

ANNUAL GENERAL MEETING::VOLUNTARY**Issuer & Securities****Issuer/ Manager**

GLOBAL TESTING CORPORATION LIMITED

Security

GLOBAL TESTING CORPORATION LTD - SG1BB4000008 - AYN

Announcement Details**Announcement Title**

Annual General Meeting

Date & Time of Broadcast

14-Apr-2021 00:11:48

Status

New

Announcement Reference

SG210414MEET2PC4

Submitted By (Co./ Ind. Name)

Chen Tie-Min

Designation

Senior Executive Director

Financial Year End

31/12/2020

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please see attached the (i) Notice of Annual General Meeting ("AGM"); and (ii) Appendix in Relation to the Proposed Renewal of the Share Purchase Mandate.

Event Dates**Meeting Date and Time**

30/04/2021 10:00:00

Response Deadline Date

28/04/2021 10:00:00

Event Venue(s)**Place**

Venue(s)	Venue details
Meeting Venue	The AGM will be convened and held by way of electronic means. Shareholders will not be able to attend in person.

Attachments

 [GTC - Notice of AGM.pdf](#)

 [GTC - Appendix.pdf](#)

Total size =246K MB

GLOBAL TESTING CORPORATION LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

*This Notice has been made available on the Company's corporate website (<http://www.gttw.com.tw/>) and SGXNET. A printed copy of this Notice will **not** be despatched to members of the Company.*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company (“**AGM**” or “**Meeting**”) will be held by way of electronic means on Friday, 30 April 2021 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 115 of the Company’s Constitution:

Mr Yeoh Seng Huat Geoffrey **(Resolution 2)**
Mr Kenneth Tai, Chung-Hou **(Resolution 3)**
[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of S\$290,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears. (FY2020: S\$290,000) **(Resolution 4)**
4. To re-appoint Messrs Deloitte & Touche LLP as the Company’s Auditors and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

6. **SHARE ISSUE MANDATE**

That pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**shares**”), whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below):
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company shall be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
 - (1) new shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (2) new shares arising from exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (3) any subsequent bonus issue, consolidation or subdivision of shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

(Resolution 6)

7. RENEWAL OF SHARE PURCHASE MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-
 - (i) market purchases (each a “**Market Purchase**”) 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; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) under an equal access scheme (as defined in Section 76C of the Act) for the purchase or acquisition of Shares from Shareholders;

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

NOTICE OF ANNUAL GENERAL MEETING

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (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 general meeting.

(c) in this Resolution:

“Prescribed Limit” means ten per cent (10%) of the total number of issued Shares (excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and any Shares which are held as treasury shares) as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and any treasury shares that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date of the passing of this Resolution and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:-

- (i) in the case of a Market Purchase : 105% of the Average Closing Price of the Shares
- (ii) in the case of an Off-Market Purchase : 120% of the Average Closing Price of the Shares

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day 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 equal access scheme, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the Market Purchase or Off-Market Purchase is made;

“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 Shares to holders of Shares stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities;

(d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as may be permitted under the Act; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) the Directors of the Company and/or 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 may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (iii)]

(Resolution 7)

By Order of the Board

Toh Li Ping, Angela
Company Secretary

14 April 2021

Explanatory Notes:

- (i) Resolution 2 proposed in item 2. above is to re-elect Mr Yeoh Seng Huat Geoffrey as a Director of the Company. Mr Yeoh, upon re-election as a Director of the Company, will remain as Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee and will be considered independent.

Resolution 3 proposed in item 2. above is to re-elect Mr Kenneth Tai, Chung-Hou as a Director of the Company. Mr Tai, upon re-election as a Director of the Company, will remain as Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee will be considered independent.

The information relating to Mr Yeoh and Mr Tai as required under Rule 720(6) of the Listing Manual of the SGX-ST is set out on pages 17 to 19 of the Annual Report.

- (ii) Resolution 6 proposed in item 6. above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company, with a sub-limit of twenty per cent (20%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company at the time of the passing of Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time of the passing of Resolution 6; (ii) new shares arising from exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (iii) Resolution 7 proposed in item 7. above, if passed, will empower the Directors of the Company effective until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per cent (10%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of SGX-ST) and treasury shares of the Company at the Maximum Price as defined in Resolution 7. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company for the financial year ended 31 December 2020 are set out in greater detail in the Proposed Renewal of the Share Purchase Mandate attached.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

General

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the AGM will be held by way of electronic means and members will NOT be allowed to attend the AGM in person.
2. Alternative arrangements are put in place to allow members to participate in the AGM by:
 - (a) observing and/or listening to the AGM proceedings by "live" audio-visual webcast or by "live" audio-only stream. Members who wish to participate as such will have to pre-register in the manner outlined in Notes 3 to 6 below;
 - (b) submitting questions ahead of the AGM. Please refer to Notes 7 to 9 below for further details; and
 - (c) voting by proxy at the AGM. Please refer to Notes 10 to 18 below for further details.

