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## **UTS MARKETING SOLUTIONS HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6113)**

### **CHANGE OF CHAIRMAN, DIRECTORS AND CHIEF EXECUTIVE OFFICER; CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND CHANGE OF AUTHORISED REPRESENTATIVES**

#### **RETIREMENT AND RESIGNATION OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of UTS Marketing Solutions Holdings Limited (the “**Company**”) is pleased to announce that:

1. Mr. Ng Chee Wai (“**Mr. Ng**”) has retired as an executive Director and resigned as the Chairman of the Board with effect from the conclusion of the annual general meeting of the Company held on 26 June 2025 (the “**2025 AGM**”);
2. due to other business and personal commitments, Mr. Kwan Kah Yew (“**Mr. Kwan**”) has resigned as an executive Director, a member of the Nomination Committee and an authorised representative of the Company (the “**Authorised Representative (LR)**”) for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 26 June 2025 (after all general meetings of the Company);
3. Mr. Chan Hoi Kuen Matthew (“**Mr. Chan**”) has retired as an independent non-executive Director with effect from the conclusion of the 2025 AGM, and Mr. Chan also ceased to be the chairman of the remuneration committee (the “**Remuneration Committee**”), a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board, an Authorised Representative (LR) and the authorised representative of the Company for accepting the service of process and notices on behalf of the Company for the purpose of Part 16 of the Companies Ordinance (the “**Authorised Representative (CO)**”) with effect from the conclusion of the 2025 AGM;

4. due to other business and personal commitments, Mr. Kow Chee Seng (“**Mr. Kow**”) has resigned as an independent non-executive Director, the chairman of the Audit Committee, a member of each of the Remuneration Committee and the Nomination Committee with effect from 26 June 2025 (after all general meetings of the Company);
5. Ms. Tan Yee Vean (“**Ms. Tan**”) has retired as an independent non-executive Director with effect from the conclusion of the 2025 AGM, and Ms. Tan also ceased to be the chairman of the Nomination Committee, a member of each of the Audit Committee and the Remuneration Committee with effect from the conclusion of the 2025 AGM; and
6. due to other business and personal commitments, Mr. Lee Koon Yew (“**Mr. Lee**”) has resigned as the chief executive officer of the Company with effect from 26 June 2025 and Mr. Lee also ceased to be a member of the Remuneration Committee with effect from 26 June 2025 (after all general meetings of the Company). Mr. Lee will remain as an executive Director and will continue to be entitled to his existing remuneration as an executive Director of HK\$180,000 per annum.

Each of Mr. Ng, Mr. Lee, Mr. Kwan, Mr. Chan, Mr. Kow and Ms. Tan has confirmed that he/she has no disagreement with the Board and there are no matters concerning his/her retirement/resignation that need to be brought to the attention of the Stock Exchange or the holders of securities of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ng, Mr. Lee, Mr. Kwan, Mr. Chan, Mr. Kow and Ms. Tan for their valuable contributions to the Company during their tenure of office.

## **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that, with effect from 26 June 2025 (after all general meetings of the Company):

1. Mr. Luo Zuchun (“**Mr. Luo**”) has been appointed as the Chairman of the Board, an executive Director, the chief executive officer of the Company and a member of each of the Nomination Committee and the Remuneration Committee;
2. Mr. Chen Jiajun (“**Mr. Chen**”) has been appointed as an executive Director;
3. Mr. Cai Runjia (“**Mr. Cai**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
4. Mr. Cheuk Ho Kan (“**Mr. Cheuk**”) has been appointed as an independent non-executive Director and the chairman of the Audit Committee; and
5. Ms. Liu Mei (“**Ms. Liu**”) has been appointed as an independent non-executive Director and the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee.

The biographical details of Mr. Luo, Mr. Chen, Mr. Cai, Mr. Cheuk and Ms. Liu are as follows:

**Mr. Luo Zuchun**

Mr. Luo Zuchun, aged 43, has been appointed as the Chairman of the Board, an executive Director and the chief executive officer of the Company.

