

APPENDIX DATED 11 APRIL 2016

This Appendix is circulated to the Shareholders of Global Testing Corporation Limited (the “**Company**”) together with the Company’s Annual Report. Its purpose is to explain to Shareholders the rationale and provide information for the proposed renewal of the Share Purchase Mandate of the Company to be tabled at the Annual General Meeting (“**AGM**”) of the Company to be held on 28 April 2016 at 9.00 a.m. at Sheraton Towers Singapore, Diamond Room, Lower Lobby, 39 Scotts Road, Singapore 228230.

The Notice of AGM and Proxy Form are enclosed with the Annual Report.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Appendix.



GLOBAL TESTING CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200409582R)

APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

“AGM”	The Annual General Meeting of the Company
“Annual Report”	Annual Report of the Company
“CDP”	The Central Depository (Pte) Limited
“Company”	Global Testing Corporation Limited
“Companies Act”	The Companies Act, Chapter 50 of Singapore, as modified from time to time
“Director”	A director of the Company for the time being
“EGM”	An Extraordinary General Meeting of the Company
“Group”	The Company and its subsidiaries (as defined in Section 5 of the Companies Act)
“Latest Practicable Date”	The latest practicable date prior to the printing of this Appendix being 18 March 2016
“Listing Manual”	The listing manual of the SGX-ST, as amended, modified, or supplemented from time to time
“Market Purchase”	Has the meaning ascribed to it in Paragraph 2.4.3
“Off-Market Purchase”	Has the meaning ascribed to it in Paragraph 2.4.3
“Options”	Options granted pursuant to Scheme 2005, conferring a right to subscribe for Shares
“Proxy Form”	The proxy form in respect of the AGM as enclosed together with the Annual Report
“Scheme 2005”	The Global Testing Employees’ Share Option Scheme 2005 approved by a member’s resolution passed on 22 March 2005, as modified or altered from time to time
“Securities and Futures Act”	The Securities and Futures Act, Chapter 289 of Singapore, as modified from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shareholders”	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the Depositors to whose securities accounts maintained with CDP are credited with the Shares
“Shares”	Ordinary shares in the capital of the Company
“SIC”	Securities Industry Council
“Takeover Code”	The Singapore Code on Take-overs and Mergers

“S\$” and “cents”

Singapore dollars and cents, respectively

“%” or “per cent.”

Percentage or per centum

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

Words importing persons include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act and used in this Appendix shall have the meaning assigned to it under the Companies Act.

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

GLOBAL TESTING CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200409582R)

Directors:

Chen, Tie-Min (Executive Chairman)
Heng-Chun Ho (Executive Director, Chief Executive Officer)
Geoffrey Yeoh Seng Huat (Lead Independent Director)
Kenneth Tai, Chung-Hou (Independent Director)
Chia Soon Loi (Independent Director)

Registered Office:

9 Battery Road #15-01
Straits Trading Building
Singapore 049910

11 April 2016

To: The Shareholders of Global Testing Corporation Limited

Dear Shareholders,

1. INTRODUCTION

- 1.1. The Directors of the Company are convening the AGM to be held on 28 April 2016 at 9.00 a.m. at Sheraton Towers Singapore, Diamond Room, Lower Lobby, 39 Scotts Road, Singapore 228230 to seek Shareholders' approval for the proposed renewal of the Share Purchase Mandate (as defined in Paragraph 2.1 below).
- 1.2. The purpose of this Appendix, to be circulated to Shareholders together with the Company's Annual Report, is to provide Shareholders with relevant information pertaining to the proposed renewal of the Share Purchase Mandate to be tabled at the AGM.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE OF THE COMPANY

2.1. Background and Shareholders' Approval

At the EGM of the Company held on 22 January 2008, Shareholders had approved a general and unconditional mandate to enable the Company to purchase or otherwise acquire its issued Shares (the "**Share Purchase Mandate**"). The renewal of the Share Purchase Mandate was subsequently approved by the Shareholders at the Company's AGMs held on 28 April 2008, 27 April 2009, 26 April 2010, 26 April 2011, 27 April 2012, 26 April 2013, 28 April 2014 and 29 April 2015.

