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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

ANNOUNCEMENT OF LEGAL PROCEEDING AND PROPERTY PRESERVATION ORDER ON TWO FORMER DIRECTORS OF THE COMPANY

This announcement is made by Tempus Holdings Limited (the “**Company**”) 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) (the “**SFO**”).

In October 2022, the Company and Tempus Cross-border Commercial Service Limited, a wholly-owned subsidiary of the Company (“**Tempus Cross-border**”) as plaintiffs initiated a legal proceeding at the Guangdong Province Shenzhen Qianhai Cooperation Zone People’s Court (廣東省深圳前海合作區人民法院) (the “**Court**”) against Mr. Li Dongming (“**Mr. Li**”) and Mr. Huang Jingkai (“**Mr. Huang**”) in respect of their failure to exercise duty of fiduciary and diligence during the period when they served as directors and senior management of the Company and Tempus Cross-border and thus causing damage to the interest of the Company and Tempus Cross-border (the “**Legal Proceeding**”). The aforesaid case was filed and accepted by the Court in October 2022 and November 2022 respectively. Mr. Li served as, among others, a director of the Company from October 2016 to October 2019 and a director of Tempus Cross-border from November 2017 to October 2019. Mr. Huang served as, among others, a director of the Company from January 2015 to December 2019 and a director of Tempus Cross-border from August 2015 to April 2020.

According to the pleading, pursuant to a loan agreement signed between the Company as lender and Million Joy Group Limited (“**Million Joy**”) as borrower in June 2017 (the “**2017 Loan Agreement**”), the Company granted a loan of HKD30 million to Million Joy for a period of three months (with extension upon parties’ written consent but not exceeding 12 months). All the rights of the Company under the 2017 Loan Agreement were transferred to Tempus Cross-border subsequently. In June 2018, Mr. Li and Mr. Huang, without approval and resolutions from the board of directors of the Company (the “**Board**”), approved through the executive committee meeting of the Company (the “**ultra vires approval**”) another loan agreement signed between Tempus Cross-border and Million Joy (the “**2018 Loan Agreement**”), which stipulated the extension of the 2017 Loan Agreement for another term of one year, starting from 19 June 2018. The 2018 Loan Agreement ought to be approved by the Board and the ultra vires approval was in breach of the relevant manual and regulation stipulated by the Board. The Company was of the view that Mr. Li and Mr. Huang deliberately breached the relevant regulation and unlawfully approved the 2018 Loan Agreement.

Upon the termination of the 2018 Loan Agreement, despite repeated demands for repayment, Million Joy still had not fully repaid Tempus Cross-border the loan of outstanding principal amount totally HKD29.1 million plus corresponding interest. Upon knowing Million Joy’s application for deregistration (the “**Deregistration**”) filed with the Companies Registry of Hong Kong (the “**Companies Registry**”), Tempus Cross-border filed objection with the Companies Registry in January 2021. In April 2021, Million Joy sent a letter to Tempus Cross-border and stated that it has fully repaid the loan, attaching a repayment confirmation signed by Mr. Li (the “**Repayment Confirmation**”). It was discovered by Tempus Cross-border that Mr. Li, without consent of Tempus Cross-border, signed the Repayment Confirmation to confirm that Million Joy had fully repaid all outstanding loan. Tempus Cross-border subsequently received a letter from the Companies Registry that they may continue to process the Deregistration as it had already received reply from Million Joy in relation to the outstanding loan.

As (i) Mr. Li and Mr. Huang unlawfully approved the 2018 Loan Agreement, causing Tempus Cross-border’s failure to timely collect principal amount of outstanding loan and corresponding interest; and (ii) Mr. Li signed and confirmed the false Repayment Confirmation, further enhancing the intention of Million Joy of not repaying the outstanding loan, the conduct of Mr. Li and Mr. Huang had caused damage to the interest of the Company and Tempus Cross-border and they were in breach of their fiduciary and diligence duties as directors and senior management of Company and Tempus Cross-border. The Company and Tempus Cross-border therefore brought the Legal Proceeding in the Court.

In connection with the Legal Proceeding, the Company and Tempus Cross-border also applied for property preservation against Mr. Li and Mr. Huang respectively in October 2022. The Court in November 2022 decided to grant the property preservation application made by the Company and Tempus Cross-border and issued the property seizure/freezing notice against Mr. Li and Mr. Huang in December 2022.

The Company confirms that up to the date of this announcement, so far as the Board is aware, the Legal Proceeding has no material adverse impact on the business and general operations of the Company and its subsidiaries. The Company will closely follow the development of the aforesaid matters and comply with relevant disclosure requirements under the Listing Rules and the SFO in a timely manner as and when necessary.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 9 December 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.