

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

SUSPENSION OF DUTIES AND POWERS OF AN EXECUTIVE DIRECTOR

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 on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under 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 announcement made by the Company on 1 August 2022 (the “**Announcement**”). Unless the context otherwise requires, the terms used herein shall have the same meanings as those defined in the Announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to provide further information to the potential investors and the shareholders of the Company in relation to (i) the criminal investigation involving two former employees of the Group (the “**Criminal Investigation**”); (ii) the civil claim (the “**Civil Claim**”) initiated by Value Chain Co. against Mr. Tang Zhiyuan, Shenzhen Zhiyuan Shuzhi Supply Chain Management Company Limited* (深圳市致遠數智供應鏈管理有限公司) (formerly known as Shenzhen Youxingxin Logistics Co., Ltd.* (深圳市友興昕物流有限公司)) (the “**Purchaser**”) and Tempus Value Chain in relation to the transfer of the entire equity interest in Tempus Value Chain which took place on 30 December 2019 (the “**Disposal**”); and (iii) the investigation conducted by the internal investigation committee of the Company (the “**Internal Investigation**”), as mentioned in the Announcement.

FURTHER INFORMATION OF THE CRIMINAL INVESTIGATION

The Criminal Investigation involved a suspected misappropriation of funds of RMB5 million by the two former employees of the Group (the “**Suspected Misappropriation of Funds**”) as reported to the Shenzhen Public Securities Bureau by another former employee of the Group (the “**Reporting Employee**”). After making preliminary investigation including written enquiries with Mr. Sun Yifei, it was uncovered that Mr. Sun Yifei may have involved in this incident. To the best of the Directors’ knowledge, information and belief, the relevant sum involved in the Suspected Misappropriation of Funds is required to be proved as an asset of the Group before Shenzhen Public Securities Bureau undertakes further investigation. As at the date of this announcement, the Company is still investigating on the Suspected Misappropriation of Funds and whether the funds related to the Suspected Misappropriation of Funds originated from the Company.

REASON FOR AND FURTHER DETAILS OF THE CIVIL CLAIM

Value Chain Co. initiated the Civil Claim and sought compensation from Mr. Tang Zhiyuan, the Purchaser and Tempus Value Chain because after the Disposal it discovered that (i) Mr. Tang Zhiyuan not only acted as the senior management of the Purchaser, but also became the ultimate controller of Tempus Value Chain after the Disposal; and (ii) there had been suspected malicious collusion among Mr. Tang Zhiyuan and the Purchaser. According to the writ of the Civil Claim, Value Chain Co. discovered that, at the relevant time before the Disposal, Mr. Tang Zhiyuan and the Purchaser colluded in distorting the financial data of Tempus Value Chain with a view to reducing its valuation. As at the date of this announcement, Mr. Sun Yifei is not a party to the Civil Claim.

Based on a financial inspection analysis report prepared by a PRC audit firm (the “**Inspecting Auditor**”), it was discovered that after the adjustment of financial data for the nine months ended 30 September 2019 on the unaudited management accounts of Tempus Value Chain (the “**Adjustment**”), the cost of sales and selling expenses for the relevant period as shown in the audited accounts of Tempus Value Chain for the nine months ended 30 September 2019 increased significantly by approximately RMB15.3 million and RMB5.2 million, respectively while the revenue remained relatively stable.

According to the financial inspection analysis report prepared by the Inspecting Auditor, having taken into account the impact of the payable enterprise income tax, the inflated costs of sales and selling expenses, collectively, had resulted in a reduction in net assets of Tempus Value Chain of approximately RMB15.3 million. As net asset value of Tempus Value Chain as at 30 September 2019 was a factor taken into consideration when determining the consideration of the Disposal, Value Chain Co. suffered from economic loss as it had received a reduced amount of consideration from the Purchaser.

SCOPE AND FURTHER DETAILS OF THE INTERNAL INVESTIGATION

The Board has referred the above incidents to the Company's internal investigation committee for investigation and the internal investigation committee of the Company comprises five members, being Mr. Zhong Yiming, Mr. Zhong Baisheng, Mr. Li Qi, Mr. Wong Kai Hing and Mr. Cheng Tsz Lok, all of whom are Directors. The Internal Investigation is to ascertain whether Mr. Sun Yifei committed any potential misconduct in the matter involving the Criminal Investigation, which refers to Mr. Sun Yifei's actions regarding his involvement in the Suspected Misappropriation of Funds. In this connection, the Company is in the process of, among other things, (i) engaging a forensic accountant to conduct investigation and examination of the matters relating to the Criminal Investigation as to verifying whether the funds related to the Suspected Misappropriation of Funds originated from the Company; and (ii) engaging a law firm to provide advice to the Group in respect of the Criminal Investigation, including whether Mr. Sun Yifei was in breach of relevant laws in handling the funds involved in the Suspected Misappropriation of Funds (if it originated from the Company) and the legal implications (if any) to the Group regarding his actions during his tenure as staff and an executive director of the Company.

As disclosed in the Announcement, the Internal Investigation is currently at the preliminary stage. The Board estimates that the Internal Investigation will be completed by end of 2022.

The Company will keep the shareholders and potential investors of the Company informed of any further material developments in connection with the above by way of further announcement(s) as and when appropriate.

By order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 30 September 2022

As at the date of this announcement, the board of directors of the Company 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.

* *For identification purpose only*