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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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;
(4) PROPOSED ADOPTION OF AMENDED AND
RESTATED ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) 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 any adjournment thereof is set out on pages 38 to 43 of this circular. A proxy form for use in connection with the AGM is enclosed with this circular. As set out in the section headed “Special Arrangements for the Annual General Meeting” of this circular, the AGM will be a hybrid meeting.

The Company strongly encourages the shareholders to exercise their rights to attend the AGM by appointing the chairman of the AGM as their proxy to vote according to their indicated voting instructions, viewing and participating a ZOOM live webcast of the AGM.

In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting special arrangements in respect of the AGM (details on page ii). In particular, no other Shareholder, proxy or corporate representative should attend the AGM in person. The Shareholders who wish to appoint a proxy to attend and vote at the AGM are strongly encouraged to appoint the Chairman of the AGM as their proxy by completing and signing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon 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.

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SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING

The Company does not in any way wish to diminish the opportunity available to shareholders to exercise their rights and to vote, but is conscious of the need to protect the AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the AGM attendees, and in light of the latest Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of Laws of Hong Kong) and Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (collectively, the “**Regulations**”) including the prohibition of the holding of physical general meetings of companies, to combat the spread of the COVID-19 pandemic, as well as the uncertainty of the development of the COVID-19 pandemic and the corresponding restriction measures, the Company would be adapting the special arrangements for the AGM to minimise attendance in person, while still enabling shareholders to vote and ask questions.

Details of the special arrangements for the AGM are set out below.

NO PHYSICAL ATTENDANCE AT THE AGM

In light of the Regulations, the AGM will be a hybrid meeting, comprising an in-room meeting at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong (the “**AGM Venue**”) and an online virtual meeting via electronic means (ZOOM MEETING) (the “**Virtual AGM**”). The AGM will be held within the maximum number of persons allowed by the Regulations and such persons will include the Chairman of the AGM and Director(s). For so long reduced gathering restrictions under the Regulations are in place, **NO other Shareholder, proxy or corporate representative should attend the AGM in person.** The Shareholders and/or their proxies can view, and participate to a ZOOM live webcast of the AGM.

Any person who attempts to do so in breach of the Regulations will be excluded and will not be permitted entry to the AGM Venue.

The Virtual AGM will be broadcasted from the AGM Venue and only the minimum number of persons will be physically present at the AGM Venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxy. Other Directors will participate by way of electronic means.

Shareholders who wish to join the Virtual AGM must register by 10:30 a.m. on Monday, 16 May 2022 (being not less than 48 hours before the AGM) by sending an email to info@unitedteleservice.com and providing personal particulars, including full name, registered address, number of shares held and relevant securities statements for verification purposes. Following verification of his/her/its status as members of the Company, authenticated Shareholders will receive an email instruction on how to join the live broadcast to observe the proceedings of the AGM by Tuesday, 17 May 2022.

Shareholders will be able to view and participate to the Virtual AGM through a ZOOM live webcast from 10:30 a.m. until the completion of the AGM on Wednesday, 18 May 2022 on a computer, tablet or any browser enabled device.

SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING

Registered shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details.

PROXIES AND QUESTIONS AT AND PRIOR TO THE AGM

Vote by appointing the chairman of the AGM as your proxy

All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. 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 AGM in accordance with your instructions. If you appoint a person who is not the chairman of the AGM as your proxy, that person will not be permitted entry to the AGM Venue and will not be able to exercise your vote.

The proxy form for the AGM is enclosed with this circular. The proxy form can be downloaded from the website of the Company (<http://unitedteleservice.com>) and the website of the Stock Exchange (www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

The proxy form should be returned to the branch share registrar and the transfer office of the Company 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 for holding the AGM.

The Company would like to remind Shareholders that physical attendance at the AGM is not necessary for the purpose of exercising voting rights.

Questions from Shareholders

Shareholders attending the AGM using the ZOOM live webcast will be able to submit questions relevant to the proposed resolution(s) online during the AGM. Shareholders can also send their questions by email in advance by 10:30 a.m. on Tuesday, 17 May 2022 (being not less than twenty-four (24) hours before the time appointed for holding the AGM) via email to info@unitedteleservice.com providing personal particulars as follows for verification purposes:

- a) Full name;
- b) Registered address;
- c) Number of Shares held;
- d) Hong Kong Identity Card Number or passport number (in case of natural person)/ Company registration number (in case of body corporate);

SPECIAL ARRANGEMENT FOR THE ANNUAL GENERAL MEETING

- e) Contact telephone number; and
- f) Email Address.

