



UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

Form of Proxy for Annual General Meeting

I/We, ¹ _____
of _____

being holder(s) of ² _____ shares of UTS MARKETING SOLUTIONS HOLDINGS LIMITED (the “Company”) hereby appoint the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/own behalf at the annual general meeting of the Company (the “Meeting”) to be held in a combination of an in-room meeting at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong and an online virtual meeting via electronic facilities (ZOOM MEETING) on Wednesday, 18 May 2022 at 10:30 a.m. or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2021 and the reports of the directors of the Company (the “Directors”) and auditors thereon.		
2.	(a) To re-elect Mr. Ng Chee Wai as executive Director.		
	(b) To re-elect Mr. Lee Shu Sum Sam as independent non-executive Director.		
	(c) To authorise the board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint RSM Hong Kong Certified Public Accountants as independent auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4(A).	To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the total number of issued shares of the Company as at the date of this resolution.		
4(B).	To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution.		
4(C).	To include the number of shares repurchased by the Company to the number of Shares which may be allotted and issued by the Directors under the general mandate granted to the directors under Resolution No. 4(A).		
SPECIAL RESOLUTIONS			
5.	To approve the proposed amendments to the existing articles of association of the Company and to adopt the new articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2022. Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to vote on any resolution at the AGM, you must appoint the chairman of the AGM as your proxy to exercise your right to vote at the Meeting in accordance with your instructions. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the Meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- In the case of joint holders of shares, any one of such holders may vote by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders vote by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- The full text of the proposed resolutions appears in the notice of the Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.