The Share Purchase Mandate will expire on the date of the forthcoming AGM to be held on 28 April 2016. The Directors propose that the Share Purchase Mandate be renewed at the forthcoming AGM.

2.2. Shares Purchased by the Company in the Previous 12 Months

The Company did not purchase or acquire any Shares in the 12 months preceding the Latest Practicable Date pursuant to the Share Purchase Mandate renewed at the AGM held on 29 April 2015.

2.3. Rationale

The renewal of the Share Purchase Mandate will give the Directors the flexibility to purchase or acquire Shares if and when circumstances permit. Share purchases or acquisitions provide the Company and its Directors with an easy mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The purchase or acquisition of Shares may, depending on market conditions and funding arrangements, lead to an enhancement of the earnings per Share and/or net tangible asset per Share.

Share purchases or acquisitions also allow the Directors to exercise control over the Company's share capital structure with a view to enhance the earnings per Share and/or net tangible asset per Share. The Share Purchase Mandate will further give the Company the opportunity to purchase or acquire Shares when such Shares are undervalued and help to buffer short-term share price volatility and offset the effects of share price speculation, thereby boosting Shareholders' confidence and employees' morale.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases or acquisitions via Market Purchases or Off-Market Purchases (both as defined below), after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

The Directors will only make purchases or acquisitions of Shares pursuant to the Share Purchase Mandate when they consider it to be in the best interests of the Company and in circumstances which they believe will not result in any material adverse effect on the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST.

2.4. **Authority and Limits on the Share Purchase Mandate**

The authority and limits under the Share Purchase Mandate, if renewed at the forthcoming AGM, will be similar in terms to those previously approved by Shareholders and for the benefit of Shareholders, are summarised below:

2.4.1. Maximum Number of Shares

Only Shares which are issued and fully paid up may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired under the Share Purchase Mandate will not exceed 10% of the issued Shares of the Company as at the date of the forthcoming AGM at which the renewal of the Share Purchase Mandate is approved (the "**Approval Date**"). Any of the Company's Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit.

No options have been granted under Scheme 2005 since its inception.

As at the Latest Practicable Date, the issued ordinary share capital of the Company (excluding Shares which are held as treasury shares by the Company) comprised 35,358,027 Shares. As at the Latest Practicable Date, the Company is not holding any Shares as treasury shares. For illustration purposes only, on the basis of 35,358,027 Shares in issue (i.e. that all the Shares held as treasury shares by the Company are cancelled), not more than 3,535,802 Shares (representing 10% of the Shares in issue as at that date) may be purchased by the Company pursuant to the Share Purchase Mandate.

2.4.2. Duration of Authority

Share purchases or acquisitions may be made, at any time and from time to time, on and from the Approval Date, up to:

- (i) the date on which the next AGM of the Company is held or required by law to be held; or
- (ii) the date on which the Share purchases are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting,

whichever is the earliest.