The Notice of AGM is also made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <http://www.gttw.com.tw/>.

Participation in AGM proceedings via "live webcast"

3. A member of the Company or their corporate representative (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 10.00 a.m. on 27 April 2021 ("Registration Deadline"), at the following URL: <http://events.rajahtann.com/GlobalTestingAGM> (the "**Pre-registration Website**").
4. It is important that you provide your email address in your registration form. Following authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status containing login credentials to access the Live Webcast of the AGM proceedings using the account created.
5. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 10.00 a.m. on 29 April 2021 should contact the Company at the following email address: gtc.agm2021@rajahtann.com, with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.
6. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the "live" audio-visual webcast of the AGM must approach their respective depository agents to pre-register by 10.00 a.m. on 20 April 2021 in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

Submission of questions prior to the AGM

7. A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant during the AGM proceedings.
8. To do so, all questions must be submitted no later than 10.00 a.m. on 27 April 2021:
 - (a) in physical copy by depositing the same at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
 - (b) by email to RSVP@boardroomlimited.com.
9. If the questions are deposited in physical copy at the Company's registered office of the Company's Share Registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

10. A member will not be able to vote through the Live Webcast. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
11. The Proxy Form for the AGM can be accessed at the Company's website at the following URL: <http://www.gttw.com.tw/>, and is made available with this Notice of AGM on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> on the same day.

NOTICE OF ANNUAL GENERAL MEETING

Notes: (Continued)

Voting by proxy (Continued)

12. The Chairman of the Meeting, as proxy, need not be a member of the Company.
13. The Proxy Form must be submitted through any one of the following means:
 - (a) by depositing a hard copy by post at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
 - (b) by sending a scanned PDF copy by email to RSVP@boardroomlimited.com,

in either case, no later than 10.00 a.m. on 28 April 2021 ("**Proxy Deadline**").

14. A member who wishes to submit a Proxy Form must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.
15. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**
16. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
17. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the AGM as proxy).
18. Investors who hold their Shares through a relevant Intermediary* as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by 10.00 a.m. on 20 April 2021 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 (the "**CPF Act**"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company: (i) consents to the collection, use and disclosure of such 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 such member discloses the personal data of such member's proxy(ies) and/or representative(s) to the Company (or its agents), such 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 such member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.

APPENDIX DATED 14 APRIL 2021

This Appendix is circulated to the Shareholders of Global Testing Corporation Limited (the "**Company**") together with the Notice of AGM (as defined herein). 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 30 April 2021 at 10.00 a.m. by way of electronic means (as defined herein).

This Appendix, the Notice of AGM and Proxy Form (as defined herein) are available on the home page of the Company's corporate website (<http://www.gttw.com.tw/>) and SGXNET. A printed copy of this Appendix will **not** be despatched to Shareholders.

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended from time to time, Shareholders will not be allowed to attend the AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the AGM by (a) watching and/or listening to the AGM proceedings via "live" webcast; (b) submitting questions in advance of the AGM; and/or (c) voting by proxy at the AGM. For further information, please refer to the Notice of AGM which has been uploaded on SGXNET together with this Appendix, including the steps to be taken by Shareholders to participate at the AGM.

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:

"ACRA"	Accounting and Corporate Regulatory Authority of Singapore
"AGM"	The Annual General Meeting of the Company
"Alternative Arrangements Order"	COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended from time to time
"Annual Report"	Annual Report of the Company
"Approval Date"	Has the meaning ascribed to it in Paragraph 2.4.1
"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)
"Kuo Shin"	Kuo Shin Investment Corporation
"Latest Practicable Date"	The latest practicable date prior to the printing of this Appendix being 19 March 2021
"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
"Maximum Price"	Has the meaning ascribed to it in Paragraph 2.4.4
"Mr Chen"	Chen, Tie-Min, the Senior Executive Director of the Company
"Off-Market Purchase"	Has the meaning ascribed to it in Paragraph 2.4.3
"Proxy Form"	The proxy form in respect of the AGM
"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
"Yageo"	Yageo Corporation
"Yageo Concept Party Group"	Has the meaning ascribed to it in Paragraph 2.9.3
"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.

The term "electronic means" shall have the meaning ascribed to it in the Alternative Arrangements Order.

