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UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The board of directors (the “**Board**”) of UTS Marketing Solutions Holdings Limited (the “**Company**”) has resolved to recommend the declaration and payment of a special dividend of 4.0 HK cents per share (the “**Special Dividend**”) out of the share premium account of the Company (the “**Share Premium Account**”), subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”). The circular and the notice of AGM will be despatched to the shareholders in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in due course.

As at the date of this announcement, the Company has 400,000,000 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$16 million. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the Payment of Special Dividend out of Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the articles of association of the Company (the “**Articles**”) and in accordance with the Companies Act of the Cayman Islands.

Based on the consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account as at 31 December 2023 was approximately RM43,966,000 (equivalent to approximately HK\$74,823,000). Following the payment of the Special Dividend, there will be a remaining balance of approximately RM34,366,000 (equivalent to approximately HK\$58,823,000) standing to the credit of the Share Premium Account.

Conditions of the Payment of Special Dividend out of Share Premium Account

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 134 of the Articles;
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business; and
- (c) the Company having complied with all requirements under the laws of the Cayman Islands and the Listing Rules regarding the payment of Special Dividend out of the Share Premium Account.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash on or about Tuesday, 16 July 2024 to those Shareholders whose names appear on the Register of Members of the Company at the close of business on Thursday, 4 July 2024, being the record date for determination of entitlements to the Special Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

Reasons for and effect of the payment of the Special Dividend out of the Share Premium Account

The Board considers that it is unnecessary to maintain the Share Premium Account at the current level and it is appropriate to distribute the Special Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it is appropriate and proposes that Special Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles and the Companies Act of the Cayman Islands. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Special Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

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

Hong Kong, 27 May 2024

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.