



UNITED TEST AND ASSEMBLY CENTER LTD

(Incorporated in the Republic of Singapore)
Company Registration Number: 199708070H

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of United Test and Assembly Center Ltd (the “Company”) will be held at 5 Serangoon North Avenue 5, Singapore 554916 on Tuesday, 23 November 2004 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendment the following resolution:

ORDINARY RESOLUTION: THE PROPOSED ACQUISITION

That approval be and is hereby given for the acquisition (“Proposed Acquisition”) by the Company of the entire issued shares of common stock of UltraTera Corporation (“UTC”) on the terms and subject to the conditions set out in the amended and restated share swap agreement dated 29 July 2004 entered into between the Company and UTC (as may be amended or supplemented from time to time) (the “Amended Share Swap Agreement”) and the transactions contemplated under the Amended Share Swap Agreement be and are hereby approved and for this purpose the Directors and any of them be and are hereby authorised:

- (i) to allot and issue on the date of completion of the Proposed Acquisition (the “Completion Date”) up to 651,570,458 new ordinary shares of US\$0.15 each in the capital of the Company (the “Shares”) in accordance with the terms of the Amended Share Swap Agreement, each Share to be credited as fully paid and to rank *pari passu* in all respects with all the then existing issued and paid-up Shares;
- (ii) pursuant to Section 161(4) of the Companies Act, Chapter 50 of Singapore:
 - (a) to enter into, on such terms as they shall deem fit, option letter agreements (“Replacement Option Letters”) with the holders of outstanding options (“UTC Option Holders”) granted by UTC (“UTC Option”) pursuant to the Guidelines for Issuance and Subscription of Employee Stock Options of UTC adopted on 17 November 2003 (“UTC Option Plan”) relating to the grant of options by the Company (“UTAC Replacement Options”) to subscribe for up to 36,176,000 new Shares at an exercise price of US\$0.2484 per Share (or such number of Shares and/or exercise price as may be adjusted from time to time in accordance with the terms of the Replacement Option Letters), such UTAC Replacement Options to be exercisable at any time in accordance with the terms of such UTAC Replacement Options;
 - (b) forthwith after the passing of this Ordinary Resolution and on or before the Completion Date, to grant the UTAC Replacement Options to UTC Option Holders and such further options as may be required or permitted to be granted in accordance with the Replacement Option Letters;
 - (c) from time to time, to allot and issue up to 36,176,000 new Shares at an issue price of US\$0.2484 per Share to UTC Option Holders pursuant to the exercise of the UTAC Replacement Options (and such further Shares as may be required to or permitted pursuant to any adjustment to the UTAC Replacement Options or pursuant to the exercise of any such further option referred to in sub-paragraph (ii)(b) above at an issue price as the Directors may approve), each such Share to be credited as fully paid and to rank *pari passu* in all respects with all the then existing issued and paid-up Shares, notwithstanding that any such Share may be issued after the conclusion of the annual general meeting (“AGM”) of the Company commencing next after the date of the EGM or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is the earlier; and
- (iii) to do all such things and execute all such documents as they may consider necessary, appropriate or expedient to give effect to this Ordinary Resolution, the Proposed Acquisition and grant of UTAC Replacement Options.

By Order of the Board

Lareina Yap Chu Han
Company Secretary
3 November 2004
Singapore