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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tempus Holdings Limited (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS IN RELATION TO THE RE-ELECTION OF DIRECTORS, GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (“AGM”) to be held at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 10:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.tempushold.com. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:30 a.m. on Tuesday, 24 May 2022) before the time appointed for holding of the AGM or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.**

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE AGM

Please refer to page 1 of this circular for the measures to be implemented at the AGM by the Company against the pandemic to protect the attendees from the risk of infection of the novel coronavirus (“COVID-19”), including:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments
- appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the AGM as your proxy to vote on the relevant resolutions at the AGM or any adjournment thereof as an alternative to attending the AGM in person.

Subject to the development of COVID-19, the Company may implement further change and precautionary measures and may issue further announcement on such measures as appropriate.

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.coronavirus.gov.hk/eng/index.html>), the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person found to be suffering from a fever or otherwise unwell may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Attendees are required to prepare his/her own surgical face masks and wear the same inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) No corporate gifts will be distributed and no refreshments will be served.
- (iv) Appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form, which can also be downloaded from the Company's website (www.tempushold.com) and the website of the Stock Exchange (www.hkexnews.hk), is enclosed to this circular. If you are not a registered Shareholder (i.e., if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 10:30 a.m., or any adjournment thereof;
“AGM Notice”	the notice of the AGM as set out on pages 15 to 19 of this circular;
“Articles”	the memorandum and articles of association of the Company as amended from time to time by resolution of the Shareholders;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors of the Company;
“Company”	Tempus Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Executive Committee”	the executive committee of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM;
“Latest Practicable Date”	13 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent

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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)

Executive Directors:

Mr. Zhong Yiming (*Chief Executive Officer*)
Mr. Yip Chee Lai, Charlie
Mr. Sun Yifei
Mr. Wang Xingyi

Non-executive Director:

Mr. Zhong Baisheng (*Chairman*)

Independent non-executive Directors:

Mr. Li Qi
Mr. Wong Kai Hing
Mr. Cheng Tsz Lok

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in

Hong Kong:

Unit 3602, 36/F
Citicorp Centre
18 Whitfield Road
Causeway Bay, Hong Kong

22 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSALS IN RELATION TO THE
RE-ELECTION OF DIRECTORS,
GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information regarding the resolutions to be proposed at the AGM relating to (i) the re-election of Directors who are going to retire at the AGM; and (ii) the grant to the Directors of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate to include Shares to be repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105 of the Articles, at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. By virtue of Article 105 of the Articles, Mr. Zhong Yiming, Mr. Wang Xingyi and Mr. Wong Kai Hing will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM.

Mr. Wong Kai Hing, being the independent non-executive Director, has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed his commitment in devoting sufficient time as required to discharge his responsibility as a director of the Company. The Nomination Committee reviewed his respective skills, knowledge and experience having regard to the nomination policy and board diversity policy of the Company. It is considered that Mr. Wong Kai Hing has extensive experience in his own field, which will continue to bring valuable contributions to the Board for its efficient and effective functioning.

The Nomination Committee has recommended Mr. Zhong Yiming, Mr. Wang Xingyi and Mr. Wong Kai Hing to the Board for re-election and the Board has endorsed recommendation of the Nomination Committee that all of them be proposed to stand for re-election at the AGM.

The biographical details of each of the above-named retiring Directors who are subject to re-election at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares or repurchase its Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, granting the Directors for the Issue Mandate and the Repurchase Mandate. The following ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate to exercise the power of the Company:

- (i) to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the amount representing the total number of Shares repurchased by the Company under the Repurchase Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company was US\$4,365,760 divided into 436,576,000 fully paid Shares. Subject to the passing of the ordinary resolution for approving the Issue Mandate at the AGM and on the basis that there is no change in the issued Shares of the Company between the period from the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 87,315,200 Shares during the period in which the Issue Mandate remains in force.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. The information in the explanatory statement is provided to you with all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

VOTING AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules and Article 76 of the Articles, all votes of Shareholders on the proposed resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to Article 76 of the Articles, every Shareholder presenting in person or (being a corporation) presenting by a duly authorised representative or by proxy shall have one vote for every fully-paid Share of which he is the holder. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

AGM NOTICE

The notice convening the AGM to be held at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 10:30 a.m. is set out on pages 15 to 19 of this circular.