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:

Chia Soon Loi (Non-Executive and Non-Independent Chairman)
Chen, Tie-Min (Senior Executive Director)
Geoffrey Yeoh Seng Huat (Lead Independent Director)
Kenneth Tai, Chung-Hou (Independent Director)

Registered Office:

120 Robinson Road
#08-01
Singapore 068912

14 April 2021

To: The Shareholders of Global Testing Corporation Limited

Dear Shareholders,

1. INTRODUCTION

- 1.1. The Directors wish to seek Shareholders' approval for the proposed renewal of the Share Purchase Mandate at the AGM to be held on 30 April 2021 at 10.00 a.m. by way of electronic means.
- 1.2. The purpose of this Appendix, to be circulated to Shareholders together with the Notice of AGM, 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, 29 April 2015, 28 April 2016, 27 April 2017, 30 April 2018, 30 April 2019 and 29 June 2020.

The Share Purchase Mandate will expire on the date of the forthcoming AGM to be held on 30 April 2021. 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 June 2020.

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 summarized 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 ten per cent. (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 and/or held by a subsidiary of the Company in accordance with the provisions of the Companies Act, will be disregarded for purposes of computing the ten per cent. (10%) limit.

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 and subsidiary holdings) comprised 35,203,627 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 35,203,627 Shares in issue, not more than 3,520,362 Shares (representing ten per cent. (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

Purchases or acquisitions of Shares 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;
- (ii) the date on which the purchases of Shares 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) Purchases or acquisitions of Shares 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,

(the "**Maximum Price**") in either case, excluding related expenses of the purchase. For the above purposes:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) 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 during the relevant five (5) day period and the day on which the Market Purchase or Off-Market Purchase is made; 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 summarized below.

(i) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed ten per cent. (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 ACRA a prescribed notice of the cancellation or disposal of treasury shares together with the prescribed fee within thirty (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 thirty (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 thirty (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 twelve (12) months immediately after the date of payment; and
- (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 (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, the proposed Share purchases or acquisitions by the Company of up to a maximum of ten per cent. (10%) of its Shares under the Share Purchase Mandate will result in the purchase of up to 3,520,362 Shares.

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 3,520,362 Shares at the Maximum Price of S\$0.427 per Share (being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares for the last five (5) 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 3,520,362 Shares (excluding

any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares) is approximately S\$1,503,194.57.

2.5.6. 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 3,520,362 Shares at the Maximum Price of S\$0.488 per Share (being the price equivalent to twenty per cent. (20%) above the average of the closing market prices of the Shares for the last five (5) 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 3,520,362 Shares (excluding any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares) is approximately S\$1,717,936.66.

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 2020 and 3,520,36 Shares (representing ten per cent. (10%) of the Shares in issue as at the Latest Practicable Date) were purchased and cancelled on 31 December 2020; and

(ii) the purchase of the 3,520,36 Shares was financed solely by internal resources,

an illustration of the financial impact of the purchases or acquisitions such Shares 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 2020 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 2020						
Profit after tax	470	470	470	(598)	(598)	(598)
Shareholders' Funds	38,437	36,934	36,719	34,080	32,577	32,362
Net Tangible Assets ("NTA")	38,437	36,934	36,719	34,080	32,577	32,362
Current Assets	14,456	12,953	12,738	1,190	75	75
Non-current Assets	647	647	647	0	0	0
Current Liabilities	9,203	9,203	9,203	5,094	5,482	5,697
Non-current Liabilities	590	590	590	0	0	0
Total Borrowings	0	0	0	0	388	603
Cash and Cash Equivalents ⁽¹⁾	7,507	6,004	5,789	1,115	0	0
Number of Shares ('000)	35,204	31,684	31,684	35,204	31,684	31,684
Financial Ratios						
Earnings per Share (cents)	1.34	1.48	1.48	(1.70)	(1.89)	(1.89)
NTA per Share (cents)	109.18	116.57	115.89	96.81	102.82	102.14
Gearing (%) ⁽²⁾	25.5	26.5	26.7	14.9	18.0	19.5
Current Ratio (times)	1.6	1.4	1.4	0.2	0.0	0.0

Notes:

- (1) Bank balances and fixed deposits (unsecured)
- (2) Total liabilities divided by Shareholders' funds
- (3) The above financial effects remain the same irrespective of whether the purchases of the Shares are effected out of capital or profits and the Shares repurchased are held in treasury or cancelled.

