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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)**

#### ADDITIONAL RESUMPTION GUIDANCE

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: (i) the announcement of the Company dated 18 May 2023 in relation to the resumption guidance issued by the Stock Exchange to the Company dated 15 May 2023 (the “**Original Resumption Guidance**”); (ii) the announcement of the Company dated 11 July 2023 in relation to the resignation of Mr. Wong as an independent non-executive Director of the Company with effect from 11 July 2023 and resulting non-compliance with certain provisions of the Listing Rules regarding independent non-executive directors (“**INEDs**”) and the Board committees; and (iii) the announcement of the Company dated 13 July 2023 in relation to the resignation of Mr. Cheng as an INED of the Company with effect from 13 July 2023 and resulting non-compliance with certain provisions of the Listing Rules regarding INEDs and the Board committees (collectively the “**Announcements**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## **ADDITIONAL RESUMPTION GUIDANCE**

As disclosed in the Company's announcements dated 11 July 2023 and 13 July 2023, immediately following: (a) the resignation of Mr. Wong as an INED, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee with effect from 11 July 2023; and (b) the resignation of Mr. Cheng as an INED, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee with effect from 13 July 2023, and as at the date of this announcement: (i) the number of INEDs of the Company has been reduced to one (1) only, resulting in non-compliance with Rule 3.10(1) of the Listing Rules, which requires the a listed issuer's board of directors to include at least three (3) INEDs; (ii) the number of members of the Audit Committee has been reduced to one (1) only, resulting in non-compliance with Rule 3.21 of the Listing Rules, which requires every listed issuer to establish an audit committee comprising at least three (3) members, all of whom must be non-executive directors and at least one (1) of whom must be an INED; (iii) the Remuneration Committee is not chaired by an INED and does not comprise a majority of INEDs, resulting in non-compliance with Rule 3.25 of the Listing Rules, which requires every listed issuer to establish a remuneration committee chaired by an INED and comprising a majority of INEDs; and (iv) the Nomination Committee is not chaired by an INED or the chairman of the Board, resulting in non-compliance with Rule 3.27A of the Listing Rules, which requires every listed issued to establish a nomination committee chaired by the chairman of the board or an INED and comprising a majority of INEDs.

In addition to the above:

- (a) Rule 3.10(2) of the Listing Rules requires that at least one (1) of a listed issuer's INEDs must have appropriate professional qualifications or accounting or related financial management expertise. Immediately following the resignations of Mr. Wong and Mr. Cheng and as at the date of this announcement, the Company does not have at least one (1) INED who possesses such professional qualifications or accounting or related financial management expertise, resulting in non-compliance with Rule 3.10(2) of the Listing Rules; and
- (b) Rule 3.10A of the Listing Rules requires every listed issuer to appoint INEDs representing at least one-third of the board of directors. Immediately following the resignations of Mr. Wong and Mr. Cheng and as at the date of this announcement, the Company has one (1) INED only, which represents less than one-third of the Board, resulting in non-compliance with Rule 3.10A of the Listing Rules.

As a result, further to the Original Resumption Guidance, the Company received two (2) letters from the Stock Exchange dated 13 July 2023 and 18 July 2023 respectively (collectively the “**Letters**”) setting out the following additional resumption guidance for the resumption of trading of the shares of the Company (the “**Additional Resumption Guidance**”; together with the Original Resumption Guidance, the “**Resumption Guidance**”):

- (6) to demonstrate the Company’s compliance with Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

The Stock Exchange further stated in the Letters that the Company must remedy the substantive issues causing its trading suspension and fully comply with the Listing Rules to the satisfaction of the Stock Exchange before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its own action plan for resumption. The Stock Exchange may modify the Resumption Guidance and/or give further guidance 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 July 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 one independent non-executive Director, namely Mr. Li Qi.*