The Board and/or the management and/or the Chairman of the AGM will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the AGM and will use its best endeavours to respond to the relevant questions as the Chairman of the AGM at his/her sole discretion considers practicable in the circumstances.

Changes to arrangements

The Company is closely monitoring the development of the COVID-19 pandemic in Hong Kong. Should any changes be made to the AGM arrangements, the Company will notify Shareholders by way of a separate announcement published on the website of the Company (<http://unitedteleservice.com>) and the website of the Stock Exchange (www.hkexnews.hk).

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

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 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) at 10:30 a.m. on Wednesday, 18 May 2022 or any adjournment thereof;
“AGM Notice”	the notice convening the AGM which is set out on pages 38 to 43 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;

DEFINITIONS

“Latest Practicable Date”	8 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“M&A”	the memorandum of association and articles of association of the Company;
“New Articles”	the amended and restated articles of the Company proposed to be adopted at the AGM;
“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.



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

Registered office:

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

Independent Non-executive Directors:

Mr. Lee Shu Sum Sam
Mr. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew

Principal Place of Business in Hong Kong:

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

13 April 2022

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;
(4) PROPOSED ADOPTION OF AMENDED AND
RESTATED ARTICLES OF ASSOCIATION;
AND
(5) 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; (iii) re-appoint auditors; and (iv) set out the details of proposed amendments to the Articles 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. Lee Shu Sum Sam will retire, and being eligible, have offered themselves 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.

LETTER FROM THE BOARD

4. PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2021 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. AMENDMENTS TO THE ARTICLES

The purpose of the amendments to the Articles is to bring the Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon the close of the AGM.

Full particulars of the proposed amendments to the Articles, where applicable brought about by the adoption of the New Articles (for reference purpose, marked-up against the Articles, where applicable) are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Articles comply with the requirements of the Listing Rules. The legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed amendments to the Articles do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Articles for a company listed on the Stock Exchange.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 38 to 43 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, Level 54, Hopewell Centre, 183 Queen's Road East, 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).

LETTER FROM THE BOARD

7. 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 Rule 13.39(5) of the Listing Rules. Details of procedures for conducting a poll are set out in the Appendix IV to this circular.

8. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to vote at the AGM, the register of members of the Company will be closed from Friday, 13 May 2022 to Wednesday, 18 May 2022 (both days inclusive), during such period no transfer of shares of the Company will be registered. In order to be eligible to 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 May 2022.

9. 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.

10. GENERAL INFORMATION

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

11. RECOMMENDATION

The Board considers that the Issue Mandate, the Repurchase Mandate, the extension of Issue Mandate, the re-election of the retiring Directors, the re-appointment of auditors and the amendments to the Articles 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. Under the Cayman Islands laws, the repurchased shares 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 2021) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.10	0.92
May	1.38	1.00
June	1.20	1.08
July	1.55	1.12
August	1.40	1.20
September	1.40	1.21
October	1.40	1.28
November	1.81	1.20
December	1.32	1.13
2022		
January	1.26	1.10
February	1.26	1.11
March	1.30	1.05
April (up to the Latest Practicable Date)	1.27	1.27

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, Mr. Ng Chee Wai, together with his associates and parties acting in concert with him, directly or indirectly, own an aggregate of 180,000,000 Shares, representing approximately 45% of the issued share capital of the Company. 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 Mr. Ng Chee Wai and his associates and parties acting in concert with him would be increased to approximately 50% of the issued share capital of the Company and such increase would 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 49, 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, through Marketing Intellect (UTS) Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Ng, indirectly held 180,000,000 Shares, representing 45.00% of the Shares and is accordingly deemed to be interested in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

The Company has entered into a service contract with Mr. Ng, pursuant to which the appointment of Mr. Ng as an executive Director is for a term of three years commencing from 12 July 2020 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 HK\$3,471,000 (equivalent to approximately RM1,851,000) 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. Lee Shu Sum Sam

Mr. Lee Shu Sum Sam, aged 50, is an independent non-executive Director.