FORM OF PROXY

A form of proxy for the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.tempushold.com. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:30 a.m. on Tuesday, 24 May 2022) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, both days inclusive, during which period, no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 20 May 2022.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading insofar as it related to the Company.

RECOMMENDATION

The Board is pleased to recommend the re-election of the retiring Directors at the AGM whose biographical details are set out in Appendix I to this circular. The Board also considers that the proposed resolutions set out in the AGM Notice, including but not limited to the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions as set out in the AGM Notice.

YOUR ATTENTION

Your attention is also drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Set out below, as at the Latest Practicable Date, are the biographical details of the retiring Directors who are eligible and willing to stand for re-election at the AGM:

Mr. Zhong Yiming

Mr. Zhong Yiming (“Mr. Zhong YM”), aged 32, joined the Company in August 2019 as an executive Director, the chief executive officer, the chairman of Executive Committee and a member of the Remuneration Committee. Mr. Zhong YM is also a member of the senior management of Tempus Group Co., Ltd.* (騰邦集團有限公司) and its subsidiaries. He obtained a Bachelor’s degree in business management from Coventry University in the United Kingdom in 2012. After that, he has been profoundly working in the investment field with the focus of Hong Kong and international capital markets and has accumulated extensive market and management experience. Mr. Zhong YM is the founder of Enter Venture Partners Limited, a Hong Kong company primarily invests in the international medical and innovative technology business opportunities. He has also formed a strategic alliance with the famous investment management company in Israel in pursuing business opportunities in the PRC. Mr. Zhong YM had been appointed as the chairman of ATTA Group, which is holding company of Atta Capital Limited (“**ATTA Capital**”) and Atta Securities Limited (“**ATTA Securities**”). ATTA Capital is a licensed corporation for type 4 (advising on securities) and type 9 (asset management) regulated activities as defined in the SFO, which provides consultancy services on private equity investment, asset management, securities, discretionary investment portfolio management and investment portfolio management. ATTA Securities is a licensed corporation for type 1 (dealing in securities) and type 2 (dealing futures contracts) regulated activities as defined in the SFO. During Mr. Zhong YM’s tenure of services as a chairman of ATTA Group, he successfully introduced a leading enterprise in financial holding in Guangdong Province, as a strategic shareholder of ATTA Group, aiming at developing ATTA Group as an influential financial platform in the Guangdong-Hong Kong-Macao Greater Bay Area. Mr. Zhong YM is the director of Shenzhen Tempus Value Chain Co., Ltd* (深圳市騰邦價值鏈股份有限公司) which is directly held by the Company for its 78.75% equity interest. Mr. Zhong YM is the son of Mr. Zhong Baisheng, a non-executive Director and the chairman of the Board, and the brother-in-law of Mr. Wang Xingyi, an executive Director.

Mr. Zhong YM has entered into a service contract with the Company for a term of three years commencing on 15 August 2019. He is entitled to a total emolument of HK\$3,000,000 per annum and discretionary performance incentive bonus which is subject to the relevant clauses of his service contract with the Company. Mr. Zhong YM’s remuneration package has been reviewed by the Remuneration Committee and determined by the Board with reference to his contributions, experience, relevant duties and responsibilities within the Company and prevailing market condition and performance of the Group. As at the Latest Practicable Date, Mr. Zhong YM was interested in 3,492,000 shares of the Company granted under the share option scheme of the Company, representing approximately 0.79% of the issued shares of the Company.

Mr. Wang Xingyi

Mr. Wang Xingyi (“**Mr. Wang**”), aged 32, joined the Company in September 2016 and was appointed as an executive Director and a member of the Executive Committee in November 2019. He obtained a Bachelor of Arts degree in Business Administration from Lincoln University in May 2011 and a Master of Arts degree in Financial Economics from the University of Detroit Mercy in December 2012. Prior to joining the Company, Mr. Wang worked for MTR Property Development (Shenzhen) Company Limited from March 2013 to March 2014 and MTR Corporation Limited from March 2014 to September 2016, respectively, acting as a real estate development officer and a real estate support officer. He has served as an assistant to the chairman of the Board of the Company since September 2016, assisting in handling work including corporate strategies, governance and financial policies. Mr. Wang is the director of Tempus Cross-border Commercial Service Limited, Tempus OTO Limited, Tempus Star (HK) Investment Limited, OTO (BVI) Investment Limited and Tempus (BVI) Properties Investment Limited which are wholly-owned subsidiaries of the Company. Mr. Wang is the legal representative and executive director of Tempus OTO (Shenzhen) Health Industry Limited* (騰邦豪特(深圳)大健康產業有限公司) and Shenzhen Tempus OTO Commerce Limited* (深圳騰邦豪特商貿有限公司) which are indirect wholly-owned subsidiaries of the Company, and he is also the director of Tempus Sky Enterprises Limited which is indirectly held by the Company for its 36.56% of the entire issued share capital. Mr. Wang is the son-in-law of Mr. Zhong Baisheng, a non-executive Director and the chairman of the Board, and the brother-in-law of Mr. Zhong YM, an executive Director and the chief executive officer of the Company.

