulated below.

Summary of GDC Adopted in Income Approach by Residual Method		
Description	Analysis	
Statutory Charges / Contribution / Land Related Charges (% of total net GDV)	Phase 1	5.23%
	Phase 2	6.03%
	Phase 3	10.54%
	Phase 5	5.07%
Preliminaries and Infrastructure Costs (over gross land area)	Phase 1	RM28.10 psf
	Phase 2	RM27.13 psf
	Phase 3	RM19.44 psf
	Phase 5	RM16.88 psf
Building Construction Costs (over GFA)	Phase 1	RM163.13 psf
	Phase 2	RM166.82 psf
	Phase 3	Nil
	Phase 5	RM136.06 psf
Professional Fees / Consultant Fees (% of total preliminaries, infrastructure costs and building construction cost)	Phase 1	3.33%
	Phase 2	6.00%
	Phase 3	5.00%
	Phase 5	6.00%
Contingencies	3.0% of total preliminaries, infrastructure costs, building construction cost and professional fees for Phases 1, 2, 3 and 5.	
Marketing, Agency & Legal Fees	Phase 1	Sales Gallery + Billboard
	Phase 1	3.0% of GDV
	Phase 2	
	Phase 3	
	Phase 5	
Financial Charges	Phase 1	Period of 1.25 years
	Phase 2	Period of 2.00 years
	Phase 3	Period of 1.50 years
	Phase 5	Period of 1.25 years
Developer's Profit	Phases 1, 2 and 3	15% of Total Remaining GDV
	Phase 5	15% of Total GDV (Free Cost Shops) 7.5% of Total GDV (Affordable Strata Shops)

Note: Based on the Incentives Approval Letters issued by Pejabat Tanah dan Galian Negeri Selangor (PTGS) dated 19 April 2023 and 19 March 2025, we note that there is no bumiputera quota or discount for Phase 1 and Phase 2. In addition, we have been informed by the Client that Phases 3, 4 and 5 form part of the same MIP development under the IDRISI and therefore the same provision applies and no Bumiputera quota or discount will be imposed on the remaining phases of the NSIP project.

Comparison Approach We have adopted the same comparables transactions for Phase 2, Phase 3, Phase 4 and Phase 5 as per our previous Valuation Report as there were no new comparable transactions during this review period.

**2.0 V/COR/25/0217(B) – NCT INNOSPHERE****2.1 IDENTIFICATION OF PROPERTY**

Interest Valued / Type of Property	Joint Development Rights held by Bumi Binaria Sdn Bhd in a smart industrial park known as NCT InnoSphere (NIS) with land area measuring 122.41 acres forming part of Parent Lot(s). PT 2250, PT 2281 and PT 2284 held under Master Title No(s). HSD 24542, HSD 24623 and HSD 24626; all located within Bandar Bukit Kayu Hitam, District of Kubang Pasu, Kedah Darul Aman.
Locality	The proposed NIS is located within Delapan Special Border Economic Zone (Delapan SBEZ) in Bukit Kayu Hitam which is sited off the eastern (right) side of the North-South Expressway travelling from Alor Setar to Bukit Kayu Hitam. Bukit Kayu Hitam Immigration, Customs, Quarantine & Security (ICQS) Complex and Changlun are located approximately 1.5 kilometres due north-west and 8 kilometres due south of NIS respectively.
Legal Aspect	We have perused the title particulars extracted from the private search and official search of the master titles conducted on 16 July 2025 respectively during our previous valuation. Accordingly, the title particulars and legal status of the parent lots remain unchanged as per our previous Valuation Report.
Approximate Land Area of the Subject Property	The approximate land area of the Subject Property remained unchanged as per our previous Valuation Report.

2.2 DEVELOPMENT AGREEMENT(S) / LETTER(S)

Salient Terms of JDA + Confirmation Letter(s)	The salient terms of JDA and confirmation letter remained unchanged as per our previous Valuation Report.
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2.3 PROPERTY DESCRIPTION

Physical Aspect	We have conducted the site inspection on 3 July 2025 during our previous valuation. Accordingly, we have perused the information contained in our previous Valuation Report and the physical state of the Subject Property remains unchanged as per our previous Valuation Report.
Development Component(s)	The development component(s) remained unchanged as per our previous Valuation Report.
Proposed Gross Floor Area (GFA)	The proposed GFA remained unchanged as per our previous Valuation Report.
Planning	The status of the planning approval remained unchanged as per our previous Valuation Report.



