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UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

CHANGE OF JOINT COMPANY SECRETARY

The board of directors (the “**Board**”) of UTS Marketing Solutions Holdings Limited (the “**Company**”) announces that, due to his own career commitment, Mr. Yau Chung Hang (“**Mr. Yau**”) has resigned as the joint company secretary of the Company with effect from 5 February 2018 and Mr. Siu Chun Pong Raymond (“**Mr. Siu**”) has been appointed as the joint company secretary of the Company with effect from 5 February 2018.

Mr. Yau has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company.

The biographical details of Mr. Siu are set out below:

Mr. Siu, aged 38, has been a practising solicitor of The High Court of Hong Kong since 2005. Mr. Siu has over 13 years of experience in corporate finance and regulatory compliance. He is now the principal of Raymond Siu & Lawyers. Prior to setting up and running his own solicitors firm, he was a partner of F. Zimmern & Co., Solicitors & Notaries. Mr. Siu graduated from The University of Hong Kong with a Bachelor of Laws degree and University College London with a Master of Laws degree.

The Board would like to express its sincere gratitude to Mr. Yau for his valuable contributions to the Company during his tenure with the Company and extend its warm welcome to Mr. Siu to his new appointment.

Mr. Wong Weng Yuen (“**Mr. Wong**”) will continue to remain as another joint company secretary of the Company.

WAIVER IN RESPECT OF RULE 8.17 AND RULE 3.28 OF THE LISTING RULES

Reference is made to the prospectus of the Company dated 22 June 2017 (the “**Prospectus**”).

As Mr. Wong does not fulfil the qualification requirements under Rule 8.17 and Rule 3.28 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Stock Exchange has granted a waiver to the Company (the “**Waiver**”) from strict compliance with the requirements under Rule 8.17 and Rule 3.28 of the Listing Rules for a period of three years commencing from 12 July 2017 on the conditions which were disclosed in the Prospectus, including but not limited to the condition that should Mr. Yau, the other joint company secretary, cease to provide assistance to Mr. Wong before the expiration of such three-year period, the Waiver will be immediately revoked.

In view of Mr. Yau’s resignation and Mr. Siu’s appointment, the Company has made an application to the Stock Exchange for, and the Stock Exchange has granted, a new waiver (the “**New Waiver**”) from strict compliance with the requirements under Rule 8.17 and Rule 3.28 of the Listing Rules up to 12 July 2020 (i.e. the remaining portion of the original initial term of Mr. Yau, being three years from the date of listing of the shares of the Company on the Stock Exchange) (the “**Remaining Period**”) on the following conditions:

- (i) Mr. Wong will be assisted by Mr. Siu during the Remaining Period;
- (ii) the Company shall notify the Stock Exchange at the end of the Remaining Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that, after the end of the Remaining Period, the Company will be able to demonstrate that Mr. Wong can satisfy Rule 3.28 and Rule 8.17 after having the benefit of Mr. Siu’s assistance such that a further waiver will not be necessary; and
- (iii) the Company discloses details of the New Waiver, including reasons for the New Waiver and the conditions thereof, by way of this announcement.

The New Waiver applies to the case set out in this announcement only and will be revoked immediately if and when Mr. Siu ceases to provide assistance to Mr. Wong. The Stock Exchange may withdraw or change it if the Company’s situation changes.

On behalf of the Board
UTS Marketing Solutions Holdings Limited
Ng Chee Wai
Chairman and Executive Director

Hong Kong, 5 February 2018

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