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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)**

- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES;**
- (3) LISTING RULE COMPLIANCE ISSUES;**
- AND**
- (4) CONTINUED SUSPENSION OF TRADING**

The Board of the Company is pleased to announce that Mr. Peng Chaolin (彭朝林) has been appointed as an independent non-executive director of the Company with effect from 3 August 2023. Following the appointment of Mr. Peng, the Company is in compliance with the requirements under Rule 3.10(2), Rule 3.10A and Rule 3.27A of the Listing Rules.

References are made to: (i) the announcement of Tempus Holdings Limited (the “**Company**”); together with its subsidiaries, the “**Group**”) dated 11 July 2023 in relation to the resignation of Mr. Wong as an independent non-executive Director (“**INED**”) of the Company, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee and the consequent non-compliance of the Company with the requirements of the Listing Rules regarding INEDs and the Board committees (the “**Board Committees**”); (ii) the announcement of the Company dated 13 July 2023 in relation to the resignation of Mr. Cheng as an INED of the Company, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee and the consequent non-compliance of the Company with the requirements of the Listing Rules regarding INEDs and the Board Committees; and (iii) the announcement of the Company dated 18 July 2023 in relation to the Additional Resumption Guidance (collectively the “**Announcements**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Peng Chaolin (彭朝林) (“**Mr. Peng**”) has been appointed as an INED of the Company, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee with effect from 3 August 2023.

The biographical details of Mr. Peng are as follows:

Mr. Peng, aged 53, possesses 30 years of experience in the health and wellness industry, including but not limited to serving as Vice President (副會長) and Secretary General (秘書長) of Shenzhen Luohu Integrative Medical Care Development Council\* (深圳市羅湖區醫養融合發展促進會), Vice Manager (副主任) of the Elderly Care Committee\* (養老委員會) of Shenzhen Health Industry Association\* (深圳市大健康產業協會), Vice Manager of Elderly Care Industry (養老產業副主任) of Shenzhen Health Industry Research Institute\* (深圳大健康產業研究院), editorial committee member of the publisher of the Elderly Health\* (《老齡健康》) magazine, as well as professional expert at the Shenzhen United Elderly Industry Association\* (深圳市老齡事業產業聯合會) and the Shenzhen Elderly Home Care Council\* (深圳居家養老促進會).

Since 2019, Mr. Peng has been serving as Chairman of the Health Industry Research Centre\* (大健康產業研究所) within the Economic and Social Development Research Institute\* (經濟與社會發展研究院) of Shenzhen Polytechnic (深圳職業技術學院). Between 2001 and 2009, Mr. Peng also served as part-time Master of Business Administration (MBA) lecturer at the University of Ballarat in Australia (location in Shenzhen) and of Warnborough College in the United Kingdom (location in Hong Kong).

Mr. Peng graduated from Jiangxi Normal University (江西師範大學) with a bachelor’s degree in English language and literature in 1992 and obtained a master’s degree in sales management in 2000. In June 2021, Mr. Peng also obtained a Certificate of Accounting Professional\* (《會計從業資格能力證書》) issued by the Shenzhen Certified Public Accountant Association (深圳市註冊會計師協會). In August 2021, Mr. Peng was also awarded a Chartered Global FinTech Advanced Certificate\* (《金融科技》高級證書) issued by the Strategic Research Institute, Chinese Academy of Personnel Management (中國管理科學研究院人才戰略研究所).

Mr. Peng has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of three (3) years commencing from 3 August 2023, subject to requirements relating to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The Letter of Appointment is subject to the termination by either party giving three (3) months’ prior notice to the other. Mr. Peng is entitled to a director’s fee of HK\$200,000 per annum as determined by reference to his duties and responsibilities with the Company, the prevailing market condition as well as the financial performance of the Company.

To the knowledge, information and belief of the Directors: (i) Mr. Peng does not have any interests and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) Mr. Peng did not hold any position with the Company or any other entity within the Group in the three (3) years preceding the date of this announcement; (iii) Mr. Peng did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years preceding the date of this announcement; (iv) Mr. Peng does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (v) save as disclosed above, there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (2)(v) of the Listing Rules; and (vi) save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Peng.