Mr. Luo is an entrepreneur with extensive management experience, particularly in the fields of technology and digital currency with rich expertise in application-specific integrated circuit (ASIC) chip design and high-performance computing (HPC). He is the founder of Microhash International Pte. Ltd., a Singapore-based company principally engaged in financial advisory services and digital currency-related business. Mr. Luo was a sales manager in Guangdong Xintianjing Industrial Co., Ltd.\* (廣東新天景實業有限公司), a company principally engaged in trading of steel and building materials, from January 2009 to July 2015. Since July 2015, he has been serving as the general manager of Shenzhen Yongyi Technology Co., Ltd.\* (深圳永意科技有限公司), a company principally engaged in ASIC chip design and HPC. Mr. Luo obtained a Master of Arts in Marketing from the Charisma University in 2021.

As at the date of this announcement, Mr. Luo, through CoreVest Holdings Limited (a company indirectly wholly-owned by Mr. Luo), holds 220,000,000 shares in the Company (the “**Shares**”), representing 55% of the entire issued share capital of the Company.

Mr. Luo has entered into a service agreement with the Company for a term of three years commencing from the date of his appointment. He is subject to re-election at the next following annual general meeting of the Company after his appointment, and subsequently retirement from office by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company (the “**Articles**”). According to the service agreement, Mr. Luo will be entitled to the remuneration of HKD1,800,000 per annum for his appointments as an executive Director and the chief executive officer of the Company. His remuneration is determined by the Board with regard to his duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions.

**Mr. Chen Jiajun**

Mr. Chen Jiajun, aged 32, has been appointed as an executive Director.

Mr. Chen has extensive investment experience and has a wide variety of investments in different industries. He holds a master’s degree in Science of Finance from the University of Southern California. Mr. Chen served at Shenzhen Kingkey Banner Commercial Management Ltd. (深圳市京基百納商業管理有限公司) as vice-president from May 2015 to May 2018 and president from May 2018 to January 2019. Mr. Chen currently also serves as a Director of University of Southern California China Alumni Club.

Mr. Chen has been appointed as (i) a non-independent director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd.\* (深圳市京基智農時代股份有限公司), the shares of which are listed on Shenzhen Stock Exchange (stock code: 000048.SZ), from 23 June 2020 to 27 October 2022; (ii) an executive director of Kingkey Financial International (Holdings) Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1468.HK) from 28 August 2020 to 8 March 2024; (iii) an executive director of Allegro Culture Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 550.HK), from 1 September 2023 to 20 May 2024; and (iv) an executive director of Coolpad Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2369.HK), since 17 January 2019.

Mr. Chen has entered into a service agreement with the Company for a term of three years commencing from the date of his appointment. He is subject to re-election at the next following annual general meeting of the Company after his appointment, and subsequently retirement from office by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. According to the service agreement, Mr. Chen will be entitled to the remuneration of HKD240,000 per annum for his appointment as an executive Director. His remuneration is determined by the Board with regard to his duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions.

#### **Mr. Cai Runjia**

Mr. Cai Runjia, aged 40, has been appointed as an independent non-executive Director.

Mr. Cai has over 18 years of experience in the computer hardware and software industry. Since December 2017, he has served as the General Manager of Shenzhen Aisike Technology Co., Ltd.\* (深圳市愛思科技術科技有限公司), responsible for the overall operations and technology research and development of the company. Prior to that, he served as General Manager of various private companies, focusing on fields such as computer hardware system design, research and development of computing power technology, and intelligent device development. Mr. Cai possesses a Master of Business Administration degree from International American University in the United States of America, majoring in Management Information Systems.

Mr. Cai has entered into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He is subject to re-election at the next following annual general meeting of the Company after his appointment, and subsequently retirement from office by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. According to the letter of appointment, Mr. Cai will be entitled to HKD180,000 per annum as director's fee for his appointment as an independent non-executive Director. His remuneration is determined by the Board with regard to his duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions.

### **Mr. Cheuk Ho Kan**

Mr. Cheuk Ho Kan, aged 37, has been appointed as an independent non-executive Director.

Mr. Cheuk obtained a degree of Bachelor of Commerce (Honours) in Accountancy from Hong Kong Baptist University in 2010. Mr. Cheuk has more than 10 years of experience in various areas including accounting, auditing, financial management, taxation, financing and corporate management. Mr. Cheuk is a member of the Hong Kong Institute of Certified Public Accountants and he is also a practicing accountant in Hong Kong. In 2013, he worked in the assurance department of BDO Limited. From 2013 to 2016, he worked in the assurance practice of PricewaterhouseCoopers Limited. From 2016 to 2018, Mr. Cheuk was a financial analyst at Merrill Corporation Hong Kong Limited (currently known as TOPPAN NEXUS LIMITED). Mr. Cheuk served as Senior Manager of Finance Department at Huarong Rongde (Hong Kong) Investment Management Company Limited from 2018 to 2019 and Vice President of Finance Department at China Huarong International Holdings Limited from 2020 to 2021.