2.4.3. Manner of Share Purchase

- (i) Share purchases or acquisitions may be made by way of:
 - (a) a market purchase transacted on the SGX-ST through the ready market, or on another stock exchange on which the Company's equity securities are listed, through one or more duly licensed dealers appointed by the Company for that purpose ("**Market Purchase**"); and/or
 - (b) an off-market purchase under an equal access scheme (as defined in Section 76C of the Companies Act) for the purchase or acquisition of Shares from Shareholders ("**Off-Market Purchase**").
- (ii) The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. However, an equal access scheme must satisfy all of the following conditions:
 - (a) offers under the scheme must be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
 - (b) all of those persons must have a reasonable opportunity to accept the offers made to them; and
 - (c) the terms of all the offers must be the same except that there shall be disregarded (1) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements, (2) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid, and (3) differences in the offers introduced solely to ensure that each Shareholder is left with a whole number of Shares.
- (iii) If the Company wishes to make an Off-Market Purchase, the Company will issue an offer document to all Shareholders which shall contain at least the following information:
 - (a) the terms and conditions of the offer;
 - (b) the period and procedures for acceptances;
 - (c) the reasons for the proposed Share purchase;
 - (d) the consequences, if any, of the Share purchases by the Company that will arise under the Takeover Code or other applicable take-over rules;
 - (e) whether the Share purchase, if made, will have any effect on the listing of the Shares on the SGX-ST;
 - (f) details of any Share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
 - (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.4.4. Maximum Purchase Price

The purchase price per Share (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for Shares purchased or acquired pursuant to the Share Purchase Mandate will be determined by the Directors.

However, the purchase price to be paid for the Shares purchased or acquired pursuant to the Share Purchase Mandate must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

in either case, excluding related expenses of the purchase (the “**Maximum Price**”).

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five market days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase pursuant to the equal access scheme, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of the Shares to holders of Shares, stating the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4.5. Status of Purchased Shares

Under the Companies Act, a company which acquires its own shares may choose to hold such shares as treasury shares or to cancel them. Accordingly, the Company has the discretion to hold the purchased Shares as treasury shares or to cancel them.

2.4.6. Cancellation of Shares

Where Shares purchased or acquired by the Company are cancelled, the total number of Shares will be diminished by such number of Shares purchased or acquired.

Any Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST. Certificates in respect of purchased or acquired Shares that are cancelled by the Company will be cancelled by the Company as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

2.4.7. Treasury Shares

As explained in Paragraph 2.4.5 above, under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Where the Company holds the purchased Shares as treasury shares, the Company may deal with such treasury shares in such manner as may be permitted by and in accordance with the Companies Act. Some of the provisions on treasury shares under the Companies Act are summarised below.

- (i) **Maximum Holdings**

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of Shares.

(ii) Voting and Other Rights

The Company cannot exercise any right in respect of the treasury shares, i.e. the Company will have no right to vote at or attend meetings and the treasury shares will be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a greater or smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Where the Company cancels or disposes the treasury shares in accordance with this paragraph 2.4.7, the Company shall lodge with the Accounting and Corporate Regulatory Authority (the “ACRA”) a prescribed notice of the cancellation or disposal of treasury shares together with the prescribed fee within 30 days after the cancellation or disposal of treasury shares.

Under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the “usage”). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of shares outstanding in a class that is listed on the SGX-ST before and after the usage and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.4.8. Reporting Requirements

- (i) Within 30 days after the passing of a Shareholders' resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of such resolution with the ACRA.
- (ii) The Company shall notify the ACRA within 30 days after a purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase, the Company's issued share capital after the purchase, the amount of consideration paid by the Company for the purchase, whether Shares were purchased or acquired out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

- (iii) The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the market day following the date of purchase or acquisition of any of its shares; and (b) in the case of an Off-Market Purchase, on the second market day after the close of acceptances of the offer. The notification of such purchases or acquisitions to the SGX-ST shall be in such form and shall include such details as may be prescribed by the SGX-ST in the Listing Manual. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion with the necessary information which will enable the Company to make the notifications to the SGX-ST.
- (iv) For an Off-Market Purchase, the Listing Manual requires that the listed company issue an offer document to all shareholders containing the information as set out in Paragraph 2.4.3(iii) above.

