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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) DELAY IN PUBLICATION OF 2022 ANNUAL RESULTS;

AND

(2) FORENSIC INVESTIGATION

This announcement is made by Tempus Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 13.49(3) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 14 October 2022, 30 March 2023 and 3 April 2023 respectively (collectively the “**Announcements**”) in relation to, inter alia, the delay in the publication of the 2022 Annual Results 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.

DELAY IN PUBLICATION OF THE 2022 ANNUAL RESULTS

As at the date of this announcement, the only outstanding information required by the Company’s auditor, Moore Stephens CPA Limited (the “**Auditor**”) to prepare and issue the 2022 Annual Results is the report (the “**Forensic Report**”) of the full results of the Forensic Investigation in relation to the Suspected Misappropriation of Funds. The Auditor has also confirmed that other than the Forensic Report and any necessary audit procedures related to the Forensic Report, there is no further material issue that remains unresolved for the purpose of the preparation of the 2022 Annual Results.

UPDATES ON FORENSIC INVESTIGATION

As mentioned in the announcement of the Company dated 14 October 2022, the forensic consultant originally engaged by Withers, the legal advisors to the independent investigation committee of the Company, to conduct the Forensic Investigation was Deloitte Advisory (Hong Kong) Limited (“**Deloitte**”). However, in view of the ruling of the Ministry of Finance of the People’s Republic of China in March 2023 in relation to audit works performed by Deloitte’s China office on China Huarong Asset Management Co., Ltd., the Board expressed concerns about the engagement of Deloitte at the meeting of the Board held on 23 March 2023 and decided to terminate the engagement of Deloitte and to engage Pengsheng Certified Public Accountant (Special General Partnership) (“**Pengsheng**”) in place of Deloitte to continue with the Forensic Investigation.

Pursuant to the agreement entered into among the Company, Withers and Pengsheng, the scope of engagement in respect of the Forensic Investigation is to:

- (a) conduct an independent investigation of the Suspected Misappropriation of Funds, in order to address the following issues: (i) the relevant facts and circumstances surrounding the Suspected Misappropriation of Funds; (ii) whether or not the funds in question originated from the Group’s assets; and (iii) whether or not there is any evidence that any present or former staff and personnel of the Company committed any wrongdoing in connection with the Suspected Misappropriation of Funds (collectively the “**Issues**”); and
- (b) issue the Forensic Report based on the results of the investigation of the Issues.

As at the date of this announcement, Pengsheng has conducted interviews with the relevant personnel of the Group, gathered certain information pertaining to the Issues and is in the process of reviewing, verifying and analysing the information which have been obtained. However, further interviews with present and former personnel of the Group will need to be conducted and additional information and documents, including but not limited to bank statements and to obtain confirmations from different parties and persons that have received funds which were the subject of the Suspected Misappropriation of Funds (the “**Suspected Misappropriated Funds**”), will need to obtain for the purposes of the Forensic Investigation. Additionally, further review, verification, processing and analysis of the information collected will need to be conducted by Pengsheng in order to complete the Forensic Investigation and to prepare and issue the Forensic Report.

It is expected that an additional two (2) to four (4) weeks from the date of this announcement will be required for Pengsheng to complete the Forensic Investigation and issue the Forensic Report. Further announcement(s) will be made by the Company to inform the Shareholders and the Stock Exchange of the progress and material developments in connection to the Forensic Investigation as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2023. Trading in the shares of the Company will remain suspended until further notice.

The Company will make further announcement(s) for any updates as and when appropriate in accordance with the Listing Rules.

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, 28 April 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.