Mr. Cheuk has been appointed as an independent non-executive director of Coolpad Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2369.HK), since 8 January 2024.

Mr. Cheuk has entered into a letter of appointment with the Company for a term of three years commencing from the date of his appointment. He is subject to re-election at the next following annual general meeting of the Company after his appointment, and subsequently retirement from office by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. According to the letter of appointment, Mr. Cheuk will be entitled to HKD180,000 per annum as director's fee for his appointment as an independent non-executive Director. His remuneration is determined by the Board with regard to his duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions.

### **Ms. Liu Mei**

Ms. Liu Mei, aged 37, has been appointed as an independent non-executive Director.

Ms. Liu is currently a practicing lawyer at Beijing Zhongwen (Shenzhen) Law Firm. She holds dual professional qualifications in law and finance, with extensive expertise in corporate governance of listed companies, capital market regulation, and corporate compliance. With over 15 years of hands-on experience across law firms, commercial banks, and financial institutions, Ms. Liu specialises in capital market legal affairs and financial risk control. She has led the legal structuring and risk assessment for numerous investment projects. She obtained a Master of Business Administration with a concentration in Financial Markets Risk Management from the University of Illinois in 2016 and dual degrees in Economics and Management from Southwestern University of Finance and Economics in 2010.

Ms. Liu has entered into a letter of appointment with the Company for a term of three years commencing from the date of her appointment. She is subject to re-election at the next following annual general meeting of the Company after her appointment, and subsequently retirement from office by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. According to the letter of appointment, Ms. Liu will be entitled to HKD180,000 per annum as director's fee for her appointment as an independent non-executive Director. Her remuneration is determined by the Board with regard to her duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions.

Each of Mr. Cai, Mr. Cheuk and Ms. Liu has confirmed that (i) he/she has met each of the independence factors as referred to in Rules 3.13 (1) to (8) of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment.

As at the date of this announcement, save as disclosed herein, each of Mr. Luo, Mr. Chen, Mr. Cai, Mr. Cheuk and Ms. Liu (i) does not hold any position within the Company or its subsidiaries; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (iii) has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; and (iv) does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, there is no other information related to the appointment of each of Mr. Luo, Mr. Chen, Mr. Cai, Mr. Cheuk and Ms. Liu that need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Stock Exchange and the Shareholders.

Each of Mr. Luo, Mr. Chen, Mr. Cai, Mr. Cheuk and Ms. Liu has obtained the legal advice as required under Rule 3.09D of the Listing Rules on 3 June 2025.

The Board would like to extend its warmest welcome to Mr. Luo, Mr. Chen, Mr. Cai, Mr. Cheuk and Ms. Liu for joining the Company.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board announces that, following the foregoing change in the Directors, with effect from 26 June 2025:

1. the Audit Committee comprises Mr. Cheuk as its chairman, and Ms. Liu and Mr. Cai as its members;
2. the Remuneration Committee comprises Mr. Cai as its chairman, and Ms. Liu and Mr. Luo as its members; and
3. the Nomination Committee comprises Ms. Liu as its chairman, and Mr. Cai and Mr. Luo as its members.

## **CHANGE OF AUTHORISED REPRESENTATIVES**

The Board further announces that, following Mr. Kwan and Mr. Chan ceasing to be the Authorised Representative (LR) and/or the Authorised Representative (CO) (as the case may be), Mr. Cheuk Ho Kan and Mr. Siu Chun Pong Raymond (the company secretary of the Company) have been appointed as the Authorised Representatives (LR) and Mr. Cheuk Ho Kan has been appointed as the Authorised Representative (CO).

By Order of the Board  
**UTS Marketing Solutions Holdings Limited**  
**Luo Zuchun**  
*Chairman & Executive Director*

Hong Kong, 26 June 2025

*As at the date of this announcement and after all changes of Directors, the executive Directors are Mr. Luo Zuchun (Chairman), Mr. Chen Jiajun and Mr. Lee Koon Yew; and the independent non-executive Directors are Ms. Liu Mei, Mr. Cheuk Ho Kan and Mr. Cai Runjia.*

\* *For identification only*