Mr. Lee started his career in April 1994 as a customer service officer in Seapower Futures Limited, responsible for analysing and providing up-to-date market information of currency commodity and US stock market to customers. During the period between June 1996 and August 2005, Mr. Lee was the business analyst in The Hong Kong Jockey Club, responsible for overall project management. During the period between 2005 and 2010, Mr. Lee had worked in (i) The Hong Kong Broadband Network Limited as assistant IT manager, (ii) The Hong Kong International Terminals Limited as systems analyst and (iii) The Hong Kong Economic Times Limited as project manager.

Mr. Lee obtained a Bachelor of Information Technology from Griffith University in April 1994.

Save as disclosed herein, Mr. Lee 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. Lee 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. Lee did not hold any Shares within the meanings of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Lee, pursuant to which the appointment of Mr. Lee as an independent non-executive Director is for a term of three years commencing from 12 July 2020 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. Lee is HK\$180,000 (equivalent to approximately RM96,000) 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. Lee 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.

(8) By adding the following definitions immediately after “head office”:

“hybrid meeting” a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.

“Listing Rules” rules of the Designated Stock Exchange.

“Meeting Location” has the meaning given to it in Article 64A.

(9) By deleting the definition of “Law” in its entirety.

(10) By adding the definition the following definitions immediately after “paid up”:

“physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.

“Principal Meeting Place” shall have the meaning given to it in Article 59(2).

(11) By deleting the definition of “Subsidiary and Holding Company” in its entirety.

Article 2(2)

(12) By deleting Article 2(2)(e) in its entirety and replacing it with the following:

“(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;”

(13) By deleting Article 2(2)(h) in its entirety and replacing it with the following:

“(h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a ~~an~~Notice or document include a ~~an~~Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;”

(14) By deleting Article 2(2)(i) in its entirety and replacing it with the following:

“(i) Section 8 and Section 19 of the Electronic Transactions ~~Law~~Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;”

(15) By adding the following paragraphs at the end of Article 2(2):

“(j) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

(k) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

(l) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

(m) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.”

Article 3

(16) By deleting Article 3 in its entirety and replacing it with the following:

- “3. (1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of ~~\$~~Hong Kong dollars 0.01 each.
- (2) Subject to the ~~LawAct~~, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the ~~LawAct~~. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the ~~LawAct~~.
- (3) Subject to compliance with the ~~rules and regulations of the Designated Stock Exchange~~Listing Rules and any other ~~relevant~~competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
- (4) The Board may accept the surrender for no consideration of any fully paid share.
- (5) No share shall be issued to bearer.”

(17) By deleting Article 9 in its entirety.

(18) By deleting Article 12(1) in its entirety and replacing with the following:

- “~~12.~~(1) Subject to the ~~LawAct~~, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange~~Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of

shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of ~~m~~Members for any purpose whatsoever.”

Article 16

(19) By deleting the second sentence of Article 16 in its entirety and replacing with the following:

“The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.”

Article 17(2)

(20) By replacing the word “notices” as appeared in Article 17(2) with the word “Notices”.

Article 22

(21) By replacing the word “member” appeared in Article 22 with the word “Member”.

Article 23

(22) By replacing those words “notice” appeared in Article 23 with the words “Notice”.

Article 25

(23) By replacing the word “notice” appeared in Article 25 with the word “Notice”.

Article 35

(24) By replacing the word “notice” appeared in Article 35 with the word “Notice”.

Article 44

(25) By replacing those symbols “\$” appeared in Article 44 with the words “Hong Kong dollars”.

Article 45

(26) By deleting Article 45 in its entirety and replacing with the following:

- “45. Subject to the ~~rules of any Designated Stock Exchange~~Listing Rules, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:
- (a) ~~(a)~~ determining the Members entitled to receive any dividend, distribution, allotment or issue ~~and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;~~
 - (b) ~~(b)~~ determining the Members entitled to receive ~~a~~Notice of and to vote at any general meeting of the Company.”

