



GLOBAL TESTING CORPORATION LIMITED

(Incorporated in Singapore)
(Registration No. 200409582R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in the resolution below and defined in the circular to Shareholders of the Company dated 5 April 2024 (the "Circular") shall, unless otherwise defined in this Notice bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of Global Testing Corporation Limited (the "Company") will be held at the Sheraton Towers Singapore, Amethyst & Onyx Room, Level 3, 39 Scotts Road, Singapore 228230 on 29 April 2024 at 10.30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day) for the purpose of considering and, if thought fit, passing the following Special Resolutions, with or without modifications:

SPECIAL RESOLUTION 1

THE PROPOSED CAPITAL REDUCTION AND CASH DISTRIBUTION

Resolved that pursuant to Article 70 of the Constitution of the Company and Section 78C of the Companies Act:

- the issued and paid-up share capital of the Company be reduced by S\$1,741,546.35 from S\$3,243,406.65 (as at the Latest Practicable Date) to S\$3,501,860.30 and that such reduction be effected by returning the sum of approximately S\$1,741,546.35 (the "Cash Distribution") from the issued and paid-up share capital of the Company to the Shareholders, being registered holders of the Shares other than the Company, except that where the registered holder is The Central Depository (Pte) Limited, the term "Shareholders" shall mean the Depositors (other than the Company) as defined under the Companies Act on the basis of S\$0.05 for each issued ordinary share in the capital of the Company held by a Shareholder or on his/her behalf as at the Record Date (the "Capital Reduction"); and
- the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Capital Reduction and Cash Distribution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

SPECIAL RESOLUTION 2

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

Resolved that:

- the New Constitution submitted to this meeting and reproduced in its entirety in Appendix B to the Circular be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider expedient or necessary to give effect to this Special Resolution.

BY ORDER OF THE BOARD

Chen Tie-Min
Senior Executive Director
5 April 2024

NOTICE OF RECORD DATE FOR THE PROPOSED CAPITAL REDUCTION AND CASH DISTRIBUTION

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members will be closed from 5.00 p.m. on 31 May 2024 (i.e. the Record Date) in order to determine the entitlements of Shareholders to the proposed Cash Distribution pursuant to the proposed Capital Reduction.

Shareholders whose Securities Accounts with CDP are credited with Shares at 5.00 p.m. on 31 May 2024 will be entitled to S\$0.05 per Share held by the Shareholder as at the Record Date.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, up to 5.00 p.m. on 31 May 2024 will be registered to determine the Shareholders' entitlements to the proposed Cash Distribution.

The payment of the proposed Cash Distribution is subject to, inter alia, (i) no creditors having applied to court for the special resolution of the proposed Capital Reduction and Cash Distribution passed at the Extraordinary General Meeting to be cancelled, and (ii) the Company completing the necessary filings with ACRA as provided under Section 78E of the Companies Act, after the end of six (6) weeks, and before the end of eight (8) weeks, beginning with the date the Capital Reduction and Cash Distribution resolution was passed, upon which the Capital Reduction will take effect.

Payment pursuant to the Cash Distribution will be made in the following manner:

(a) Shareholders holding scrip Shares

Shareholders whose Shares are registered in the Register of Members as at the Record Date will have the cheques for payment of their entitlements to the Cash Distribution under the Capital Reduction despatched to them by ordinary post at their own risk addressed to their respective addresses in the Register of Members on the expected payment date as set out below (the "Expected Payment Date"). The Company shall not be liable for any loss in transmission.

(b) Depositors

Shareholders who are Depositors and who have Shares standing to the credit of their Securities Accounts as at the Record Date will have the cheques for payment of their respective entitlements to the Cash Distribution under the Capital Reduction despatched to them by CDP by ordinary post at their own risk on the Expected Payment Date. Neither the Company nor CDP shall be responsible or liable for any loss in transmission. Alternatively, such Depositors will have payment of their respective entitlements to the Cash Distribution under the Capital Reduction made in such other manner as they may have agreed with CDP for the payment of dividends or other distributions on the Expected Payment Date.

Shareholders who hold Shares registered in their own names in the Register of Members and who wish to deposit their Shares with CDP prior to the Record Date must deliver their existing share certificates in respect of their Shares, together with the duly executed instruments of transfer in favour of CDP, at least twelve (12) Market Days prior to the Record Date in order for their Securities Accounts to be credited with the relevant Shares by the Record Date.

Subject to the Shareholders' approval of the proposed Capital Reduction and Cash Distribution at the Extraordinary General Meeting to be held on 29 April 2024 and the Capital Reduction taking effect, the Expected Payment Date of the Cash Distribution is expected to be on or about 28 June 2024.

The Company will make the relevant announcements to update and notify the Shareholders of the effective date of the Capital Reduction and the date of payment of the Cash Distribution in due course.

NOTES:

1) **EGM, Circular and documents related to the EGM**

The members of the Company are invited to attend physically at the EGM. There will be no option for shareholders to participate virtually. Printed copies of the Circular, this Notice of EGM and the proxy form (the "Proxy Form") will be despatched to Members. This Notice of EGM, the Proxy Form and the Circular can be accessed at:

- the Company's website at <http://www.gttw.com.tw/>; or
- SGXNET at <https://www.sgx.com/securities/company-announcements>.

2) **Arrangement for participation in the EGM physically**

Members (including CPF and SRS Investors (as defined below)) may participate in the EGM by:

- attending the EGM in person;
- submitting questions to the Chairman of the Meeting in advance of, or at, the EGM; and/or
- voting at the EGM:
 - themselves personally; or
 - through their duly appointed proxy/ies.

CPF and SRS Investors who wish to appoint the Chairman of the Meeting (and not third party proxy/ies) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 5 below for details.

3) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM in his stead.

4) Pursuant to Section 181 of the Companies Act 1967, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the EGM. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5) An investor who holds Shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF Investors and SRS Investors (collectively "CPF and SRS Investors") who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees (as may be applicable) to appoint the Chairman of the Meeting to act as their proxy, in which case, the relevant CPF and SRS Investors shall be precluded from attending the EGM.

6) The completed and signed Proxy Form must be submitted to the Company in the following manner:

- by post or by depositing a physical copy at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
- by email to gtc2024@boardroomlimited.com enclosing a clear scanned copy of the Proxy Form,

and must be received by the Company by 27 April 2024 at 10.30 a.m. (Singapore time) (being 48 hours before the time appointed for the holding of the EGM). CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 17 April 2024 at 5:00 pm (Singapore time) (being seven (7) working days before the time appointed for the holding of the EGM). Members are strongly encouraged to submit completed Proxy Forms electronically.

Submission of Questions in Advance:

1) Members (including CPF or SRS investors) may submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted and received by the Company by 10.30 a.m. on 13 April 2024 in the following manner:

- by post or by depositing a physical copy at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
- by email to gtc2024@boardroomlimited.com

Members are strongly encouraged to submit completed questions electronically.

2) Members (including CPF or SRS investors) will need to identify themselves when posing questions by email or by mail by providing the following details:

- the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
- the member's NRIC/Passport/UEN number;
- the member's contact number and email address; and
- the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, Scrip-based, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

3) The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <http://www.gttw.com.tw/>, and is made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the deadline for submission of Proxy Forms, or otherwise at the EGM. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNET, or at the EGM.

General:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of a member whose Shares are entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company

Personal data privacy:

By submitting an instrument appointing the Chairman of the meeting as proxy to vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.