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UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of UTS Marketing Solutions Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The Board has noted certain increases in the price and trading volume of the shares of the Company (the “**Shares**”) on 10 March 2025. The Company has made enquiries and understands that Marketing Intellect (UTS) Limited, Marketing Talent (UTS) Limited and Marketing Wisdom (UTS) Limited (together, the “**Selling Shareholders**”), being shareholders of the Company which held 163,000,000 Shares, 75,300,000 Shares and 61,700,000 Shares respectively, representing in aggregate 75% of the entire issued share capital of the Company as at the date of this announcement, are in discussion with potential purchaser(s) concerning a potential sale and purchase of the 75% controlling stake in the Company held by the Selling Shareholders (the “**Potential Transaction**”). The Potential Transaction, if materialised, will have implications under the Takeovers Code.

As at the date of this announcement, (i) Marketing Intellect (UTS) Limited is wholly-owned by Mr. Ng Chee Wai, an executive Director and the Chairman of the Board; (ii) Marketing Talent (UTS) Limited is wholly-owned by Mr. Lee Koon Yew, an executive Director and the Chief Executive Officer of the Company; and (iii) Marketing Wisdom (UTS) Limited is wholly-owned by Mr. Kwan Kah Yew, an executive Director.

The potential purchaser(s) are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

As at the date of this announcement, no formal sale and purchase agreements have been entered into with respect to the Potential Transaction, the due diligence process is being carried out by the potential purchaser(s), and the terms are being negotiated and not yet finalised, therefore the Potential Transaction may or may not proceed.

The Board confirms that, save as set out in this announcement, it is not aware of any other reason for the price or trading volume movement or of any inside information that needs to be disclosed under Part XIVA of the SFO.

POSSIBLE GENERAL OFFER FOR THE SHARES AND TAKEOVERS CODE IMPLICATIONS

If the Potential Transaction materialises, the potential purchaser(s) will acquire more than 30% of the voting rights of the Company, giving rise to an obligation on the part of the potential purchaser(s) and parties acting in concert with them to make a mandatory unconditional general offer for all the issued Shares (other than those already owned or agreed to be acquired by the potential purchaser(s)) under Rule 26.1 of the Takeovers Code. The Board was informed by the Selling Shareholders that no formal agreements had been entered into in respect of the Potential Transaction as at the date of this announcement and the negotiations are still in progress and the Potential Transaction may or may not proceed.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, the Directors will keep the market informed by way of announcement on a monthly basis until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 11 March 2025.

As at the date of this announcement, the Company has a total of 400,000,000 Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company (as defined in the Takeovers Code, including among others, shareholders of the Company having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) and of the potential purchaser(s) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

TRADING HALT AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 March 2025 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 12 March 2025.

Shareholders and potential investors of the Company shall be aware that there is no assurance that the Potential Transaction will materialise or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By Order of the Board
UTS Marketing Solutions Holdings Limited
Ng Chee Wai
Chairman and Executive Director

Hong Kong, 11 March 2025

As at the date of this announcement, the executive Directors are Mr. Ng Chee Wai (Chairman), Mr. Lee Koon Yew (Chief Executive Officer) and Mr. Kwan Kah Yew; and the independent non-executive Directors are Mr. Kow Chee Seng, Mr. Chan Hoi Kuen Matthew and Ms. Tan Yee Vean.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.