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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 ANNOUNCEMENT IN RELATION TO (1) WINDING UP PETITION; AND (2) CONTINUED SUSPENSION OF TRADING

This announcement is made by Tempus Holdings Limited (the “**Company**”; together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

References are made to the announcements of the Company dated 27 August 2021, 7 February 2023 and 23 May 2023 respectively in relation to, *inter alia*, the Deed and the Statutory Demand (the “**Announcements**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

WINDING UP PETITION

On 16 June 2023, the Company received a copy of a winding-up petition dated 14 June 2023 (the “**Petition**”) against the Company filed by the solicitors acting on behalf of the CBs Holder at the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) (Case Number: HCCW 259 of 2023) pursuant to section 327(3)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**CWUMPO**”). The Petition was filed against the Company on the basis of the Company’s non-payment of the amount claimed by the CBs Holder as stated in the Statutory Demand within 21 days of service of the Statutory Demand on the Company. The Petition is scheduled to be heard before the High Court at 9:30 a.m. on 23 August 2023.

IMPACT OF THE PETITION

Under section 182 of the CWUMPO, in the event that the Company is ultimately wound up as a result of the Petition, any disposition of property owned by the Company, including things in action, and any transfer of shares or alteration in the status of the members of the Company after the commencement date of the winding up, namely the date of the presentation of the Petition (that is, 14 June 2023) (the “**Commencement Date**”), shall, unless the court otherwise orders, be void as a matter of Hong Kong law. Any disposition made on or after the Commencement Date will not be affected if the Petition is subsequently withdrawn, struck out, dismissed or permanently stayed.

Further, pursuant to the circular dated 28 December 2016 (the “**HKSCC Circular**”) issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of shares of listed issuers against which a winding-up petition has been presented, in view of the restrictions and the uncertainties which may arise in relation to the transfer of shares of the Company, the HKSCC may, at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (the “**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company, including suspension of acceptance of deposits of share certificates of the Company into the CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in the name of HKSCC Nominee Limited will be returned to the relevant CCASS participant (the “**Participant**”) and the HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account. These measures will generally cease to apply from the date on which the Petition has been withdrawn, struck out, dismissed or permanently stayed, or the Company has obtained a validation order from the High Court.

Given the effect of section 182 of the CWUMPO and the HKSCC Circular, the board of directors of the Company (the “**Board**”) wishes to remind the shareholders (the “**Shareholders**”) and potential investors of the Company that the transfer of the shares in the Company made on or after the Commencement Date will be void in the absence of a validation order from the High Court if, as a result of the Petition, a winding-up order is ultimately made by the High Court against the Company. The Board also wishes to remind Shareholders and potential investors of the risk that transfers of shares of the Company after the Commencement Date may be restricted due to potential suspension of deposits of the shares of the Company into the CCASS due to the Petition.

The filing of the Petition does not represent the successful winding up of the Company by the CBs Holder. As at the date of this announcement, no winding up order has been granted by the High Court to wind up the Company.

ACTIONS TO BE TAKEN BY THE COMPANY

The Board is of the view that the Petition does not represent the interests of other stakeholders and may impair the value of the Company. The Company is currently seeking legal advice as to the appropriate course of action in respect of the Petition and will take all necessary actions to protect its legal rights and the interests of the Company and the Shareholders as a whole. As at the date of this announcement, the Company is also actively seeking to engage in constructive dialogue with the CBs Holder with a view to reaching an amicable settlement in respect of the Petition. It is expected that the Petition will not have a material impact on the operations of the Group as a whole in the near term.

Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of any material developments in relation to the Petition as and when appropriate or as required under the Listing Rules and the SFO.

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.

Transfers of shares of the Company may be restricted as the deposits of the Company's shares into CCASS may be restricted due to the Petition. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their own professional advisors if they are in any doubt as to their investment position.

By order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 20 June 2023

As at the date of this announcement, the board of directors of the Company 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.