2.4.9. Sources of Funds

In purchasing or acquiring Shares, the Company shall only apply funds legally available in accordance with its Constitution and any other applicable laws in Singapore. Furthermore, the Company may not purchase or acquire its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Any purchases or acquisitions of Shares may be made only if the Company is solvent (as defined in section 76F(4) of the Companies Act) and out of the Company's capital or profits. It is an offence for a Director or manager of the Company to approve or authorise the purchase or acquisition of Shares, knowing that the Company is not solvent. For this purpose, pursuant to the Companies Act, a company is solvent if, at the date of the payment made by the company in consideration of acquiring any right with respect to the purchase or acquisition of its own shares:

- (i) there is no ground on which the company could be found to be unable to pay its debts;
- (ii) the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of payment;
- (iii) the value of the company's assets is not and will not, after the proposed purchase, become less than the value of its liabilities (including contingent liabilities).

The Company will use internal resources or external borrowings or a combination of both to fund purchases of Shares pursuant to the Share Purchase Mandate. However, in considering the option of external financing, the Directors will consider particularly the prevailing gearing level of the Group. The Directors will only make purchases or acquisitions pursuant to the Share Purchase Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

2.5. **Financial Impact**

- 2.5.1. Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits.
- 2.5.2. Where the purchased Shares are cancelled, a reduction by the total amount of the purchase price paid by the Company for the Shares cancelled will be made to:
 - (i) the share capital of the Company where the Shares were purchased out of the capital of the Company;

- (ii) the profits of the Company where the Shares were purchased out of the profits of the Company; or
- (iii) the share capital and profits of the Company proportionately where the Shares were purchased out of both the capital and profits of the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

For the purposes of this paragraph 2.5.2, the total amount of the purchase price shall include any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares which is paid out of the Company's capital or profits.

- 2.5.3. The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from purchases of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend, *inter alia*, on the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.
- 2.5.4. The impact of purchases or acquisitions under the Share Purchase Mandate on net tangible assets, earnings per Share and gearing of the Company and the Group will depend, *inter alia*, on the number of Shares purchased or acquired, the price at which they are purchased or acquired and the manner in which the purchase or acquisition is funded. It is therefore not possible to accurately calculate or quantify the impact at this point of time.
- 2.5.5. Based on the existing number of Shares of the Company as at the Latest Practicable Date, the proposed Share purchases or acquisitions by the Company of up to a maximum of 10% of its Shares under the Share Purchase Mandate will result in the purchase of up to 3,535,802 Shares.
- 2.5.6. In the case of Market Purchases by the Company, based on the existing issued and paid-up capital of the Company as at the Latest Practicable Date and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 3,535,802 Shares at the Maximum Price of S\$1.072 per Share (being the price equivalent to 5% above the average of the closing market prices of the Shares for the last five market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 3,535,802 Shares (excluding any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares) is approximately S\$3,790,379.74.

In the case of Off-Market Purchases by the Company, based on the existing issued and paid-up capital of the Company as at the Latest Practicable Date and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 3,535,802 Shares at the Maximum Price of S\$1.225 per Share (being the price equivalent to 20% above the average of the closing market prices of the Shares for the last five market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 3,535,802 Shares (excluding any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares) is approximately S\$4,331,357.45.

2.5.7. On the basis of the assumptions set out above and the following:

- (i) the Share Purchase Mandate had been effective on 31 December 2015 and 3,535,802 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) were purchased and cancelled on 31 December 2015; and
- (ii) such Share purchase was financed solely by internal resources,

an illustration of the financial impact of Share purchases or acquisitions by the Company pursuant to the Share Purchase Mandate on the Group and the Company's audited financial statements for the financial year ended 31 December 2015 is set out below:

