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If you have sold or transferred all your shares in UTS Marketing Solutions Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

- (1) PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 26 June 2025 at 11:00 a.m. or any adjournment thereof is set out on pages 16 to 20 of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://unitedteleservice.com>). Whether or not you intend to attend and vote at the AGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible, but in any event not less than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

25 April 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong at 11:00 a.m. on Thursday, 26 June 2025 or any adjournment thereof;
“AGM Notice”	the notice convening the AGM which is set out on pages 16 to 20 of this circular;
“Articles”	the existing articles of association of the Company;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors of the Company;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	UTS Marketing Solutions Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Directors”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers to allot, issue and otherwise deal with new Shares in the Company not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution;
“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares of the Company on the Stock Exchange up to 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time;
“%”	per cent.

LETTER FROM THE BOARD



UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

Executive Directors:

Mr. Ng Chee Wai (*Chairman*)
Mr. Lee Koon Yew
Mr. Kwan Kah Yew

Independent Non-executive Directors:

Mr. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew
Ms. Tan Yee Veon

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business in
Hong Kong:*

Unit 1802, 18/F
Ruttonjee House
Ruttonjee Centre
11 Duddell Street
Central, Hong Kong

25 April 2025

To all Shareholders,

Dear Sir or Madam,

**(1) PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in connection with the proposals at the AGM to (i) grant the Directors general mandates to issue Shares and repurchase Shares; (ii) re-elect the retiring Directors; and (iii) re-appoint auditors and to give you the AGM Notice at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Issue Mandate

At the AGM, ordinary resolutions will be proposed to (i) grant a general mandate to the Directors to allot, issue and deal with new Shares up to 20% of the aggregate number of Shares in issue as at the date of resolution to provide flexibility for the Company to raise fund by issue of new Shares efficiently and (ii) subject to the grant of the Issue Mandate and the Repurchase Mandate, increase the aggregate number of Shares which may be allotted and issued by the Directors under the Issue Mandate by the number of Shares repurchased by the Company under the Repurchase Mandate. As at the Latest Practicable Date, there were in issue an aggregate of 400,000,000 Shares. Exercise in full of the Issue Mandate, on the basis that no further Shares will be issued or repurchased prior to the date of the AGM, could accordingly result in up to 80,000,000 Shares being issued by the Company under the Issue Mandate. The Issue Mandate shall remain in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in general meeting.

Repurchase Mandate

At the AGM, an ordinary resolution, if passed, will grant the Directors a general and unconditional mandate to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of resolution at any time during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

Pursuant to Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or in a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation. Mr. Ng Chee Wai and Mr. Chan Hoi Kuen Matthew will retire, and being eligible, have offered themselves for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a vacancy on the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Ms. Tan Yee Vean was appointed as an independent non-executive Director on 15 July 2024. Ms. Tan will retire, and being eligible, has offered herself for re-election at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

Nomination Policy

When identifying suitable candidates for directorship, the nomination committee of the Company (the “**Nomination Committee**”) will carry out the selection process by making reference to the nomination policy of the Company. The factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, reputation for integrity, professional qualifications, skills, knowledge and experience that are relevant to the Group’s business and corporate strategy, willingness to devote adequate time to discharge duties as Board member, diversity of the Board, and such other perspectives appropriate to the Group’s business. The Nomination Committee shall make recommendations for the Board’s consideration and approval.

Recommendation of the Nomination Committee

The Nomination Committee, having taken into account the factors in the Company’s nomination policy and the board diversity policy, with due regard to the diversity perspective on the background, experience and knowledge of Mr. Ng, Mr. Chan and Ms. Tan, considers they could contribute to the Board from their respective knowledge and experience as set out in Appendix II to this circular. The Nomination Committee was satisfied that the re-election of each of Mr. Ng as an executive Director and Mr. Chan and Ms. Tan as independent non-executive Directors would be in the interests of the Company and its Shareholders as a whole.

The Nomination Committee was satisfied that Mr. Chan and Ms. Tan could contribute to the Board from their respective experience and expertise that would continue to bring in fresh perspective, objective insights and independent judgment to the Board. The Nomination Committee is also satisfied that both Mr. Chan and Ms. Tan had the required character, integrity and experience to continuously fulfil their respective role as an independent non-executive Directors effectively. In addition, the Nomination Committee has assessed the independence of Mr. Chan and Ms. Tan and reviewed the written confirmation of independence pursuant to Rule 3.13 of the Listing Rules provided by each of Mr. Chan and Ms. Tan. The Nomination Committee considers that they are independent and believed that re-election of Mr. Chan and Ms. Tan as independent non-executive Directors would be in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

4. PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2024 were audited by RSM Hong Kong whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint RSM Hong Kong as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the AGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://unitedteleservice.com>). Please complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be).

6. VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll unless the chairman of the meeting may in good faith, allow a resolution which related purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules. Details of procedures for conducting a poll are set out in the Appendix III to this circular.

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (both days inclusive), during such period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company accompanied by the relevant share certificate(s) and appropriate transfer form(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 June 2025.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I to III to this circular.

