
NOTICE OF EXTRAORDINARY GENERAL MEETING

GLOBAL TESTING CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Registration No. 200409582R)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Global Testing Corporation Limited (the "**Company**") will be held via electronic means on 26 April 2023 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 Resolution, with or without modifications:

THE PROPOSED CAPITAL REDUCTION AND CASH DISTRIBUTION

*All capitalised terms in the resolution below and defined in the circular to Shareholders of the Company dated 4 April 2023 (the "**Circular**") shall, unless otherwise defined in this Notice bear the respective meanings ascribed thereto in the Circular.*

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

- (a) the issued and paid-up share capital of the Company be reduced by S\$3,491,182.70 from S\$39,091,475.49 (as at the Latest Practicable Date) to S\$35,600,292.79 and that such reduction be effected by returning the sum of S\$3,491,182.70 (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\$0.10 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
- (b) 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.

BY ORDER OF THE BOARD

Chen Tie-Min
Executive Chairman
4 April 2023

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 2023 (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 2023 will be entitled to S\$0.10 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 2023 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 estimated payment date as set out below (the "**Estimated 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 Estimated 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 Estimated 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 26 April 2023 and the Capital Reduction taking effect, the Estimated Payment Date of the Cash Distribution is expected to be on or about 30 June 2023.

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.

Special Notice Regarding Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

This EGM is convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 Order 2020**"). Printed copies of the Annual Report 2022 will not be sent to members but will be published on the SGX website at www.sgx.com and on the Company's website: <http://www.gttw.com.tw/>

Alternative arrangement have been made for shareholders to participate in the EGM proceedings via electronic means and are set out below.

A. Live EGM Webcast:

- (a) Shareholders (including CPF and SRS investors) or their duly appointed proxies may participate in the EGM proceedings through the Live EGM Webcast or listen in on the live audio-only stream. To do so, shareholders will need to register via the link: <https://conveneagm.sg/GlobalTestingAGM2023> (the "**Registration Link**"). The Registration Link will open for registration on 4 April 2023 until 10.00 a.m. on 24 April 2023 (the "**Registration Deadline**") to enable the Company to verify their status.
- (b) Following the verification, authenticated shareholders or their duly appointed proxies will receive an email by 10.00 a.m. on 25 April 2023 containing instructions on how to access the live audio-visual webcast or the live audio- only stream of the EGM proceedings, how to submit questions live and online (in real time) and how to vote live and online (in real time).
- (c) Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the EGM.
- (d) Shareholders who register by the Registration Deadline but do not receive an email response by 10.00 a.m. on 25 April 2023 may contact the Company's webcast provider by 3.00 p.m. on 25 April 2023 for assistance at the following email address: support@conveneagm.com, with the following details included:
 - (i) the member's/proxy's full name;
 - (ii) his/her/its identification/company registration number; and
 - (iii) the manner in which the shares are held (e.g. via CDP, CPF or SRS).

B. Voting at the EGM

- (a) Voting for all resolutions will be conducted by a poll. Voting at the EGM may be carried out in one of two ways, by:
 - (i) a member or its duly appointed proxy(ies) live and online (in real time); or
 - (ii) submitting a proxy form (in advance of the EGM) appointing the Chairman of the meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is to vote "for" or "against" or "abstain" from voting.
- (b) The proxy form, (which can be accessed on SGXNET or the Company's website at the link: <http://www.gttw.com.tw/>) duly completed and signed, must be submitted in one of the following manner:
 - (i) if submitted in person or by post, be deposited at the Company's Share Registrar Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or

- (ii) if submitted electronically, be submitted via email to srs.teamc@boardroomlimited.com

in either case, by no later than 10.30 a.m. on 24 April 2023, being 48 hours before the time fixed for the holding of the EGM at 10.30 a.m. on 26 April 2023.

- (c) CPF OR SRS investors may:

- (i) vote live and online (in real time) at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (ii) appoint the Chairman of the meeting as proxy to vote on their behalf at the EGM, in which case they should contact and instruct their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the EGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the meeting to vote on their behalf by the cut-off date by 10.30 a.m. on 17 April 2023.

C. Submission of questions

- (a) Shareholders (or their duly appointed proxies) who participate by way of observing the live audio-visual webcast or live audio-only stream of the EGM proceedings may ask questions live and online (in real time) during the EGM by submitting their questions through the “live” ask-a-question function via the webcast platform during the EGM.
- (b) The directors of the Company will endeavour to address as many substantial and relevant questions submitted online as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that questions individual responses will not be sent to Shareholders.
- (c) Questions in advance of the EGM may be submitted in hard copy by sending personally or by post and lodging the same at the Company's Share Registrar Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, or by email to srs.teamc@boardroomlimited.com, at any time after the publication of the Notice of EGM on 4 April 2023 until 10.30 a.m. on 12 April 2023. Shareholders are requested to submit their questions as early as possible so as to allow the Company sufficient time to respond.
- (d) For questions submitted in advance of the EGM, the Company will provide replies to all questions which are substantial and relevant to the resolutions as set out in the Notice of EGM by publication on SGXNET and the Company's website by 10.30 a.m. on 21 April 2023, which is 72 hours before the closing date and time for the lodgement of proxy forms for the EGM.
- (e) The Company will also publish the minutes of the EGM (which will include all responses to questions, which are substantial and relevant to the resolutions as set out in the Notice of the EGM, submitted live and online during the EGM) on the SGXNET and the Company's website within one month after the date of the EGM.

Important Reminder:

Due to the constantly evolving COVID-19 situation (and/or pursuant to any legislative amendments and directives or guidelines from government agencies or regulatory authorities), the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM.

Notes on EGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to participate in the EGM to be held electronically via a live-audio visual webcast. Where a member appoints more than one (1) proxy, the proportion of his/her shareholding to be represented by each proxy must be specified in each of the proxy forms. As this EGM is held by electronic means, pursuant to the COVID-19 Order 2020, members should note that if they themselves or their duly appointed proxies are not participating at the EGM to vote live and online, the only person they can appoint as proxy to vote on their behalf at the EGM is the Chairman of the meeting. Please be reminded that in that case, the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain".
2. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to participate in the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member who is a Relevant Intermediary appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed must be specified in the relevant proxy form. As this EGM is held by electronic means, pursuant to the COVID-19 Order 2020, members who are Relevant Intermediaries should note that if the relevant CPR and or SRS investors have not requested for themselves to be appointed proxies to participate in the EGM and vote live and online, the only person Relevant Intermediaries can appoint as proxy to vote on their behalf at the EGM is the Chairman of the meeting. Please be reminded that in that case, the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain".
3. The duly executed proxy form appointing a proxy(ies) must be sent in person or by post to Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 or submitted via email to srs.teamc@boardroomlimited.com by 10.30 a.m. on 24 April 2023.
4. The proxy form appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where a proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the duly executed proxy form(s).
5. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the EGM in order for the depositor to be entitled to participate and vote at the EGM either live and online or by proxy.

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.