	← Group →			← Company →		
	Before purchase	After Market Purchase	After Off-Market Purchase	Before purchase	After Market Purchase	After Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2015						
Profit after tax	5,203	5,203	5,203	5,587	5,587	5,587
Shareholders' Funds ⁽¹⁾	68,870	65,080	64,539	71,405	67,615	67,074
Net Tangible Assets ("NTA")	68,087	64,297	63,756	71,405	67,615	67,074
Current Assets	22,000	18,210	17,669	9,342	8,755	8,755
Non-current Assets	2,478	2,478	2,478	0	0	0
Current Liabilities	9,719	9,719	9,719	1,916	5,119	5,660
Non-current Liabilities	0	0	0	0	0	0
Total Borrowings	0	0	0	0	3,203	3,744
Cash and Cash Equivalents ⁽¹⁾	13,098	9,308	8,767	587	0	0
Number of Shares ('000)	35,358	31,822	31,822	35,358	31,822	31,822
Financial Ratios						
Earnings per Share (cents)	14.72	16.35	16.35	15.80	17.56	17.56
NTA per Share (cents)	192.56	202.05	200.35	201.95	212.48	210.78
Gearing (%) ⁽²⁾	14.1	14.9	15.1	2.7	7.6	8.4
Current Ratio (times)	2.3	1.9	1.8	4.9	1.7	1.5

Notes:

(1) Bank balances and fixed deposits (unsecured)

(2) Total liabilities divided by Shareholders' funds

(0) Exchange Rate: US\$ 1 : S\$1.412

Shareholders should note that the financial effects illustrated above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the latest audited financial statements of the Company and the Group as at 31 December 2015, and are not representative of the Group's future financial performance.

Although the Share Purchase Mandate would authorise the Company to buy back up to 10% of the Company's issued Shares, the Company may not necessarily buy back all 10% of the issued Shares in full.

In particular, the maximum number of Shares that the Company may purchase under the Companies Act is limited by the solvency requirements set out in the Companies Act, as described in Paragraph 2.4.9 above.

2.6. Taxation

Shareholders who are in doubt as to their respective tax positions or tax implications of Share purchases by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

2.7. Listing Status

2.7.1. The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of its Shares are in the hands of the public. The “public”, as defined under the Listing Manual, are persons other than (a) the directors, chief executive officer and substantial shareholders, or controlling shareholders of the Company or its subsidiaries, and (b) the associates of such persons named in (a).

2.7.2. As at the Latest Practicable Date, there are 19,239,960 Shares in the hands of the public, representing 54.41% of the issued Shares of the Company. Assuming that the Company purchases its Shares up to the full 10% limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 15,704,158 Shares, representing approximately 49.35% of the remaining issued Shares of the Company (on the assumption that the purchased Shares are cancelled and not held as treasury shares). As such, the Company will continue to remain in compliance with Rule 723 of the Listing Manual even if the Company purchases its Shares up to the full 10% limit pursuant to the Share Purchase Mandate.

2.7.3. In undertaking any purchases of its Shares, the Directors will use their best efforts to ensure that a sufficient number of Shares remain in public hands so that the Share purchase(s) will not:

- (i) affect the listing status of the Shares on the SGX-ST;
- (ii) cause market illiquidity; or
- (iii) affect the orderly trading of the Shares.

2.7.4. While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because a listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after any matter of a price sensitive nature has occurred or has been the subject of a consideration and/or decision of the board of directors of the Company until the price sensitive information has been publicly announced. In addition, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company will not purchase or acquire any Shares through Market Purchases during the period of:

- (i) two weeks immediately preceding, and including the date of, the announcement of the Company’s results for each of the first three quarters of its financial year; and
- (ii) one month immediately preceding, and including the date of, the announcement of the Company’s results for the financial year.

2.8. Implications under the Takeover Code

2.8.1. The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Takeover Code (“**Rule 14**”). Consequently, depending on the number of Shares purchased by the Company and the total number of Shares issued by the Company at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate control of the Company and could become obliged to make an offer under Rule 14.

2.8.2. Under the Takeover Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert:

- (i) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, and any company whose associated companies include any of the foregoing companies;
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (iii) an individual, his close relatives, his related trusts and any person who is accustomed to act in accordance with his instructions, companies controlled by any of foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

2.8.3. The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a general offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Takeover Code ("**Appendix 2**").

2.8.4. In general terms, the effect of Rule 14 and Appendix 2 of the Takeover Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a general offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months.