2.4 MARKET VALUE

Valuation Methodology Similar to our previous valuation, in arriving at our opinion of the Market Value of the joint development rights in the Subject Property, we have adopted **Income Approach by Residual Method** as the only preferred method of valuation.

Market Value RM18,900,000.

Income Approach by Residual Method We have reassessed the Market Value of the Subject Property and have adopted the same parameters as per our previous Valuation Report and the summary are as tabulated below.

Summary of Parameters	
GDV	RM604,607,211
GDC	RM574,581,231
Development Period	6.00 years
Present Value (Discount Rate)	8.00%

GDV We have adopted the same comparables transactions for the respective development components as per our previous Valuation Report as there were no new comparable transactions during this review period. A summary of GDV adopted is tabulated below.

Summary of GDV Adopted in Income Approach by Residual Method			
Components	No. of Units	GDV	Total GDV
Industrial Developments			
Semi-Detached Factory	44	RM157,733,233	RM487,516,657
Detached Factory	28	RM131,304,889	
Cluster Factory	20	RM77,743,128	
Terraced Factory	44	RM60,322,043	
Industrial Land	1	RM60,413,364	
Commercial Developments			
Duty-Free Complex	1	RM25,025,000	117,090,553
Commercial Retail Lot	48	RM18,095,664	
Terraced Shop-Office	46	RM38,976,000	
Drive-Thru Retail	1	RM2,916,305	
Commercial Land	1	RM32,077,584	
Total	234		RM604,607,211

Note: Summation discrepancies due to rounding adjustments

**2.4 MARKET VALUE (CONT'D)**

GDC We have adopted the same parameters in the GDC as per our previous Valuation Report and the summary are as tabulated below.

Description	Analysis
Statutory Charges / Contribution / Land Related Charges (% of total net GDV)	6.00%
Preliminaries and Infrastructure Costs (over gross land area)	RM12.50 psf
Building Construction Costs (over GFA)	RM138.83 psf / GFA
Professional Fees / Consultant Fees (% of total preliminaries, infrastructure costs and building construction cost)	6.00%
Contingencies	3.0% of total preliminaries, infrastructure costs, building construction cost and professional fees
Marketing, Agency and Legal Fees	3.0% of GDV
Financial Charges	40.00% of total remaining preliminaries, infrastructure costs, building construction cost, professional fees and contingencies capitalized at 6.50% per annum for a range of period of 3 years
Developer's Profit	15% of Total GDV
JV Contribution / Landowner's Entitlement	RM23 per square feet over the gross land area of 122.41 acres

Note: Based on the KM granted by Majlis Perbandaran Kubang Pasu, we noted that there is no requirement for Bumiputera quota and/or discount being imposed for the NIS Project. Hence, no Bumiputera quota and/or discount were considered for the valuation of the NIS Project.

APPENDIX IX - FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular. The Board confirms that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other material facts, the omission of which would make any statement in this Circular misleading.

All information relating to the Vendors and the NCT World Group contained in this Circular have been obtained from publicly available documents (where available) as well as other information and/or documents that have been provided by the Vendors as well as the directors and/or management of NCT World.

2. CONSENTS AND CONFLICT OF INTEREST

2.1 Maybank IB

Maybank IB, being the Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

Maybank IB and its related and associated companies ("Maybank Group") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and fund management and credit transaction services businesses. The Maybank Group has engaged and may in the future, engage in transactions with and perform services for our Group and/or any of our affiliates, in addition to the role set out in this Circular. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of our Group, the shareholders, and/or our affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or its affiliates, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of any member of our Group and/or our affiliates. This is a result of the businesses of the Maybank Group generally acting independently of each other and accordingly, there may be situations where parts of the Maybank Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interest of our Group. Nonetheless, the Maybank Group is required to comply with the applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and Chinese wall between different business divisions.

As at the LPD, the Maybank Group has extended credit facilities to the NCT Group in its ordinary course of business. In addition, Maybank IB has been appointed by NCT World as principal adviser, lead arranger, lead manager, and facility agent, and Maybank Islamic Berhad ("Maybank Islamic") has been appointed as the shariah adviser, for its RM1.0 billion nominal value of sukuk to be issued based on the Shariah principle of Wakalah Bi Al-Istithmar ("Sukuk Wakalah Programme") ("NCT World Appointment") for purposes of, inter-alia, funding the NCT World Group's capital expenditure, working capital and/or refinancing existing bank borrowings. Subject to the execution of the subscription agreement to be entered into between Maybank Islamic and NCT World, Maybank Islamic is expected to subscribe for up to RM390.0 million nominal value of sukuk to be issued pursuant to the Sukuk Wakalah Programme ("Proposed Subscription").

