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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**

- (1) DELAY IN PUBLICATION OF ANNUAL RESULTS;**
- (2) POTENTIAL DELAY IN DESPATCH OF 2022 ANNUAL REPORT;**
- (3) POSTPONEMENT OF BOARD MEETING AND AGM; AND**
- (4) SUSPENSION OF TRADING IN SHARES**

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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

### **DELAY IN PUBLICATION OF THE 2022 ANNUAL RESULTS**

The board of directors (the “**Board**”) of the Company hereby announces that there will be a delay in the publication of the audited annual results of the Group for the financial year ended 31 December 2022 (the “**2022 Annual Results**”) and the Company will not be able to publish the same on or before 31 March 2023 for the reasons that the Company is still in the process of liaising with its auditors in relation to the preparation and consolidation of the financial information and additional time is required for the gathering and provision of the information and documents, including but not limited to results of the Forensic Investigation (as defined in the Company’s announcement dated 14 October 2022), in order to facilitate the completion of the relevant audit procedures.

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the 2022 Annual Results no later than three months after the end of the financial year (i.e. on or before 31 March 2023). The Company recognises and acknowledges that the delay in the publication of the 2022 Annual Results constitutes a non-compliance of Rule 13.49(1) of the Listing Rules.

Pursuant to Rule 13.49(3)(i)(c) of the Listing Rules, if the Company is unable to publish the 2022 Annual Results within the prescribed timeframe, it is required to announce its results for the financial year ended 31 December 2022 (“**FY 2022**”) prepared based on financial results which have yet to be agreed upon with its auditors, so far as such information is available. After due and careful consideration, the Board is of the view that it would not be appropriate for the Company to publish the Group’s unaudited financial results for FY 2022 at the present stage as they might not give a true and fair view of the financial performance and position of the Group and the publication of such unaudited financial results could not entirely reflect the financial performance and position of the Group to the shareholders (the “**Shareholders**”) and potential investors of the Company.

Whilst the Company is working closely with its auditors to provide the requisite information, documents and confirmations to enable the completion the audit procedures as soon as practicable, the expected date of the publication of the 2022 Annual Results remains to be further determined with the auditors and further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules and/or the SFO.

The Board hereby confirms that the Company is operating as usual.

## **POTENTIAL DELAY IN DESPATCH OF THE 2022 ANNUAL REPORT**

Pursuant to Rule 13.46(2)(a) of the Listing Rules, the Company is required to despatch its annual report for FY 2022 (the “**2022 Annual Report**”) to the Shareholders no later than four months after the end of the financial year (i.e., on or before 30 April 2023). Due to the delay in the publication of the 2022 Annual Results, it is expected that there may potentially be a delay in the despatch of the 2022 Annual Report.

The potential delay in the despatch of the 2022 Annual Report would, if materialised, constitute non-compliance with Rule 13.46(2)(a) of the Listing Rules. Further announcement(s) will be made by the Company to inform the Shareholders of the expected date of despatch of the 2022 Annual Report as and when appropriate in accordance with the Listing Rules and/or the SFO.

## **POSTPONEMENT OF BOARD MEETING**

Reference is made to the announcement of the Company dated 21 March 2023 in relation to a meeting of the Board (the “**Board Meeting**”) to be held on 31 March 2023 for the purpose of, amongst other matters, considering and approving the announcement of the 2022 Annual Results and the publication of the same and considering the recommendation of a final dividend, if any. Due to the aforesaid delay in the publication of the 2022 Annual Results, the Board Meeting will be postponed. Further announcement(s) will be made by the Company to inform the Shareholders of the date of the Board Meeting as and when appropriate in accordance with the Listing Rules.

Save as disclosed above, as at the date of this announcement, the Company does not possess any other inside information which is subject to disclosure requirements under the Listing Rules.

## SUSPENSION OF TRADING

Pursuant to Rule 13.50 of the Listing Rules, the Stock Exchange will normally require the suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules, and such suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. Accordingly, it is expected that trading in the shares of the Company on the Stock Exchange will be suspended with effect from 9:00 a.m. on Monday, 3 April 2023, until the 2022 Annual Results are published by the Company.

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, 30 March 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.*