2.8.5. Under Appendix 2 of the Takeover Code, a Shareholder not acting in concert with the Directors will not be required to make a general offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorizing the proposed Share Purchase Mandate, unless so required under the Companies Act.

Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers before they acquire any Shares in the Company during the period when the Share Purchase Mandate is in force.

2.9. Directors' and Substantial Shareholders' Interests

2.9.1. The shareholdings of the Directors and the Substantial Shareholders (as defined in the Companies Act) in the Company as at the Latest Practicable Date and the percentage shareholdings of the Directors and the Substantial Shareholders as a proportion of the total issued share capital of the Company (excluding Shares held as treasury shares by the Company) (the "**Voting Rights**") as at the Latest Practicable Date and after the purchase of Shares assuming (i) the Company undertakes Share purchases up to the maximum

10% of the issued share capital of the Company, (ii) there is no change in the holding of Shares between the Latest Practicable Date and the date of the AGM, (iii) no new Shares are issued following approval being received from Shareholders at the AGM and (iv) none of the foregoing parties sell or otherwise dispose of their holding in Shares, are as follows:

	Before Share Purchase (No. of Shares)			Before Share Purchase (%)	After Share Purchase (%)
	Direct Interest	Deemed Interest	Total Interest		
Directors					
Chen Tie-Min ⁽¹⁾	3,785,549	774,427	4,559,976	12.90%	14.33%
Kenneth Tai, Chung-Hou	12,500	—	12,500	0.04%	0.04%
Geoffrey Yeoh Seng Huat	—	—	—	—	—
Chia Soon Loi	1,474,250	—	1,474,250	4.17%	4.63%
Heng-Chun Ho	—	—	—	—	—
Substantial Shareholders					
Yageo Corporation ⁽²⁾	8,232,388	1,838,953	10,071,341	28.48%	31.65%
Kuo Shin Investment Corporation ⁽²⁾	1,838,953	—	1,838,953	5.20%	5.78%

Notes:

- (1) Mr Chen Tie-Min (“**Mr Chen**”) and Mdm Lee Hwei-Jan (“**Mdm Lee**”) are husband and wife.

Ms Chen Shao-Chiao and Ms Chen Shao-Man are their daughters and Mr Chen Shao-Wei is their son.

As at the Latest Practicable Date, Mdm Lee holds 148,045 Shares in the capital of the Company.

In addition, Mdm Lee holds a 99.87% interest in the issued share capital of Hsu Tai Investment Limited (“**Hsu Tai**”), a company incorporated in Taiwan, while Ms Chen Shao-Chiao, Mr Chen Shao-Wei and Ms Chen Shao-Man hold the remaining 0.13% in equal proportions. Hsu Tai and Mdm Lee own 99.82% and 0.17% of the issued share capital of Hsu Chang Investment Limited (“**Hsu Chang**”) while Ms Chen Shao-Chiao and Ms Chen Shao-Man hold the remaining 0.01% in equal proportions.

As at the Latest Practicable Date, Hsu Chang holds 626,382 Shares in the capital of the Company. Mdm Lee is deemed interested in all the shares held by Hsu Chang.

Mr Chen is deemed interested in all the shares held by Mdm Lee and Hsu Chang.

- (2) Yageo Corporation (“**Yageo**”), a company incorporated in Taiwan and listed on the Taiwan Stock Exchange, is the owner of the entire share capital of Kuo Shin Investment Corporation (“**Kuo Shin**”).

As at the Latest Practicable Date, Kuo Shin holds 1,838,953 Shares in the capital of the Company. Yageo is deemed interested in all the shares held by Kuo Shin.

Shareholders should note the following:

- (i) the figures in the above table are set out for illustrative purposes only and calculated on the assumption that (a) the maximum amount of 10% of the Shares of the Company purchased under the Share Purchase Mandate will be cancelled and not held as treasury shares and (b) there is no change in the number of Shares held or deemed to be held by the Directors; and
- (ii) if all the purchased Shares are held as treasury shares and not cancelled, there will be no change in the interests of the Directors before and after such purchase.