10. RECOMMENDATION

The Board considers that the Issue Mandate, the Repurchase Mandate, the extension of Issue Mandate, the re-election of the retiring Directors and the re-appointment of auditors are in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the AGM.

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

This is an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate to the directors or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchases will be made out of funds which are legally available for such purpose in accordance with the memorandum of association and the Articles and the applicable laws of the Cayman Islands. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profit that would otherwise be available for distribution by way of dividend or out of share premium of the Company. The Company intends to cancel the repurchased shares upon settlement of such repurchase. Under the Cayman Islands laws, the repurchased shares which have been cancelled will remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate is exercised, the Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares.

Subject to the passing of the resolution no. 4(B) as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares (representing 10% of the number of Shares in issue) during the period from the date of the passing of the resolution no. 4(B) as set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price Per Share	
	Highest HK\$	Lowest HK\$
2024		
April	0.98	0.81
May	0.95	0.94
June	0.95	0.95
July	1.16	0.91
August	0.98	0.85
September	1.09	0.83
October	1.04	0.88
November	0.98	0.64
December	1.05	0.90
2025		
January	1.34	0.94
February	1.28	1.00
March	3.19	1.11
April (up to the Latest Practicable Date)	7.00	2.37

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, (i) CoreVest Holdings Limited ("**CoreVest**") owns an aggregate of 220,000,000 Shares, representing 55% of the issued share capital of the Company and (ii) Alpha Ladder Finance Pte. Ltd. ("**Alpha**") owns an aggregate of 80,000,000 Shares, representing 20% of the issued share capital of the Company. CoreVest and Alpha are parties acting in concert with each other. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of CoreVest, Alpha, their respective associates and parties acting in concert with them would be increased to approximately 83.3% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors will not exercise their powers under the Repurchase Mandate to the extent if that repurchase would result in the number of Shares which are in the hands of the public falling below the minimum public float requirement under the Listing Rules.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

The details of the Directors to retire and proposed to be re-elected at the AGM are set out as follows:

Mr. Ng Chee Wai

Mr. Ng Chee Wai, aged 52, is the chairman of the Company (the “**Chairman**”) and an executive Director and is responsible for overseeing the business development of our Group; formulating overall business development strategy and soliciting new businesses.

In April 1995, Mr. Ng joined Chubb Insurance Malaysia Berhad (formerly known as ACE Synergy Insurance Bhd) and worked in direct marketing department before he left the said company in November 2008. During the said 13 years, Mr. Ng was responsible for business development and other marketing matters. After he left, Mr. Ng joined our Group in November 2011.

Mr. Ng obtained a Bachelor of International Business degree from Griffith University in September 1994.

Save as disclosed herein and being the director of the subsidiaries of the Company, Mr. Ng has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Mr. Ng does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ng did not hold any Shares within the meanings of Part XV of the SFO.

The Company has not entered into a service contract with Mr. Ng, and he is subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles. As an executive Director, the emoluments of Mr. Ng is approximately HK\$2,398,000 (equivalent to approximately RM1,364,000) per annum, which was determined by the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Ng that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chan Hoi Kuen Matthew (陳海權)

Mr. Chan Hoi Kuen Matthew (陳海權), aged 53, is an independent non-executive Director.

Mr. Chan is currently a career representative unit manager in AIA International Limited, responsible for serving clientele in respect of their insurance coverage and wealth management. Prior to joining AIA International Limited, Mr. Chan had worked in (i) Indover Bank (Asia) Limited as assistant vice president of the commercial banking department; (ii) Australia and New Zealand Banking Group Limited as Manager; (iii) Calyon Corporate and Investment Bank as manager in Ship Finance Department; (iv) DBS Bank (Hong Kong) Limited as senior relationship manager; and (v) Indover Bank (Asia) Limited as vice president.

Mr. Chan was an independent non-executive director of CBK Holdings Limited (國茂控股有限公司), a company listed on GEM of the Stock Exchange (stock code: 8428) during the period between 20 January 2017 and 31 December 2021.

Mr. Chan is a certified practicing accountant since November 1997, and he became an associate of the Hong Kong Society of Accountants (currently known as “Hong Kong Institute of Certified Public Accountants”) in February 2001.

Mr. Chan obtained a Bachelor of Commerce in Accounting and Finance from The University of New South Wales, Australia in October 1994 and a postgraduate diploma in Financial Policy from the University of London, United Kingdom through distance learning in December 1996.

Save as disclosed herein, Mr. Chan has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as disclosed herein, Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chan did not hold any Shares within the meanings of Part XV of the SFO.

The Company has not entered into a letter of appointment with Mr. Chan, and he is subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles. As an independent non-executive Director, the emoluments of Mr. Chan is approximately HK\$180,000 (equivalent to approximately RM105,000) per annum, which was determined by the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company.