The Board would like to extend its warm welcome to Mr. Peng for joining the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Immediately after Mr. Peng's appointment, the composition of the Board Committees is as follows:

- (1) Executive Committee: Mr. Zhong Yiming (Chief Executive Officer), Mr. Yip Chee Lai, Charlie and Mr. Wang Xingyi;
- (2) Audit Committee: Mr. Li Qi and Mr. Peng Chaolin;
- (3) Remuneration Committee: Mr. Peng Chaolin (Chairman), Mr. Li Qi, Mr. Zhong Yiming, Mr. Wang Xingyi; and
- (4) Nomination Committee: Mr. Peng Chaolin (Chairman) and Mr. Li Qi.

## **LISTING RULE COMPLIANCE ISSUES**

As disclosed in the announcement of the Company dated 18 July 2023, following the resignation of Mr. Wong and Mr. Cheng as INEDs:

- (i) the number of INEDs of the Company had been reduced to one (1) only, resulting in non-compliance with Rule 3.10(1) of the Listing Rules, which requires a listed issuer's board of directors to include at least three (3) INEDs;
- (ii) the Company did not have at least one (1) INED who possesses appropriate professional qualifications or accounting or related financial management expertise, resulting in non-compliance with Rule 3.10(2) of the Listing Rules, which requires a listed issuer's board of directors to include at least one (1) INED with such qualifications or expertise;

- (iii) the Company had one (1) INED only, representing less than one-third of the Board, resulting in non-compliance with Rule 3.10A of the Listing Rules, which requires a listed issuer to appoint INEDs representing at least one-third of the board of directors;
- (iv) the number of members of the Audit Committee had 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, including at least one (1) INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- (v) the Remuneration Committee was not chaired by an INED and did 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
- (vi) the Nomination Committee was 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 issuer to establish a nomination committee chaired by the chairman of the board or an INED and comprising a majority of INEDs.

Immediately following the appointment of Mr. Peng as an INED of the Company, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee:

- (i) the Company has one (1) INED possessing professional accounting qualification, so that the Company is now in compliance with Rule 3.10(2) of the Listing Rules;
- (ii) the Company has two (2) INEDs, representing one-third of the Board, which currently consists of three (3) executive Directors, one (1) non-executive Director and two (2) INEDs, so that the Company is now in compliance with Rule 3.10A of the Listing Rules;
- (iii) the Nomination Committee is chaired by an INED and comprises a majority of INEDs, so that the Company is now in compliance with Rule 3.27A of the Listing Rules;
- (iv) the number of INEDs of the Company has been increased to two (2). However, as Rule 3.10(1) of the Listing Rules requires every listed issuer to have at least three (3) INEDs, the Company remains non-compliant with Rule 3.10(1) of the Listing Rules;
- (v) the number of members of the Audit Committee has been increased to two (2). However, as Rule 3.21 of the Listing Rules requires every listed issuer to establish an audit committee comprising at least three (3) members, the Company remains non-compliant with Rule 3.21 of the Listing Rules; and
- (vi) the Remuneration Committee is chaired by an INED but does not comprise a majority of INEDs, so that the Company remains non-compliant with Rule 3.25 of the Listing Rules.

In view of the above, the Board will use its best endeavours to identify suitable candidate(s) to fill the vacancies as soon as practicable and in any event within three (3) months from the effective date of the resignations of Mr. Wong or Mr. Cheng (as disclosed in the announcement of the Company dated 11 July 2023 and 13 July 2023 respectively), as applicable, in order to ensure compliance by the Company with the requirements under the Listing Rules.

Further announcement(s) will be made by the Company as soon as practicable upon the appointment of further new INED(s).

## **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, 3 August 2023

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zhong Yiming, Mr. Yip Chee Lai, Charlie and Mr. Wang Xingyi; one non-executive Director, namely Mr. Zhong Baisheng; and two independent non-executive Directors, namely Mr. Li Qi and Mr. Peng Chaolin.*

\* *For identification purpose only.*