Article 46

(27) By re-numbering existing Article 46 with Article 46(1) and adding the following Article 46(2) immediately thereafter:

- “(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.”

Article 51

(28) By deleting Article 51 in its entirety and replacing with the following:

- “~~51.~~51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.”

Article 55(2)(c)

(29) By deleting Article 55(2)(c) in its entirety and replacing with the following:

“(c) ~~the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice of its intention to sell such shares to, and caused advertisement in newspapers both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.~~”

Article 56

(30) By deleting Article 56 in its entirety and replacing with the following:

“56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles ~~(within a period of not more than fifteen and such annual general meeting must be held within six (156) months after the holding end of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board Listing Rules, if any).~~”

Article 57

(31) By deleting Article 57 in its entirety and replacing with the following:

“57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. ~~General~~All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.”

Article 58

(32) By deleting Article 58 in its entirety and replacing with the following:

“~~58.~~ The Board may whenever it thinks fit call extraordinary general meetings. Any one or more ~~Members~~Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may ~~do so in the same manner~~convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

Article 59

(33) By deleting Article 59 in its entirety and replacing with the following:

“~~59.~~ (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the ~~rules of the Designated Stock Exchange~~Listing Rules, a general meeting may be called by shorter notice, subject to the ~~Law~~Act, if it is so agreed:

~~(a)~~(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

~~(b)~~(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.

(2) The ~~n~~Notice shall specify (a) the time and place~~and~~, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by

~~electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The ~~Notice~~ convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such ~~Notices~~ from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”~~

Article 61(1)

(34) By deleting Article 61(1)(f) and (g) in its entirety.

Article 61(2)

(35) By deleting the second sentence of Article 61(2) in its entirety and replacing with the following:

“(2) Two (2) Members entitled to vote and present in person or by proxy or ~~(in the case of a Member being a corporation) by its duly~~, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.”

Article 62

(36) By deleting the second sentence of Article 62 in its entirety and replacing with the following:

“In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place-as(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.”

Article 63

(37) By deleting the fourth sentence in Article 63 in its entirety and replacing with the following:

“If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or ~~(in the case of a Member being a corporation) by its duly authorised representative or~~ by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

Article 64

(38) By deleting Article 64 in its entirety and replacing with the following:

“64. Subject to Article 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ notice of the adjourned meeting shall be given specifying the ~~time and place of the adjourned meeting~~ details set out in Article 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.”

Articles 64A–64G

(39) By adding Articles 64A to 64G immediately after Article 64:

“64A (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.”

(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:

(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are

available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.

(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

- 64C. If it appears to the chairman of the general meeting that:
- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
 - (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
 - (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
 - (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

- 64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

- 64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is

inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and
- (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

64F All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or

persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

64G Without prejudice to other provisions in Article 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

Article 66

(40) By deleting Article 66 in its entirety and replacing it with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy ~~or, in the case of a Member being a corporation, by its duly authorised representative~~ shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

(2) ~~Where~~ In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

~~(a)-(a)~~ by at least three Members present in person or ~~in the case of a Member being a corporation by its duly authorised representative or~~ by proxy for the time being entitled to vote at the meeting; or

- ~~(b)-(b)~~ by a Member or Members present in person ~~or in the case of a Member being a corporation by its duly authorised representative~~ or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- ~~(e)-(c)~~ by a Member or Members present in person ~~or in the case of a Member being a corporation by its duly authorised representative~~ or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member ~~or in the case of a Member being a corporation by its duly authorised representative~~ shall be deemed to be the same as a demand by the Member.”

Article 72

- (41) By replacing the words “adjourned meeting” in Article 72 with the words “adjourned meeting or postponed meeting”.

Article 73

- (42) By adding a new Article 73(2) immediately after Article 73(1) and the existing Article 73(2) be re-numbered as Article 73(3):

“(2) All members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

Article 74

- (43) By replacing the words “adjourned meeting” as appeared in Article 74 with the words “adjourned meeting or postponed meeting”.

Article 77

- (44) By deleting Article 77 in its entirety and replacing with the following:

“77. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid)

may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the ~~the~~ Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

Article 78

(45) By deleting Article 78 in its entirety and replacing with the following:

“78. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the ~~the~~ Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The

instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.”

