



GLOBAL TESTING CORPORATION LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or “Meeting”) of GLOBAL TESTING CORPORATION LIMITED (the “Company”) will be held at Sheraton Towers Singapore, Amethyst Room, Level 3, 39 Scotts Road, Singapore 228230 on Wednesday, 30 April 2025 at 9.00 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 2024 together with the Auditors' Report thereon.

(Resolution 1)
2.

To re-elect the following Directors of the Company retiring pursuant to Regulation 111 of the Company's Constitution:
Mr Chia Soon Loi
Mr Chen, Tie-Min
[See Explanatory Note (i)]

(Resolution 2)
(Resolution 3)
3.

To approve the payment of Directors' fees of S\$260,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears. (FY2024: S\$260,000)

(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, with or without modifications:

6. ORDINARY RESOLUTION
- SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act 1967 (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, 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.
- (Resolution 6)
- [See Explanatory Note (ii)]

7. ORDINARY RESOLUTION
- 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”);
- (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
- (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)

8. SPECIAL RESOLUTION
- THE PROPOSED CAPITAL REDUCTION AND CASH DISTRIBUTION

That pursuant to Regulation 72(1) 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\$837,185.68 from S\$33,304,250.29 (as at the Latest Practicable Date) to S\$32,467,064.61 and that such reduction be effected by returning the sum of approximately S\$837,185.68 (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 terms “Shareholders” shall mean the Depositors (other than the Company) as defined under the Companies Act on the basis of S\$0.025 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.

[See Explanatory Note (iv)]

(Resolution 8)

By Order of the Board

Toh Li Ping, Angela
Company Secretary
8 April 2025

Explanatory Notes:

- (i)

Resolution 2 proposed in item 2. above is to re-elect Mr Chia Soon Loi (“Mr Chia”) as a Director of the Company. Mr Chia, upon re-election as a Director of the Company, will remain as Senior Executive Director and Non-Independent Chairman of the Company, Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee, and he will be considered non-independent.

Resolution 3 proposed in item 2. above is to re-elect Mr Chen, Tie-Min (“Mr Chen”) as a Director of the Company. Mr Chen, upon re-election as a Director of the Company, will remain as Senior Executive Director of the Company and a member of the Nominating Committee, and he will be considered non-independent.

The information relating to Mr Chia and Mr Chen as required under Rule 720(6) of the Listing Manual of the SGX-ST is set out under the Additional Information on Directors seeking re-election in the Annual Report for the financial year ended 31 December 2024 (“FY2024 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 2024 are set out in greater detail in the Appendix in relation to the Proposed Renewal of the Share Purchase Mandate accompanying the Notice of AGM (“Appendix”).
- (iv)

Resolution 8 proposed in item 8. above, if passed, is to reduce the issued and paid-up share capital of the Company by S\$837,185.68 from S\$33,304,250.29 (as at the Latest Practicable Date) to S\$32,467,064.61 and return the sum of approximately S\$837,185.68 to the Shareholders. Detailed information on the proposed Capital Reduction and Cash Distribution, including the rationale for the same, is set out under the Letter to Shareholders in relation to the Proposed Capital Reduction and Cash Distribution (“Letter to Shareholders”).

Notes:

General

1.

The AGM of the Company will be held in a wholly physical format at Sheraton Towers Singapore, Amethyst Room, Level 3, 39 Scotts Road, Singapore 228230 and there will be no option for Shareholders to participate virtually (“Physical Meeting”). Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.
2.

Printed copies of the FY2024 Annual Report, the Appendix and the Letter to Shareholders will not be despatched to shareholders, unless otherwise requested. Printed copies of this Notice of AGM, the Proxy Form and the request form (“Notification and Request Form”) will be sent to shareholders, the electronic copies of which, together with the FY2024 Annual Report, the Appendix and the Letter to Shareholders will be posted on the Company's corporate website at the following URL: <https://www.gttw.com.tw/AGM.html> and on the Singapore Exchange Securities Trading Limited's website at the following URL: <https://www.sgx.com/securities/company-announcements>. Shareholders will need an internet browser and PDF reader to access and view the FY2024 Annual Report, the Appendix and the Letter to Shareholders.

To receive physical copies of the FY2024 Annual Report, the Appendix and the Letter to Shareholders, please complete and return the Notification and Request Form to the Company at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 no later than 15 April 2025. Alternatively, you may email the completed Notification and Request Form to the Company at srs.requestform@boardroomlimited.com no later than 15 April 2025. Printed copies of the FY2024 Annual Report, the Appendix and the Letter to Shareholders will then be sent to the address specified by the shareholders at his/her/its own risk.
3.

Authenticated shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM. Please refer to Notes 13 to 15 below for further details.
4.

Live voting by poll will be conducted during the AGM for shareholders and proxy(ies) attending the Physical Meeting.

Voting by proxy

5.

A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the AGM. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
6.

A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“Relevant intermediary” means:

(a)

a banking corporation licensed under the Banking Act 1970 of Singapore 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 2001 of Singapore and who holds shares in that capacity; or

(c)

the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore (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.
7.

A proxy need not be a member of the Company.
8.

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

(a)

by depositing a hard copy (whether in person or by post) at registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or

(b)

by sending a scanned PDF copy by email to srs.proxy@boardroomlimited.com, in either case, no later than 9.00 a.m. on 27 April 2025 (“Proxy Deadline”), being seventy-two (72) hours before the time appointed for the AGM.

9.

A member who wishes to submit a Proxy Form must first 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.

10.

The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

11.

Investor who holds shares under the Central Provident Fund (“CPF”) Investment Scheme and/or the Supplementary Retirement Scheme (“SRS”) (as may be applicable) and wishes to appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. 17 April 2025 at 5.00 p.m.).

12.

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor submitted in the Proxy Form (including any related attachment) (such as in the case where the appointor specifies more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
- Submission of questions prior to the AGM
13.

Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations ahead of the AGM.

14.

To do so, all questions must be submitted no later than 9.00 a.m. on 16 April 2025 through any of the following means:

(a)

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

(b)

by email to the Company at srs.proxy@boardroomlimited.com.

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, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/company registration number for verification purposes, failing which the submission will be treated as invalid.

15.

The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.gttw.com.tw/AGM.html>, and is made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the deadline for submission of Proxy Forms, or otherwise at the AGM. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the AGM through publication on SGXNet, or at the AGM.
- Personal data privacy:
- By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and 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.