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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)

INSIDE INFORMATION UPDATE ANNOUNCEMENT

IN RELATION TO

- (1) RESUMPTION GUIDANCE;**
- (2) UPDATED INFORMATION; AND**
- (3) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Tempus Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the inside information provisions (the “**Inside Information Provisions**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 14 October 2022, 30 March 2023, 3 April 2023 and 28 April 2023 respectively (collectively the “**Announcements**”) in relation to, inter alia, the delay in the publication of the 2022 Annual Results, suspension of trading in the Company’s shares and the Forensic Investigation. Unless otherwise defined in this announcement, capitalised terms herein shall have the same meanings as ascribed to them in the Announcements.

RESUMPTION GUIDANCE

On 15 May 2023, the Company received a letter (the “**Letter**”) from the Stock Exchange containing the following guidance in respect of the resumption of trading in the shares of the Company (the “**Resumption Guidance**”):

- (1) to conduct an appropriate independent forensic investigation into the Suspected Misappropriation of Funds and the Issues, announce the findings of the investigation and take appropriate remedial actions;
- (2) to publish all outstanding financial results required under the Listing Rules and address any audit modifications;

- (3) to conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet the obligations under the Listing Rules;
- (4) to demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (5) to inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position.

The Letter also states that the Company must meet all requirements set out in the Resumption Guidance, remedy the issues causing the Company's suspension of trading and fully comply with the Listing Rules to the satisfaction of the Stock Exchange before trading in its securities is allowed to resume. The Stock Exchange may also modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 2 October 2024. If the Company fails to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the satisfaction of the Stock Exchange and resume trading in its shares by 2 October 2024, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rule 6.01 and Rule 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company is taking appropriate steps to comply with the Resumption Guidance and the relevant provisions of the Listing Rules and to resolve the issues causing its trading suspension with a view to resuming trading in its shares as soon as possible. The Company will keep the public informed of the latest progress as and when appropriate and will announce quarterly updates on developments in relation to, amongst other things, the implementation status of its resumption plan and any material changes thereto in accordance with Rule 13.24A of the Listing Rules.

UPDATED INFORMATION

Forensic Investigation

The Company has been actively cooperating with Pengsheng, its forensic consultant, to facilitate the work of the Forensic Investigation. An initial draft of the Forensic Report (the "**Draft Forensic Report**") was provided by Pengsheng to the Company on 17 May 2023 and is currently being reviewed by the Company together with the Auditor. Whilst it will not be possible at the present moment to provide an accurate estimation of the time required for the review, approval and finalisation of the Forensic Report, the Company is working in close cooperation with Pengsheng and the Auditor to expedite the process. Further announcement(s) will be made by the Company to keep its Shareholders, potential investors and the Stock Exchange informed of the progress and any material developments regarding the Forensic Investigation as and when appropriate. An announcement of the results of the Forensic Investigation will also be made by the Company shortly after the issuance of the Forensic Report in compliance with the Resumption Guidance.

2022 Annual Results

As at the date of this announcement, the full results of the Forensic Investigation as contained in the Draft Forensic Report are the only remaining outstanding information required to be analysed and processed by the Auditor in order to complete the preparation of the 2022 Annual Results. The Auditor is currently reviewing the Draft Forensic Report and will communicate to the Company any comments it may have on the contents of the Draft Forensic Report. The Company is working closely and liaising with both the Auditor and Pengsheng with a view to finalising the Forensic Report as well as the 2022 Annual Results as soon as possible. Further announcement(s) will be made by the Company to keep its Shareholders, potential investors and the Stock Exchange informed of the progress and any material developments in connection to the preparation of the 2022 Annual Results as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:00 a.m. on 3 April 2023 and will remain suspended until further notice.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 18 May 2023

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.