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TEMPUS

騰邦控股

TEMPUS HOLDINGS LIMITED

騰邦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 06880)

COMPLETION OF SUBSCRIPTION OF NEW SHARES

UNDER SPECIFIC MANDATE

References are made to the announcements of Tempus Holdings Limited (the “**Company**”) dated 28 December 2021 and 26 January 2022 and the circular of the Company dated 14 January 2022 (the “**Circular**”) in relation to, among other things, the entering into of the Subscription Agreement and the transactions contemplated thereunder (including the granting of the Specific Mandate for the allotment and issue of the Subscription Shares). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all conditions precedent to the Subscription Agreement have been fulfilled and the Completion took place on 4 February 2022 in accordance with the terms and conditions of the Subscription Agreement. A total of 87,315,200 Subscription Shares have been allotted and issued to the Subscriber pursuant to the terms of the Subscription Agreement, at the Subscription Price of HK\$0.19941 per Subscription Share.

Pursuant to the Deed of Set Off, the Subscriber and the Company have agreed that the Subscriber shall settle the Consideration of approximately HK\$17,411,524.03 by way of set off against the Shares Settlement Amount (the “**Set-Off**”), which is in an amount equivalent to the Consideration. Upon Completion, the Set Off took place on 4 February 2022 simultaneously.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The Subscription Shares represent (i) approximately 25.00% of the issued share capital of the Company immediately before Completion; and (ii) approximately 20.00% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. Set out below is the shareholding structure of the Company immediately before and after Completion:

Name of Shareholder	Immediately before Completion		Immediately after Completion	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Zhong Baisheng <i>(Note 1)</i>	201,534,092	57.70	201,534,092	46.16
Minority Shareholders <i>(Note 2)</i>	24,030,000	6.88	24,030,000	5.51
The Subscriber <i>(Note 4)</i>	—	—	87,315,200	20.00
Public Shareholders				
SCGC Capital Holding Company Limited <i>(Note 3)</i>	20,300,000	5.81	20,300,000	4.65
Other public Shareholders	103,396,708	29.61	103,396,708	23.68
Total	<u>349,260,800</u>	<u>100</u>	<u>436,576,000</u>	<u>100</u>

Notes

- These Shares are held directly by Tempus Holdings (Hong Kong) Limited (“**Tempus Hong Kong**”), which is wholly-owned by Tempus Value Chain Limited (“**Tempus Value Chain**”). Tempus Value Chain is wholly-owned by Tempus Logistics Group Holding Ltd.* (騰邦物流集團股份有限公司) (“**Tempus Logistics**”), which is in turn owned as to 65% by Tempus Group Co., Ltd.* (騰邦集團有限公司) (“**Tempus Group**”) and 35% by Shenzhen Pingfeng Jewellery Ltd.* (深圳市平豐珠寶有限公司) (“**Pingfeng Jewellery**”), respectively. Pingfeng Jewellery is owned as to 67% by Mr. Zhong Baisheng and 33% by Ms. Duan Naiqi, respectively. Tempus Group is owned as to 98% by Pingfeng Jewellery, 1.34% by Mr. Zhong Baisheng and 0.66% by Ms. Duan Naiqi, respectively. Immediately after Completion, Tempus Hong Kong held 201,534,092 Shares, representing approximately 46.16% of the issued share capital of the Company.
- Mr. Yip Chee Lai, Charlie (an executive Director), Mr. Yip Chee Seng, Mr. Yep Gee Kuarn and Mr. Yip Chee Way, David (the “**Minority Shareholders**”) have been the persons acting in concert since 1 April 2008 pursuant to a confirmatory agreement dated 1 February 2011 entered into by and among them. Accordingly, each of the Minority Shareholders is deemed to be interested in the Shares in which the Minority Shareholders are interested pursuant to the SFO.
- SCGC Capital Holding Company Limited is wholly-owned by Shenzhen Capital (Hong Kong) Company Limited, which is wholly-owned by Shenzhen Capital Group Co., Ltd. Therefore, pursuant to Part XV of the SFO, each of Shenzhen Capital (Hong Kong) Company Limited and Shenzhen Capital Group Co., Ltd. is deemed to be interested in the Shares held by SCGC Capital Holding Company Limited. For the avoidance of doubt, SCGC Capital Holding Company Limited is a public Shareholder.

4. These Shares are held directly by the Subscriber, which is wholly-owned by CCBI Investment Limited (“**CCBI Investment**”). CCBI Investment is wholly-owned by CCB International (Holdings) Limited, which is in turn wholly-owned by CCB Financial Holdings Limited (“**CCB Financial**”). CCB Financial is wholly-owned by CCB International Group Holdings Limited (“**CCB International Group**”). CCB International Group is wholly-owned by China Construction Bank Corporation, which is in turn owned as to 57.11% by Central Huijin Investment Limited.

* *For identification purpose only*

By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 4 February 2022

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhong Yiming, Mr. Yip Chee Lai, Charlie, Mr. Wang Xingyi and Mr. Sun Yifei; one non-executive Director, namely Mr. Zhong Baisheng; and three independent non-executive Directors, namely Mr. Li Qi, Mr. Wong Kai Hing and Mr. Cheng Tsz Lok.