2.9.2. No Options have been granted under Scheme 2005 since its inception (which has since lapsed in accordance with its terms). As at the Latest Practicable Date, none of the Directors of the Company has any interest in any Options.

2.9.3. Mr Chen, who is an executive director of the Company and is the chairman of Yageo.

- 2.9.4. Pursuant to the Takeover Code, Yageo, together with Kuo Shin (being a wholly-owned subsidiary of Yageo), Mr Chen (being a director of Yageo and the Company), Mdm Lee (being Mr Chen's wife), Ms Chen Shao-Chiao, Mr Chen Shao-Wei and Ms Chen Shao-Man (being Mr Chen's children), Hsu Chang and Hsu Tai (being companies controlled by Mdm Lee), and persons acting in concert with any of them (collectively, the **"Yageo Concert Party Group"**) are presumed to be acting in concert in relation to the Shares.
- 2.9.5. Based on the above information, as at the Latest Practicable Date, if, within a period of six months, the Company purchases 3,535,802 Shares, being 10% of the total number of Shares of the Company and the purchased Shares are cancelled and not held as treasury shares, pursuant to the Share Purchase Mandate, the combined shareholding interest of the Yageo Concert Party Group could potentially increase from its current shareholding of approximately 41.38% up to approximately 45.98%. In such event, the Yageo Concert Party Group will, unless exempted, be obliged to make a mandatory offer for the Company under Rule 14.
- 2.9.6. Pursuant to Section 3(a) of Appendix 2 of the Takeover Code, Yageo Concert Party Group will be exempted from the requirement to make a general offer for the Company under Rule 14.1 of the Takeover Code subject to the following conditions:
- (i) the appendix to Shareholders on the resolution to approve the renewal of the Share Purchase Mandate contains advice to the effect that by voting for the renewal of the Share Purchase Mandate, Shareholders are waiving their rights to a general offer at the required price from the Yageo Concert Party Group who, as a result of the purchase of Shares pursuant to the Share Purchase Mandate, would increase their aggregate percentage of total voting rights in the Company by more than 1% in any period of six months; and the names of the members of the Yageo Concert Party Group and their voting rights at the time of the resolution and after the proposed buy-back of the Shares pursuant to the Share Purchase Mandate are disclosed in the same appendix;
 - (ii) the resolution to approve the renewal of the Share Purchase Mandate is approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the buy-back of Shares pursuant to the Share Purchase Mandate;
 - (iii) the Yageo Concert Party Group abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the renewal of the Share Purchase Mandate;
 - (iv) within seven days after the passing of the resolution to approve the renewal of the Share Purchase Mandate, Mr Chen submits to the SIC a duly signed form as prescribed by the SIC; and
 - (v) the Yageo Concert Party Group have not acquired and will not acquire any Shares between the date on which they know that the announcement of the renewal of the Share Purchase Mandate is imminent and the earlier of:
 - (a) the date on which the authority of the renewed Share Purchase Mandate expires; and
 - (b) the date on which the Company announces it has bought back such number of Shares as authorised by the renewed Share Purchase Mandate or it has decided to cease buying back its Shares, as the case may be,if such acquisitions, taken together with such Shares repurchased by the Company under the renewed Share Purchase Mandate, would cause their aggregate voting rights in the Company to increase by more than 1% in the preceding six months.