Article 79

- (46) By replacing the word “notice” as appeared in Article 79 with the word “Notice” and the words “adjourned meeting” as appeared in Article 79 with the words “adjourned meeting or postponed meeting.”

Article 82

- (47) By replacing the word “notice” as appeared in Article 82 with the word “Notice”.

Article 83(3)

- (48) By deleting Article 83(3) in its entirety and replacing with the following:

“(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to reelection at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

Article 83(4)

- (49) By replacing the word “notice” as appeared in Article 83(4) with the word “Notice”.

Article 83(6)

- (50) By deleting Article 83(6) in its entirety and replacing with the following:

“(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.”

Article 100(1)

(51) By deleting Article 100(1) in its entirety and replacing with the following:

“(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) ~~any contract or arrangement for~~ (i) the giving of any security or indemnity either:-
 - (a) ~~to such~~ the Director or his close associate(s) ~~any security or indemnity~~ in respect of money lent ~~by him or any of his close associate(s)~~ or obligations incurred or undertaken by him or any of ~~his close associate(s)~~ them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) ~~(ii) any contract or arrangement for the giving of any security or indemnity~~ to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- ~~(iii)~~ (ii) any ~~contract or arrangement~~ proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase; where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) ~~any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or~~
- ~~(v)~~ (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme, under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme ~~or other arrangement~~ which relates ~~both to Directors or the Director,~~ his close associate(s) and ~~to employees~~ employee(s) of the Company

or ~~of~~ any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not ~~accorded~~—generally accorded to the class of persons to which such scheme or fund relates;

- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

Article 111

- (52) By deleting the first sentence of Article 111 in its entirety and replacing with the following:

“The Board may meet for the despatch of business, adjourn or postpone and otherwise regulate its meetings as it considers appropriate.”

Article 112

- (53) By deleting Article 112 in its entirety and replacing with the following:

“112. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or ~~via~~ by electronic mail means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine ~~whenever he shall be required so to do by any Director.~~”

Article 113(2)

- (54) By deleting Article 113(2) in its entirety and replacing with the following:

“(2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.”

Article 119

(55) By adding a new sentence immediately after the first sentence of Article 119:

“119. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.”

Article 144

(56) By re-numbering the existing Article 144 as Article 144(1) and adding a new Article 144(2) immediately after the Article 144(1):

“(2) Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.”

Article 152(2)

(57) By deleting Article 152(2) in its entirety and replacing with the following:

“(2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”

Article 155

(58) By deleting Article 155 in its entirety and replacing with the following:

~~“155. The Directors may fill any casual vacancy in the office of auditor becomes vacant by the resignation or death of the Auditor but while any such vacancy continues the surviving or continuing Auditor; or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required; Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall fill the vacancy and fix the hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Auditor so appointed Members under Article 154.”~~

Article 158

(59) By deleting Article 158 in its entirety and replacing with the following:

~~“158. (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be served given or delivered issued by the Company on or to any Member either following means:~~

- ~~(a) by serving it personally or on the relevant person;~~
- ~~(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting;~~
- ~~(c) by delivering or leaving it to any at such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by as aforesaid;~~
- ~~(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing;~~

- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
- (f) by publishing it on the Company's website ~~or to which the website of the Designated Stock Exchange~~ relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to the member a noticee any such person stating that the notice ~~or other~~ document or publication is available thereon the Company's computer network website (a "notice of availability"); or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- ~~(2) The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.~~
- ~~(3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.~~
- ~~(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.~~
- ~~(5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.~~
- ~~(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language."~~

Article 159

(60) By deleting Article 159(c), (d) and (e) in its entirety and replacing with the following:

- “(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
- ~~(e)-(d)~~ if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- ~~(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~
- (e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.”

Article 162(1)

(61) By deleting Article 162(1) in its entirety and replacing with the following:

- “(1) Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”

Article 163(1)

(62) By deleting Article 163(1) in its entirety and replacing with the following:

- “(1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such ~~m~~Members in proportion to the amount paid up on the shares held by them respectively and

(ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.”

Article 163(3)

(63) By deleting Article 163(3) in its entirety.