Mr. Wang has entered into a service contract with the Company for an initial term of three years commencing from the date of 27 November 2019. He is entitled to a Director’s basic salary of HK\$1,680,000 per annum and discretionary performance incentive bonus which is subject to the relevant clauses of his service contract with the Company. Mr. Wang’s remuneration package has been reviewed by the Remuneration Committee and determined by the Board with reference to his contributions, experience, relevant duties and responsibilities within the Company and prevailing market condition and performance of the Group. As at the Latest Practicable Date, Mr. Wang was interested in 3,492,000 shares of the Company granted under the share option scheme of the Company, representing approximately 0.79% of the issued shares of the Company.

Mr. Wong Kai Hing

Mr. Wong Kai Hing (“Mr. Wong”), aged 47, joined the Company in November 2019 as an independent non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. Wong has been re-designated as the chairman of the Audit Committee on 27 March 2020. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants and a member of Chartered Financial Analyst. He holds a Bachelor’s degree in Business Administration in Professional Accountancy from the Chinese University of Hong Kong in 1997. Mr. Wong obtained a Master of Business Administration from the Chinese University of Hong Kong in 2006. Mr. Wong has over 20 years of experience in the field of company secretarial, auditing, finance and accounting and worked in various listed companies and an international accounting firm in Hong Kong. Prior to his appointment, he was the chief financial officer and company secretary of Xiwang Property Holdings Company Limited (stock code: 2088) and Xiwang Special Steel Company Limited (stock code: 1266) from November 2015 to October 2019 respectively. Mr. Wong is the independent non-executive director of Grown Up Group Investment Holdings Limited (stock code: 1842), a company listed on Main Board of the Stock Exchange with effect from 21 April 2021. Mr. Wong is also the independent non-executive director of Hon Corporation Limited (stock code: 8259), a company listed on GEM of the Stock Exchange with effect from 20 January 2022. Mr. Wong is currently working as the company secretary of E-Star Commercial Management Co. Ltd.* (星盛商業管理股份有限公司) (stock code: 6668), a PRC-based commercial property operation services provider and a company listed on the Main Board of the Stock Exchange. Mr. Wong has been appointed as an independent non-executive director of Xiwang Property Holdings Company Limited (stock code: 2088), a company listed on the Main Board of the Stock Exchange, since 15 February 2022.

Mr. Wong has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Wong has entered into a service contract with the Company for an initial term of three years commencing from the date of 27 November 2019. He is entitled to a Director’s fee of HK\$200,000 per annum which has been reviewed by the Remuneration Committee and determined by the Board with reference to his contributions, experience, relevant duties and responsibilities within the Company and prevailing market condition and performance of the Group. As at the Latest Practicable Date, Mr. Wong was interested in 200,000 shares of the Company granted under the share option scheme of the Company, representing approximately 0.04% of the issued shares of the Company.

Save as disclosed herein, as at the Latest Practicable Date, and to the best knowledge of the Board, the Directors confirmed that:

- (a) each of Mr. Zhong YM, Mr. Wang and Mr. Wong did not hold other position of the Group nor any directorship in other public companies in the past three years;
- (b) each of Mr. Zhong YM, Mr. Wang and Mr. Wong had no relationship with any Directors, senior management or substantial or controlling shareholders of the Company;
- (c) each of Mr. Zhong YM, Mr. Wang and Mr. Wong had no interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporation which were required to be disclosed under Part XV of the SFO;
- (d) there was no other information relating to the re-election of the above Directors which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules; and
- (e) the Company was not aware of any other matter relating to the re-election of the above Directors that needs to be brought to the attention of the Shareholders and the Stock Exchange.

