



UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

23 May 2025

To the Independent Shareholders

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
EMPEROR CORPORATE FINANCE LIMITED
ON BEHALF OF THE OFFEROR TO ACQUIRE
ALL THE ISSUED SHARES OF
UTS MARKETING SOLUTIONS HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED
TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)**

We refer to the composite offer and response document dated 23 May 2025 jointly issued and despatched by the Offeror and the Company (the “**Composite Document**”), of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Composite Document.

We have been appointed to constitute the Independent Board Committee to consider the terms of the Offer and to advise you as to whether, in our opinion, the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and as to the acceptance of the Offer after taking into account the advice from Jun Hui International. Jun Hui International has been appointed as the Independent Financial Adviser to advise us in this respect. Details of its advice and the principal factors taken into consideration in arriving at its recommendation are set out in the “Letter from Jun Hui International” from pages IFA-1 to IFA-22 of this Composite Document.

We also wish to draw your attention to the “Letter from the Board”, the “Letter from Emperor Corporate Finance” and the additional information set out in the appendices to this Composite Document and the accompanying Form of Acceptance in respect of the Offer and the acceptance and settlement procedures for the Offer.

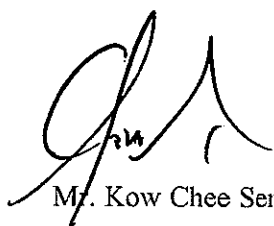
Having taken into account the terms of the Offer, the advice and recommendation from Jun Hui International, we consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned and therefore we recommend the Independent Shareholders to accept the Offer.

However, for those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they should closely monitor the trading price and the trading liquidity of the Shares during the Offer Period. Should the market price of the Shares exceed the Offer Price during the Offer Period, and the sale proceeds (net of transaction costs) exceed the net proceeds receivable under the Offer, the Independent Shareholders may wish to consider selling their Shares in the market instead of accepting the Offer. The Independent Shareholders should only accept the Offer if they (especially those with relatively sizeable shareholdings) encounter difficulties to dispose of their Shares in the open market due to the liquidity issue at the Offer Price or at a price higher than the Offer Price.

In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in this Composite Document and the accompanying Form of Acceptance.

Yours faithfully,

For and on behalf of the
Independent Board Committee of
UTS Marketing Solutions Holdings Limited



Mr. Kow Chee Seng

Mr. Chan Hoi Kuen Matthew
Independent non-executive Directors

Ms. Tan Yee Vean

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Yours faithfully,

For and on behalf of the
Independent Board Committee of
UTS Marketing Solutions Holdings Limited

A handwritten signature in black ink, appearing to be 'M. Chan', with a stylized flourish at the end.

Mr. Kow Chee Seng

Mr. Chan Hoi Kuen Matthew
Independent non-executive Directors

Ms. Tan Yee Vean

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Yours faithfully,

For and on behalf of the
Independent Board Committee of
UTS Marketing Solutions Holdings Limited

A handwritten signature in black ink, appearing to be 'Tan Yee Vean', written over a horizontal line.

Mr. Kow Chee Seng

Mr. Chan Hoi Kuen Matthew
Independent non-executive Directors

Ms. Tan Yee Vean