International UNP Holdings Ltd.

May 6, 1998

Dear Shareholder:

I am writing to you in my capacity as Chairman of International UNP Holdings Ltd. to give you our reaction to the revised offer that has been made by CHP Investors N.V. for our company.

Your Board of Directors has unanimously agreed that the price offered by CHP continues to be inadequate and that the offer is opportunistic and not in your best interests. The Board unanimously recommends that you REJECT this offer and NOT tender your shares.

There are some specific reasons that the Board feels should cause you to continue to reject the offer:

- **CHP's offer continues to be inadequate from a financial standpoint.** Our financial adviser, First Marathon Securities Limited has confirmed this in a further opinion.

- **The amended offer is still well below UNP's net asset value** of approximately C$0.35 per common share as at January 31, 1998. UNP's asset sales to date have been accomplished at greater than book value.

- **Shareholders representing more than 56%** of UNP's common shares have indicated to management that they **do not intend to accept the amended offer**. None of UNP's directors or officers intends to accept the offer.

- **The value of UNP has been increasing** as a result of the asset disposal strategy and the recent efforts of management and the Board.

  " Polbita and Fada have been realized at a good profit and at values well above book value, with the proceeds to UNP representing C$0.12 of gross value per common share.

  " This past year, IBIS and Unipak achieved positive cash flow of C$3.0 million. IBIS has leased its existing premises, having moved to a more appropriate facility, allowing the company to generate rental income and paving the way for the sale of real estate.

  " Multimedia has shown consistent growth, increasing subscribers from 25,000 to 115,000 since UNP has held an interest in the company. 10,000 of these subscribers have been added in the last month alone, demonstrating the very real growth in this industry in Poland. UNP has recently agreed to invest a further C$4.2 million to continue to finance Multimedia's growth and create further value for shareholders.

- **UNP's asset disposal strategy is continuing to make significant advances**, with one material asset in the final stages of negotiation and other asset sales advancing favourably. UNP's board is committed to return money to shareholders as the results of its asset disposal strategy come to fruition either by way of cash dividends, a share buyback or other appropriate means.

- The amended offer is still highly conditional and entitles the offeror to terminate virtually at will.

Let me stress again, the Board is in no way opposed in principle to a sale of UNP. If the Board were to receive an offer from CHP or another bidder which we felt provided shareholders with fair value, we would be fully prepared to recommend that you accept such an offer.

Shareholders who wish to withdraw any deposited common shares are urged to complete and return to CIBC Mellon Trust Company a Notice of Withdrawal and may use the form of notice enclosed herewith for this purpose.

Please feel free to contact any of the individuals set forth below if you have any questions whatsoever.

Sincerely,

Thomas Glucklich
Chairman
on behalf of the Board of Directors

For further information on the offer please contact:

First Marathon Securities Limited
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