* *The English transliteration of the Chinese names of the PRC entities above, where indicated, is included for identification purposes only and is not the official English names for such PRC entities.*

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide Shareholders with requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up Shares of the Company comprised 436,576,000 Shares.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that there is no change in the issued Shares of the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 43,657,600 Shares, which represent 10% of the total number of issued Shares as at the date of the passing of the resolution granting the Repurchase Mandate, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets value and/or earnings per Share. Repurchase of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Articles, and the applicable laws of the Cayman Islands.

The Company is empowered by the Articles to repurchase its Shares. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands laws, the repurchased Shares will remain part of the authorised but unissued share capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interest of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which, in the opinion of the Directors, is from time to time appropriate for the Company.

Based on the audited consolidated financial statements of the Company for the year ended 31 December 2021 (being the date to which the latest published consolidated financial statements of the Company were made up), the Directors consider that there might not be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full.

4. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) had notified the Company that they had a present intention to sell any Shares to the Company, or had undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

For the purpose of the Takeovers Code, as at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhong Baisheng (being Director), and Ms. Duan Naiqi (both being substantial shareholders of the Company within the meaning of the SFO), taken as parties acting in concert, had an aggregate interest in 201,534,092 Shares, representing approximately 46.16% of the issued Shares of the Company. In the event that the Directors exercise in full the powers to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholdings otherwise remained the same and there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase) the aggregate attributable shareholdings of the said parties would be increased to approximately 51.29% of the issued shares of the Company. In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

6. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the previous 12 calendar months and up till the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.370	0.270
May	0.295	0.260
June	0.345	0.240
July	0.280	0.230
August	0.330	0.230
September	0.280	0.222
October	0.240	0.225
November	0.238	0.220
December	0.242	0.217
2022		
January	0.217	0.193
February	0.214	0.180
March	0.181	0.151
April (up to and including the Latest Practicable Date)	0.153	0.153

7. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

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)

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 1 of the circular of the Company dated 22 April 2022 for the measures to be implemented at the annual general meeting by the Company against the pandemic to protect the attendees from the risk of infection of the novel coronavirus (“COVID-19”), including:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments
- appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding

Any person who does not comply with the precautionary measures may be denied entry into the annual general meeting venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the Meeting as your proxy to vote on the relevant resolutions at the annual general meeting or any adjournment thereof as an alternative to attending the annual general meeting in person.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Tempus Holdings Limited (the “Company”) will be held at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 10:30 a.m. (the “Meeting”) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2021.

NOTICE OF ANNUAL GENERAL MEETING

2. (a) To re-elect Mr. Zhong Yiming as an executive Director.
- (b) To re-elect Mr. Wang Xingyi as an executive Director.
- (c) To re-elect Mr. Wong Kai Hing as an independent non-executive Director.
3. To authorise the board of Directors to fix the remuneration of all Directors.
4. To re-appoint Moore Stephens CPA Limited as the independent auditor of the Company and to authorise the board of Directors to fix their remuneration.

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**
 - (a) subject to paragraph (c) of this resolution and in accordance with all applicable laws, rules and regulations, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary share(s) of par value of US\$0.01 each in the shares of the Company or securities convertible into shares of the Company or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities. and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
 - (c) the total number of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the grant or exercise of any options under any share option scheme or similar arrangements for the time being adopted by the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the grant or issue of shares or rights to acquire shares in the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company from time to time,

shall not exceed the aggregate of twenty per cent (20%) of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from (and including) the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the Company, or an offer of warrants, options or other securities which carry rights to subscribe for or purchase shares of the Company, open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution and all applicable laws, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from (and including) the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice of the Meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares pursuant to resolution numbered 5 set out in the notice of the Meeting be and is hereby extended by the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted by resolution numbered 6 set out in the notice of the Meeting, provided that such extended amount shall not exceed ten per cent (10%) of the total number of shares of the Company in issue as at the date of the passing of this resolution.”

By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 22 April 2022

As at the Latest Practicable Date, 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.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. In case of joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer forms of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 20 May 2022.
4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours (i.e. 10:30 a.m. on Tuesday, 24 May 2022) before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof should he so wish.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website at www.tempushold.com and the "Latest Company Announcements" page of the Stock Exchange website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting, if any.
6. Subject to the development of COVID-19, the Company may implement further change and precautionary measures and may issue further announcement on such measures as appropriate.