

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, 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, stockbroker 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) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EGM

A notice convening the EGM of UTS Marketing Solutions Holdings Limited to be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m. is set out on pages 8 to 10 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://unitedteleservice.com>). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment or postponement thereof if they so wish and in such event, the form of proxy will be deemed to be revoked.

5 June 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the second amended and restated articles of association of the Company adopted on 18 May 2022 and as amended from time to time;
“Board”	the board of the Directors;
“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;
“Director (s)”	the director (s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m. or any adjournment or postponement thereof, for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Memorandum”	the amended and restated memorandum of association of the Company adopted on 18 May 2022 and as amended from time to time;
“New Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum of association and third amended and restated articles of association proposed to be adopted by the Company at the EGM;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Proposed Adoption of New Amended and Restated Memorandum and Articles of Association”	the proposed adoption of the New Amended and Restated Memorandum and Articles of Association;
“Proposed Change of Company Name”	the proposed change of the name of the Company from “UTS Marketing Solutions Holdings Limited” to “BitStrat Holdings Limited” with the dual foreign name in Chinese “比特策略控股有限公司”;
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

Independent Non-executive Directors:

Mr. Kow Chee Seng

Mr. Chan Hoi Kuen Matthew

Ms. Tan Yee Vean

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Unit 1802, 18/F

Ruttonjee House

Ruttonjee Centre

11 Duddell Street

Central, Hong Kong

5 June 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 5 June 2025 in relation to the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association.

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association and to give you notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 5 June 2025, it proposed to change the name of the Company from “UTS Marketing Solutions Holdings Limited” to “BitStrat Holdings Limited” with the dual foreign name in Chinese “比特策略控股有限公司”.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by Shareholders approving the Proposed Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies in place of the former English name. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the new English name and the new dual foreign name in Chinese of the Company will better align with the Group’s existing business and its new strategic direction towards digital currency and related businesses. The Proposed Change of Company Name would provide a clear identification to the market and general public.

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and its financial position. Once the Proposed Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the Shares will be traded on the Stock Exchange under the new name of the Company. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of Company Name having become effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names will be changed for trading in the securities of the Company on the Stock Exchange after the Proposed Change of Company Name becomes effective.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to amend and restate the Memorandum and Articles of Association to reflect the Proposed Change of Company Name with effect from the same time the Proposed Change of Company Name takes effect.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to adopt the New Amended and Restated Memorandum and Articles of Association to reflect the Proposed Change of Company Name by replacing all references therein to “UTS Marketing Solutions Holdings Limited” with “BitStrat Holdings Limited 比特策略控股有限公司” and by replacing all references to “Companies Law” with “Companies Act”.

Implication of the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association

The amendments to the Memorandum and Articles of Association will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

Further announcement (s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association and the new English and Chinese stock short names of the Company as and when appropriate.

EGM

The EGM will be convened and held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 26 June 2025 at 11:30 a.m., for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association. A notice convening the EGM is set out on pages 8 to 10 of this circular.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM in relation to the Proposed Change of Company Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025, both days inclusive, in order to determine the entitlement of Shareholders to attend the EGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 20 June 2025.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://unitedteleservice.com>). Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment or postponement thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the EGM if they so wish and in such event, the form of proxy will be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any votes of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the special resolutions to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. After the conclusion of the EGM, the results of the poll will be released on the Stock Exchange's website at www.hkexnews.hk and the Company's website at <http://unitedteleservice.com>.

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.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6113)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of UTS Marketing Solutions Holdings Limited (the “**Company**”) will be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 26 June 2025, at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “UTS Marketing Solutions Holdings Limited” to “BitStrat Holdings Limited” with dual foreign name in Chinese “比特策略控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming the new name has been registered, and that any one of the directors of the Company (the “**Directors**”) be and he/she is hereby authorised to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the aforesaid Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. “**THAT** subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register of companies by the Registrar of Companies in the Cayman Islands, the existing amended and restated memorandum of association and the second amended and restated articles of association of the Company be amended in the manner as set out in the circular of the Company dated 5 June 2025 (the “**Circular**”); and the second amended and restated memorandum of association and the third amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum of association and the existing second amended and restated articles of association of the Company upon the Proposed Change of Company Name becoming effective and that any one of the Directors be and he/she is hereby authorised to do all such acts and things and execute all such

NOTICE OF EXTRAORDINARY GENERAL MEETING

documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the second amended and restated memorandum of association and the third amended and restated articles of association of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
UTS Marketing Solutions Holdings Limited
Raymond Siu
Company Secretary

Hong Kong, 5 June 2025

Principal place of business in Hong Kong:

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

Notes:

1. A member entitled to attend and vote at the EGM (or at any adjournment or postponement thereof) is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment or postponement thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment or postponement thereof.
4. For determining the entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM (or at any adjournment or postponement 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong Time) on Friday, 20 June 2025.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjourned or postponed meeting (as the case may be) should he so wish.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://unitedteleservice.com> and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

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. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew
Ms. Tan Yee Vean