



**UNITED TEST AND ASSEMBLY CENTER LTD**

(Company Registration No. 199708070H)

(Incorporated in the Republic of Singapore)

Registered Office:

5 Serangoon North Avenue 5

Singapore 554916

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of United Test and Assembly Center Ltd (the “**Company**”) will be held at 5 Serangoon North Avenue 5, Singapore 554916 on 27 April 2006 at 10.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions:

**ORDINARY RESOLUTION 1: PROPOSED UTAC PERFORMANCE SHARE SCHEME**

That:

- (a) a new performance share scheme to be known as the “UTAC Performance Share Scheme” (the “**Scheme**”), the details and rules whereof are set out in the Circular to Shareholders dated 10 April 2006, under which awards (“**Awards**”) of fully-paid ordinary shares in the capital of the Company (the “**Shares**”) will be issued or delivered (as the case may be) free of charge, to selected employees of the Group, including Directors of the Company, and other selected participants, be and is hereby approved;
- (b) the Compensation Committee of the Company be and are hereby authorised:
  - (i) to administer the Scheme;
  - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Scheme and to allot and issue or deliver from time to time such number of fully-paid Shares as may be required to be issued or delivered pursuant to the vesting of the Awards under the Scheme, provided that the aggregate number of Shares to be issued pursuant to the UTAC ESOS and the Scheme shall not exceed fifteen per cent. (15%) of the total issued share capital of the Company from time to time.

## ORDINARY RESOLUTION 2: PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

That:

- (a) for the purposes of the Companies Act (Cap. 50), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company 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 Singapore Exchange Securities Trading Limited (**"SGX-ST"**); and/or
  - (ii) off-market purchases (each an **"Off-Market Purchase"**) effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act (Cap. 50), and otherwise in accordance with all other provisions of the Companies Act and listing 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 Buyback Mandate"**);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback 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 (**"AGM"**) is held or required by law to be held;
  - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;
- (c) in this Resolution:

**"Prescribed Limit"** means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

**"Relevant Period"** means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

**"Maximum Price"** in relation to a fully-paid ordinary share in the capital of the Company (a **"Share"**) to be purchased, means an amount (excluding brokerage, stamp duties, 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;
- (ii) in the case of an Off-Market Purchase : 120% of the Highest Last Dealt Price,

where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

**"Highest Last Dealt Price"** means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company 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

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

Lareina Yap Chu Han  
Company Secretary

Singapore, 10 April 2006