Article 164(1)

(64) By deleting Article 164(1) in its entirety and replacing with the following:

“(1) The Directors, Secretary and other officers and every Auditor ~~for the time being~~ of the Company ~~at any time, whether at present or in the past,~~ and the liquidator or trustees (if any) ~~for the time being acting or who have acted~~ in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.”

New Article 165

(65) By adding the following new Article 165 and the existing Article 165 be re-numbering as Article 166:

FINANCIAL YEAR

“165. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.”

Revised Article 167 (original Article 166)

(66) By deleting the existing Article 166 in its entirety and replace with the following Article 167:

“167. No Member shall be entitled to require discovery of or any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Members to communicate to the public.”

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 with 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. 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 2021;
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; 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 might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 adoption 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.

“**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

NOTICE OF ANNUAL GENERAL MEETING

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.”

- (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.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

5. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing articles of association of the Company (the “**Existing Articles of Association**”), the details of which are set out in Appendix III to the circular of the Company dated 13 April 2022, be and are hereby approved;
- (b) the new articles of association of the Company (the “**New Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles of Association with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
UTS Marketing Solutions Holdings Limited
Wong Weng Yuen
Company Secretary

Hong Kong, 13 April 2022

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In light of the new regulations of Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of Laws of Hong Kong) and Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) announced by the Government of the Hong Kong, the AGM will be a hybrid meeting, comprising an in-room meeting at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong (the “**AGM Venue**”) and an online virtual meeting via electronic facilities (ZOOM MEETING) (the “**Virtual AGM**”). The AGM will be held within the maximum number of persons allowed by the Regulations and such persons will include the Chairman of the AGM and Director(s). For so long reduced gathering restrictions under the Regulations are in place, **NO other Shareholder, proxy or corporate representative should attend the AGM in person.** The Shareholders and/or their proxies can view, and participate to a ZOOM live webcast of the AGM.

Shareholders who wish to join the Virtual AGM must register by 10:30 a.m. on Monday, 16 May 2022 (being not less than 48 hours before the AGM) by sending an email to info@unitedteleservice.com and providing personal particulars, including full name, registered address, number of shares held and relevant securities statements for verification purposes. Following verification of his/her/its status as members of the Company, authenticated Shareholders will receive an email instruction on how to join the live broadcast to observe the proceedings of the AGM by Tuesday, 17 May 2022.

The Virtual AGM will be broadcasted from the AGM Venue and only the minimum number of persons will be physically present at the AGM Venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxy. Other Directors will participate by way of electronic means.

Shareholders will be able to view and participate to the Virtual AGM through a ZOOM live webcast from 10:30 a.m. until the completion of the AGM on Wednesday, 18 May 2022 on a computer, tablet or any browser enabled device.

2. All resolutions at the AGM will be decided on a poll.
3. 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 AGM in accordance with your instructions. In order to be valid, you are requested to deliver the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Articles of Association of the Company to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. For determining the entitlement to vote at the AGM, the Register of Members of the Company will be closed from Friday, 13 May 2022 to Wednesday, 18 May 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong Time) on Thursday, 12 May 2022.
5. In the case of joint holders of a share, any one of such joint holders may vote, but if more than one of such joint holders vote, the one whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

6. Shareholders attending the AGM using the ZOOM live webcast will be able to submit questions relevant to the proposed resolution(s) online during the AGM. Shareholders can also send their questions by email in advance by 10:30 a.m. on Tuesday, 17 May 2022 (being not less than twenty-four (24) hours before the time appointed for holding the AGM) via email to info@unitedteleservice.com providing personal particulars as follows for verification purposes:
- a) Full name;
 - b) Registered address;
 - c) Number of Shares held;
 - d) Hong Kong Identity Card Number or passport number (in case of natural person)/Company registration number (in case of body corporate);
 - e) Contact telephone number; and
 - f) Email Address.

The Board and/or the management and/or the Chairman of the AGM will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the AGM and will use its best endeavours to respond to the relevant questions as the Chairman of the AGM at his/her sole discretion considers practicable in the circumstances.

7. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the website of the Company (<http://unitedteleservice.com>) or the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) for future announcements and update on the AGM arrangement.
8. The “Special Arrangements for the Annual General Meeting” set out in the circular shall form part of this notice.

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. Lee Shu Sum Sam
Mr. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew