

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE ADVANCE TO AN ENTITY FURTHER EXTENSION OF THE REPAYMENT DATE

Reference is made to the announcements of the Company dated 31 January 2019, 8 July 2019, 8 July 2020 and 10 July 2020.

On 28 June 2021, UTS Malaysia, Exsim and Mightyprop entered into a Further Extension Agreement, pursuant to which Exsim has undertaken to (i) repay the Advance on or before 30 June 2022 and (ii) pay the interest calculated at the rate of 10% per annum on a daily basis accrued from 4 February 2019 up to 30 June 2021 and at the rate of 11% per annum on a daily basis accrued from 1 July 2021 up to the date of repayment and UTS Malaysia agreed to such arrangement.

The Further Extension Agreement constitutes financial assistance under the Listing Rules. As the highest applicable percentage ratio as calculated under Rule 14.06 of the Listing Rules in respect of the Further Extension Agreement is more than 5% but less than 25%, the Further Extension Agreement constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. The Further Extension Agreement is subject to the reporting and announcement requirements but is exempted from shareholders' approval requirement under Chapter 14 of the Listing Rules.

Since the Advance in the sum of RM12,000,000 is more than 8% of the assets ratio, it is required to be announced under Rule 13.13 of the Listing Rules.

Reference is made to the announcements of UTS Marketing Solutions Holdings Limited (the “**Company**”) dated 31 January 2019, 8 July 2019, 8 July 2020 and 10 July 2020 (collectively, the “**Announcements**”) in relation to the Agreement dated 31 January 2019 entered into between UTS Malaysia, Exsim and Mightyprop in relation to the Advance. Unless otherwise stated, capitalised terms used herein shall denote the same meanings as those defined in the Announcement.

As disclosed in the Announcements, Exsim has undertaken to repay the Advance in the sum of RM12,000,000 in full within 12 months from 8 July 2020, i.e. 7 July 2021, with the interest of 10% per annum.

FURTHER EXTENSION AGREEMENT

Upon further negotiations between UTS Malaysia, Exsim and Mightyprop, on 28 June 2021, the parties entered into a further extension agreement (the “**Further Extension Agreement**”), pursuant to which Exsim has undertaken to (i) repay the Advance on or before 30 June 2022 and (ii) pay the interest calculated at the rate of 10% per annum on a daily basis accrued from 4 February 2019 up to 30 June 2021 and at the rate of 11% per annum on a daily basis accrued from 1 July 2021 up to the date of repayment and UTS Malaysia agreed to such arrangement (the “**Further Extension**”).

Save for the aforesaid, all other terms of the Agreement shall remain the same and in full force and effect.

CONDITION PRECEDENT

The Further Extension Agreement shall be subject to the condition precedent that the Company having complied with all the requirements under the Listing Rules.

INFORMATION OF EXSIM AND MIGHTYPROP

As at the date of this announcement, Exsim and Mightyprop are principally engaged in the business of property development in Malaysia. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, Exsim, Mightyprop and their respective ultimate beneficial owners are Independent Third Parties and not connected with the Group as at the date of this announcement. The ultimate beneficial owners of Exsim and Mightyprop are Lim Aik Hoe, Lim Aik Kiat and Lim Aik Fu.

REASONS FOR, AND BENEFITS OF, THE FURTHER EXTENSION AGREEMENT

The Company and its subsidiaries principally provide telemarketing services of financial products for its clients which are mainly banks and insurance companies.

Given the wishes of the Group to fully utilize the financial resources and the potential return of the Advance is higher than merely depositing the financial resources of the Group in commercial banks, the Group has decided to enter into the Further Extension Agreement.

The terms of the Further Extension Agreement were negotiated on an arm’s length basis between the Group and Exsim based on, amongst others, the financial conditions of Exsim, the Group’s assessment on the source of funds for repayment and the business conditions of Exsim and Mightyprop and the business plans of the Group in the forthcoming year. Taking into account the interest income expected to be generated as a result of the Further Extension, the Directors consider that the terms and conditions of the Further Extension Agreement are on normal commercial terms and are fair and reasonable and that the Further Extension Agreement is in the interest of the Company and the Shareholders as a whole.

The Board considers that, despite the Further Extension Agreement, there will not be any material adverse impact on the existing business operations and prospects of the Group.

LISTING RULES IMPLICATIONS

The Further Extension Agreement constitutes financial assistance under the Listing Rules. As the highest applicable percentage ratio as calculated under Rule 14.06 of the Listing Rules in respect of the Further Extension Agreement is more than 5% but less than 25%, the Further Extension Agreement constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. The Further Extension Agreement is subject to the reporting and announcement requirements but is exempted from shareholders' approval requirement under Chapter 14 of the Listing Rules.

Further, the Advance in the sum of RM12,000,000 is more than 8% of the assets ratio, it is required to be announced under Rule 13.13 of the Listing Rules.

As none of the Directors has a material interest in the Further Extension Agreement, no Director is required to abstain from voting on the relevant resolutions.

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

Hong Kong, 28 June 2021

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.