Notwithstanding, Maybank IB is of the view that the aforesaid relationships will not give rise to a conflict of interest situation in its capacity as Principal Adviser for the Proposals as:

- (i) the extension of credit facilities, the NCT World Appointment and the Proposed Subscription are in the ordinary course of business of the Maybank Group;
- (ii) the conduct of the Maybank Group in its banking business is strictly regulated by the Financial Services Act 2013, the Islamic Financial Services Act 2013 and the Maybank Group's internal controls and checks; and

(iii) the total credit facilities extended by the Maybank Group to the NCT Group of approximately RM80.69 million as at the LPD as well as the Proposed Subscription amounting to approximately RM390.0 million are not material when compared to the audited NA of Maybank as at 31 December 2024 of RM93.97 billion.

Save as disclosed above, Maybank IB has confirmed that it is not aware of any other circumstance which would or is likely to give rise to a possible conflict of interest situation in Maybank IB's capacity as Principal Adviser for the Proposals.

2.2 Knight Frank

Knight Frank, being the independent valuer for the NCT World Group Projects, has given and has not subsequently withdrawn its written consent to the inclusion of its name, the Valuation Report, the Valuation Certificate and the Updated Valuation Certificate and all references thereto in the form and context in which they appear in this Circular.

Knight Frank confirms that there is no conflict of interest that exists or is likely to exist in its capacity as the independent property valuer in respect of the valuation of the NCT World Group Projects.

2.3 BDOCC

BDOCC, being the Independent Adviser to the non-interested Directors and non-interested Shareholders for the Proposed Acquisition and the Proposed Settlement, has given and has not subsequently withdrawn its written consent to the inclusion of its name, the IAL and all references thereto in the form and context in which they appear in this Circular.

BDOCC confirms that there is no conflict of interest that exists or is likely to exist in its capacity as the Independent Adviser in respect of the Proposed Acquisition and the Proposed Settlement.

3. MATERIAL COMMITMENTS

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred which may have a material impact on the profits or NA of our Group.

4. CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any contingent liabilities which, upon becoming due or enforceable, may have a material impact on our Group's financial position or business of our Group.

5. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, our Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of our Group, and the Board confirms that there are no proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

6. MATERIAL CONTRACTS

Save for the SSA and the following, our Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the past two (2) years immediately preceding the date of this Circular:

- (i) conditional share sale agreement between our Company (as purchaser) and NCT Venture (as vendor) dated 29 February 2024 for the proposed acquisition of the entire equity interest in NCT Builders Group, representing 30,411,700 ordinary shares in NCT Builders Group, for a purchase consideration of RM100.89 million which was satisfied via a combination of cash and issuance of new NCT Shares. The acquisition was completed on 2 July 2024;
- (ii) conditional sale and purchase agreement between NCT Borneo Sdn Bhd (“**NCT Borneo**”) (as purchaser), a wholly-owned subsidiary of our Company, and Hilltop Residences Sdn Bhd (as vendor) dated 29 February 2024 for the acquisition of 10 adjoining parcels of leasehold development land located in the District of Penampang, Sabah, measuring an aggregate land area of approximately 11.16 acres by NCT Borneo, for a purchase consideration of RM36.00 million which was satisfied via a combination of cash and issuance of new NCT Shares. The acquisition was completed on 25 September 2024;
- (iii) conditional share sale agreement (supplemented by a supplementary agreement) between NCT Panorama Sdn Bhd (“**NCT Panorama**”) and Lee Show Kien @ Herman Lee Show Kien and Melvin Lee Ying (collectively as vendors) dated 19 March 2025 and 28 March 2025 respectively, for the proposed acquisition of 51.00% of equity interest of NCT Marina Bay, for a purchase consideration of RM22.00 million to be satisfied via a combination of cash and contra properties. The share sale agreement has become unconditional on 11 July 2025 and this acquisition is expected to be completed by March 2026;
- (iv) conditional share sale agreement between NCT Panorama (as purchaser), a wholly-owned subsidiary of our Company, and Datuk Yap Yiw Sin and Datin Ang Guan Foo (collectively as vendors) dated 10 June 2025 for the proposed acquisition of 55.72% equity interest of GCSB for a purchase consideration of RM36.00 million which was satisfied via a combination of Treasury Shares and issuance of new NCT Shares. The acquisition was completed on 11 July 2025; and
- (v) joint development agreement between NCT Noble Sdn Bhd (“**NCT Noble**”) (a wholly-owned subsidiary of NCT) as the landowner, with Epicon Land Sdn Bhd (“**ELSB**”) (a wholly-owned subsidiary of Epicon Berhad) as the developer dated 30 September 2025 to jointly participate in a property development project over 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 in exchange for a total cash consideration of not exceeding RM72.13 million by ELSB to NCT Noble. This project is expected to commence by the fourth quarter of 2026 and to be completed by the fourth quarter of 2029. As at the LPD, NCT Noble has received RM100,000 from ELSB and the remaining consideration is expected to be received by NCT Noble within 48 months from the date of which the advertising permit and developer's license in respect of the project is obtained.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest market price of NCT Shares traded on the Main Market of Bursa Securities for the past 12 months preceding the date of this Circular are set out below:

	Highest RM	Lowest RM
2024		
December	0.5200	0.4550
2025		
January	0.5150	0.4750
February	0.4800	0.4400
March	0.5100	0.4500
April	0.4850	0.4500
May	0.5000	0.4700
June	0.4950	0.4650
July	0.4900	0.4700
August	0.5000	0.4600
September	0.5150	0.4700
October	0.6500	0.4800
November	0.6450	0.5550
Last transacted market price as at the LTD		0.4750
Last transacted market price as at the LPD		0.5950

(Source : Bloomberg)

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection during normal business hours at the registered office of our Company at Third Floor, Nos. 77, 79 & 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:

- (i) the SSA;
- (ii) our Constitution;
- (iii) constitution of NCT World;
- (iv) audited consolidated financial statements of our Company for the past two (2) financial years up to the FYE 31 December 2024 and the latest unaudited consolidated financial statements of our Company for the 9-months FPE 30 September 2025;
- (v) audited consolidated financial statements of NCT World the past 2 financial years up to the FYE 31 December 2024 and the latest unaudited consolidated financial statements of NCT World for the 5-months FPE 31 May 2025;
- (vi) the Valuation Certificate as set out in **Appendix VII** of this Circular together with the Valuation Reports;
- (vii) the Updated Valuation Certificate as set out in **Appendix VIII** of this Circular;
- (viii) material contracts as set out in **Section 8 of Appendix II** and **Section 6 of Appendix IX** of this Circular;
- (ix) letters of consent and declarations of conflict of interest referred to in **Section 2 of this Appendix**; and
- (x) Directors' Report on NCT World as set out in **Appendix VI** of this Circular.



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTION 1

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

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

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

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

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

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

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

ORDINARY RESOLUTION 2

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

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

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

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

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

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

ORDINARY RESOLUTION 3

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

"THAT subject to the passing of Ordinary Resolution 1, authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries ("Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3 of Part C of the circular to shareholders dated 9 December 2025 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

- (i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed; or
- (ii) the expiration of the period within which next AGM it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders at a general meeting,

whichever is earlier;

AND FURTHER THAT the Board be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

SPECIAL RESOLUTION

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

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

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

By Order of the Board

TEA SOR HUA (SSM PC NO. 201908001272) (MACS 01324)
LOO HUI YAN (SSM PC NO. 202308000290) (MAICSA 7069314)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
9 December 2025

Notes:

- (a) A member who is entitled to attend, participate, speak and vote at the EGM ("Meeting") shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/ her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/ her shareholdings to be represented by each proxy.
- (b) A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (f) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting:-
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or the 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.
 - (ii) By electronic form
The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form.
- (g) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 23 December 2025. Only members whose names appear in the General Meeting Record of Depositors as at 23 December 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- (h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- (j) Kindly check Bursa Securities' website and the Company's website at www.nctalliance.com for the latest updates on the status of the Meeting.



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

PROXY FORM

(Before completing this form please refer to the notes below)

No. of shares held	:	
CDS Account No.	:	

I/We * _____ NRIC/Passport/Registration No.* _____
(Full name in block)
of _____ (Address)
with email address _____ mobile phone no. _____

being a member/members* of **NCT ALLIANCE BERHAD** ("the Company") hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

*and/or failing him/her

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing *him/her the Chairman of the Meeting as my/our* proxy/proxies* to participate, speak and vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM" or "Meeting") of our Company to 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.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

	For	Against
Ordinary Resolution 1 Proposed Acquisition		
Ordinary Resolution 2 Proposed Settlement		
Ordinary Resolution 3 Proposed New Shareholders' Mandate		
Special Resolution Proposed Amendments		

* delete whichever is not applicable

Dated this _____ day of _____ 2025

Signature of Member(s)/Common Seal



Notes:

- (a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (b) A proxy may but need not be a member of our Company. A member may appoint any person to be his proxy. A proxy appointed to attend, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (d) Where a member of our Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of our Company standing to the credit of the said securities account.
- (e) Where a member of our Company is an exempt authorised nominee which holds ordinary shares in our Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (f) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by our Company not less than forty-eight (48) hours before the time for holding the Meeting: -
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, 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.
 - (ii) By electronic form
The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form.

- (g) For the purpose of determining a member who shall be entitled to attend the Meeting, our Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of our Company's Constitution to issue a General Meeting Record of Depositors as at 23 December 2025. Only members whose names appear in the General Meeting Record of Depositors as at 23 December 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- (h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- (j) Kindly check Bursa Securities' website and our Company's website at www.nctalliance.com for the latest updates on the status of the Meeting.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar

NCT ALLIANCE BERHAD

c/o Tricor Investor & Issuing House Services Sdn. Bhd.

Unit 32-01, Level 32, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur,
Wilayah Persekutuan

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

ADMINISTRATIVE NOTES FOR THE EXTRAORDINARY GENERAL MEETING ("EGM")

Day & Date : Wednesday, 31 December 2025
Time : 10.00 a.m. or at any adjournment thereof
Venue : Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan, Malaysia

REGISTRATION

- (1) The registration will commence at 09.00 a.m. on Wednesday, 31 December 2025 and will remain open until the conclusion of the EGM or such time as may be determined by the Chairman of the EGM.
- (2) Please present your original MyKAD or Passport (for non-Malaysians) to the registration staff for verification purposes. Please ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.
- (3) Upon verification, shareholders (or "**members**") or proxies are required to write their names and sign on the Attendance List placed on the registration table. Shareholders or proxies will also be given the wristband for voting purposes.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

Only members whose names appear on the Company's Record of Depositors as at 23 December 2025 shall be eligible to participate at the EGM or appoint a proxy(ies) and/or the Chairman to participate at the EGM on his/her behalf.

The instrument for appointment of proxy may be made in hard copy form or by electronic means in the following manner not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be:

- i. In hard copy form

By hand or post to the Share Registrar of our Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59000 Kuala Lumpur, Wilayah Persekutuan.

ii. By electronic form

The procedures to submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal ("the Portal") are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User at The Portal	<ol style="list-style-type: none"> 1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Individual Holder" and complete the New User Registration Form. 3. For guidance, you may refer to the tutorial guide available on the homepage. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> 1. After the release of the Notice of Meeting by the Company, login with your email address and password. 2. Select the corporate event: "NCT ALLIANCE BERHAD EGM 2025". 3. Navigate to the 3 dots at the end of the corporate event and choose "SUBMISSION OF PROXY FORM". 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf. 6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. 7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. 8. Print the proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
Register as a User at The Portal	<ol style="list-style-type: none"> 1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Representative of Corporate Holder" and complete the New User Registration Form. 3. Complete the registration form with your personal details. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> 1. Login to https://srmy.vistra.com with your email address and password. 2. Select the corporate event: "NCT ALLIANCE BERHAD EGM 2025". 3. Navigate to the icon ">" at the end of the corporate event. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Select the corporate holder's name. 6. Proceed to download the submission file. 7. Prepare the file for the appointment of proxy(ies) by inserting the required data.

Procedure	Action
	8. Proceed to upload the duly completed proxy appointment file. 9. Select “ Confirm ” to complete your submission. 10. Print the confirmation report of your submission for your record.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll voting electronically (e-voting) via the Portal and Independent Scrutineers will be appointed to verify the results of the poll.

ENQUIRY

If you have any enquiry prior to the EGM, you may contact the Share Registrar during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.		
Telephone Number	General Line	603-2783 9299
Contact Person	Mr Zulhafri Abdul Rahman	603-2783 9289 zuhafri@vistra.com
	Mr Zaqwan Syahmi Sarman	603-2783 9283 Zawqan.syahmi@vistra.com.
Email	is.enquiry@vistra.com	