- 2.9.7. It follows that where the aggregate voting rights held by the Yageo Concert Party Group increase by more than 1% solely as a result of the purchase of Shares pursuant to the Share Purchase Mandate and no member of the Yageo Concert Party Group has acquired any shares during the relevant period defined above, then the Yageo Concert Party Group would be eligible for SIC's exemption from the requirement to make a general offer under Rule 14 of the Takeover Code, or where such exemption had been granted, would continue to enjoy the exemption.
- 2.9.8. If the Company ceases to buy back its Shares and the increase in aggregate voting rights held by the Yageo Concert Party Group and persons acting in concert with them, if any, at such time is less than 1%, the Yageo Concert Party Group and their concert parties, if any, may acquire further voting Shares. However, any increase in the percentage of voting rights of the Yageo Concert Party Group and their concert parties, if any, as a result of the Company's purchase of its Shares pursuant to the Share Purchase Mandate will be taken into account together with any Shares acquired (by whatever means) by the Yageo Concert Party Group and persons acting in concert with them, if any, in determining whether the Yageo Concert Party Group and their concert parties, if any, have increased their aggregate voting rights in the Company by more than 1% in any six-month period.
- 2.9.9. **Shareholders should note that by voting in favour of the resolution relating to the renewal of the Share Purchase Mandate to be proposed at the forthcoming AGM, Shareholders are waiving their rights to a general offer at the required price from the Yageo Concert Party Group who, as a result of the purchase of Shares pursuant to the Share Purchase Mandate, would increase their aggregate percentage of total voting rights in the Company by more than 1% in any period of six months.**
- 2.9.10. The Yageo Concert Party Group will abstain from voting in favour of the resolution to approve the proposed renewal of the Share Purchase Mandate.
- 2.9.11. One of the conditions for exemption from the requirement to make a general offer under Rule 14 of the Takeover Code is the submission by Mr Chen to the SIC of a duly signed form as prescribed by the SIC ("**Form 2**"). As at the Latest Practicable Date, Mr Chen has informed the Company that he will be submitting Form 2 to the SIC within seven days after the passing of the resolution relating to the renewal of the Share Purchase Mandate.
- 2.9.12. The Company understands that each member of the Yageo Concert Party Group has not acquired and will not acquire any Shares between the date on which he/she knows that the announcement of the renewal of the Share Purchase Mandate is imminent and the earlier of:
- (i) the date on which the authority of the renewed Share Purchase Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by the renewed Share Purchase Mandate or it has decided to cease buying back its Shares, as the case may be,
- if such acquisitions, taken together with such Shares repurchased by the Company under the renewed Share Purchase Mandate, would cause their aggregate voting rights in the Company to increase by more than 1% in the preceding six months.
- 2.9.13. Save for the Yageo Concert Party Group, the Directors are not aware of any other Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory offer under Rule 14 of the Takeover Code in the event that the Company purchases the maximum number of 3,535,802 Shares.
- 2.9.14. **Shareholders are advised to consult their professional advisers and/or the SIC at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share purchases by the Company.**

3. ANNUAL GENERAL MEETING

The AGM, notice of which is enclosed with the Annual Report, will be held on 28 April 2016 at 9.00 a.m. at Sheraton Towers Singapore, Diamond Room, Lower Lobby, 39 Scotts Road, Singapore 228230. Shareholders' approval for the proposed renewal of the Share Purchase Mandate is being sought at the AGM. The resolution relating to the renewal of the Share Purchase Mandate is contained in the Notice of AGM as an Ordinary Resolution.

4. DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale for the proposed renewal of the Share Purchase Mandate as set out in Paragraph 2.3 of this Appendix, the Directors, with the exception of Mr Chen, who is abstaining from making any recommendation in relation to the Share Purchase Mandate, believe that the renewal of the Share Purchase Mandate is in the interests of the Company and recommend that Shareholders (with the exception of members of the Yageo Concert Party Group, who will abstain from voting) vote in favour of the Ordinary Resolution relating to the Share Purchase Mandate.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in the Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Appendix in its proper form and context.

6. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix up to and including the date of the 2016 AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report 2015.

Yours faithfully,

Chen, Tie-Min
Executive Chairman
for and on behalf of the Board of Directors
of Global Testing Corporation Limited

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