Mr. Chan has confirmed that (i) he has met each of the independence factors as referred to in Rules 3.13 (1) to (8) of the Listing Rules; (ii) save for the director’s fee, he has no past or present financial or other interest in the business of the Company or its subsidiaries or any

connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his re-election.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Chan that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Tan Yee Vean

Ms. Tan Yee Vean, aged 53, is an independent non-executive Director. Ms. Tan is an entrepreneur and a professional who has extensive experience in the marketing, retail, medical, hospitality, wellness, and food industries. Throughout her working career, she has been employed by local, multinational and internationally based companies.

Ms. Tan began her career in 1992 as an executive secretary to the managing director of one of Malaysia's renowned premium corporate gift suppliers, Mail Order Gallery. As the said company's business expanded, she was given an innovative marketing position focusing on creative institutional designed gift programs for multinational companies. She was promoted to a managerial position in the said company and she worked there until 1995.

Ms. Tan then progressed on to the retail industry and served as a senior marketing team manager in a Hong Kong based jewelry company, Tse Sui Luen, from 1995 to 1998, and was responsible for managing, developing, and organizing corporate and retail events in Malaysia for the said company's venture in its corporate expansion to overseas markets.

During the period between 2000 and 2002, Ms. Tan joined Schering Plough, an internationally renowned pharmaceutical company, as a team area executive, responsible for leading a team of marketing executives in promoting existing and emergency medication to medical specialists, clinics and hospitals on the medical products' usage, efficacy and interaction propensities.

In 2002, Ms. Tan joined Herbalife, a company based in USA and China with extensive establishments all over the world, as a nutritional and wellness specialist, and worked there until 2019.

From 2014 to 2020, Ms. Tan also started a private venture by managing a few F&B outlets jointly with Hong Kong partners in the quest of introducing Hong Kong cuisines to Malaysia under the branding of "Private Kitchen" and "HK Kitchen".

Save as disclosed herein, Ms. Tan has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

APPENDIX II DETAILS OF DIRECTORS OFFERING FOR RE-ELECTION

Save as disclosed herein, Ms. Tan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Tan did not hold any Shares within the meanings of Part XV of the SFO.

Ms. Tan has entered into an appointment letter with the Company for a term of three years commencing from 15 July 2024 and she is subject to retirement from office by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Tan is entitled to HK\$144,000 per annum, which is determined by the Board with regard to her duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions.

Ms. Tan has confirmed that (i) she has met each of the independence factors as referred to in Rules 3.13 (1) to (8) of the Listing Rules; (ii) save for the director's fee, she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her re-election.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Tan that need to be brought to the attention of the Shareholders of the Company nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The chairman of the meeting will at the AGM demand, pursuant to article 66 of the Articles, poll voting on all resolutions set out in the AGM Notice.

On a poll, every Shareholder present by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she/it is the holder.

A Shareholder present by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her/its votes (i.e., he/she/it can cast less votes than the number of Shares he/she/its holds or represents) or to cast all his/her/its votes the same way (i.e., he/she/it can cast some of his/her/its votes in favour of the resolution and some of his/her/its votes against the resolution).

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Shareholders who want to cast all their votes entitled may mark a “✓” in either “**FOR**” or “**AGAINST**” box corresponding to the resolution to indicate whether he/she/it supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “**FOR**” or “**AGAINST**” box, where appropriate, but the total votes cast must not exceed his/her/its entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the Company’s share registrar, Tricor Investor Services Limited, will act as scrutineer and count the votes and the poll results will be published after the AGM.

NOTICE OF ANNUAL GENERAL MEETING



UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM” or “Meeting”) of UTS Marketing Solutions Holdings Limited (the “Company”) will be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 26 June 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolutions and special resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and, together with the report of the directors of the Company (collectively, the “**Directors**” and each a “**Director**”) and report of the independent auditors of the Company for the year ended 31 December 2024;
2.
 - (a) To re-elect Mr. Ng Chee Wai as executive Director;
 - (b) To re-elect Mr. Chan Hoi Kuen Matthew as independent non-executive Director;
 - (c) To re-elect Ms. Tan Yee Vean as independent non-executive Director; and
 - (d) 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; and
4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which

NOTICE OF ANNUAL GENERAL MEETING

might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company (the “**Shares**”) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in any territory outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of Cayman Islands, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the aggregate number of Shares which are to be purchased by the Company pursuant to the authority granted to the directors of the Company mentioned in resolution numbered 4(B) shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of this resolution.”

By order of the Board
UTS Marketing Solutions Holdings Limited
Raymond Siu
Company Secretary

Hong Kong, 25 April 2025

Principal place of business in Hong Kong
Unit 1802, 18/F
Ruttonjee House
Ruttonjee Centre
11 Duddell Street
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
4. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM (or at any adjournment thereof), all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong Time) on Friday, 20 June 2025.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should he so wish.

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6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. If Typhoon Signal No. 8 or above is hoisted, or a “**black**” rainstorm warning signal or “**extreme conditions after super typhoons**” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://unitedteleservice.com> and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Ng Chee Wai (*Chairman*)

Mr. Lee Koon Yew

Mr. Kwan Kah Yew

Independent Non-executive Directors:

Mr. Kow Chee Seng

Mr. Chan Hoi Kuen Matthew

Ms. Tan Yee Vean