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 2020 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 ten per cent. (10%) of the Company's issued Shares, the Company may not necessarily buy back all ten per cent. (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 ten per cent. (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 18,809,986 Shares in the hands of the public, representing 53.43% of the issued Shares of the Company. Assuming that the Company purchases its Shares up to the full ten per cent. (10%) limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 15,289,624 Shares, representing approximately 48.26% 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 ten per cent. (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) in so far as the Company does not announce its quarterly financial statements, one (1) month immediately preceding, and including the date of, the announcement of the Company's half-year and full-year financial statements; and
- (ii) in so far as the Company announces its quarterly financial statements (whether required by the SGX-ST or otherwise), two (2) weeks immediately preceding, and including the date of, the announcement of the Company's financial statements for each of the first three quarters of its financial year, and one (1) month immediately preceding, and including the date of, the announcement of the Company's full year financial statements.

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 twenty per cent. (20%) but not more than fifty per cent. (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.
- 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 thirty per cent. (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) 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 thirty per cent. (30%) or more, or if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) 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. As at the Latest Practicable Date, the shareholdings of the Directors and the Company's substantial shareholders (as defined in the Companies Act) in the Company before and after the purchases of Shares pursuant to the Share Purchase Mandate, assuming (i) the Company undertakes Share purchases up to the maximum ten per cent. (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:

Directors	Before Share Purchase (No. of Shares)			Before Share Purchase (%)	After Share Purchase (%)
	Direct Interest	Deemed Interest	Total Interest		
Chen Tie-Min	3,785,549	-	3,785,549	10.75	11.95
Chia Soon Loi	2,524,250	-	2,524,250	7.17	7.97
Kenneth Tai, Chung-Hou	12,500	-	12,500	0.04	0.04
Geoffrey Yeoh Seng Huat	-	-	-	-	-
Substantial Shareholders					
Yageo Corporation ⁽¹⁾	8,232,388	1,838,954	10,071,342	28.61	31.79
Kuo Shin Investment Corporation ⁽¹⁾	1,838,954	-	1,838,954	5.22	5.80

Notes:

- (1) Yageo, a company incorporated in Taiwan and listed on the Taiwan Stock Exchange, is the owner of the entire share capital of Kuo Shin. 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 ten per cent. (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. Mr Chen is an executive director of the Company and chairman of Yageo.

2.9.3. 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) 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.

2.9.4. Based on the above information, as at the Latest Practicable Date, if, within a period of six (6) months, the Company purchases 3,520,362 Shares, being ten per cent. (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 39.36% up to approximately 43.74%. In such event, the Yageo Concert Party Group will, unless exempted, be obliged to make a mandatory offer for the Company under Rule 14.

2.9.5. Pursuant to Section 3(a) of Appendix 2 of the Takeover Code, the 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 one per cent. (1%) in any period of six (6) 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 purchase 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 (7) 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 one per cent. (1%) in the preceding six (6) months.

- 2.9.6. It follows that where the aggregate voting rights held by the Yageo Concert Party Group increase by more than one per cent. (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.
- 2.9.7. 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 one per cent. (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 one per cent. (1%) in any six (6) month period.
- 2.9.8. **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 one per cent. (1%) in any period of six (6) months.**
- 2.9.9. The Yageo Concert Party Group will abstain from voting in favour of the resolution to approve the proposed renewal of the Share Purchase Mandate.
- 2.9.10. 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 (7) days after the passing of the resolution relating to the renewal of the Share Purchase Mandate.

2.9.11. 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 (6) months.

2.9.12. 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 3,520,362 Shares.

2.9.13. **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 will be held on 30 April 2021 at 10.00 a.m. by way of electronic means. Pursuant to the Alternative Arrangements Order, Shareholders will not be allowed to attend the AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the AGM by (a) watching and/or listening to the AGM proceedings via "live" webcast; (b) submitting questions in advance of the AGM; and/or (c) voting by proxy at the AGM. For further information, please refer to the Notice of AGM which has been uploaded on SGXNET together with this Appendix, including the steps to be taken by Shareholders to participate at the AGM.

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 will be 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. ABSTENTION FROM VOTING

The Yageo Concert Party Group shall abstain from voting at the AGM in respect of the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate, for the reasons as further elaborated in Paragraph 2.9 above and will not accept nominations as proxies or otherwise for voting in respect of the said Ordinary Resolution at the AGM unless specific instructions have been given in the Proxy Form as to the manner in which votes are to be cast in respect of the Ordinary Resolution.

6. 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.

7. DOCUMENTS FOR INSPECTION

This Appendix and the Annual Report may be accessed on the home page of the Company's corporate website (<http://www.gttw.com.tw/>) and SGXNET.

Yours faithfully,

Chia Soon Loi
Non-Executive and Non-Independent Chairman
for and on behalf of the Board of
Directors of Global Testing
Corporation Limited