

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)

ANNOUNCEMENT MADE PURSUANT TO RULES 13.51B(2) AND 13.51(2) OF THE LISTING RULES

This announcement is made by Tempus Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.51B(2) and 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

STATEMENT PUBLISHED BY THE CHINA SECURITIES REGULATORY COMMISSION

Reference is made to the statement (the “**Statement**”) published by the China Securities Regulatory Commission (the “**CSRC**”) on 5 May 2022 in relation to the CSRC’s decision (the “**Decision**”) against Tempus Global Business Service Group Limited* (騰邦國際商業服務集團股份有限公司) (a company previously listed on the Shenzhen Stock Exchange with stock code 300178 but delisted on 22 June 2022) (“**Tempus Global**”) and its directors and senior management (including Mr. Zhong Baisheng (“**Mr. Zhong**”), a non-executive director and chairman to the board of directors of the Company (the “**Board**”). According to the Statement, Mr. Zhong, as the then chairman to the board of directors and alternative secretary to the board of directors of Tempus Global shall be responsible for the failure or non-timely disclosure of certain material information in the 2018 and 2019 annual reports of Tempus Global including the guarantees provided by two of its then subsidiaries to its substantial shareholder, certain material litigations and arbitration and use of non-operating funds by its substantial shareholder. As a result, Mr. Zhong was fined RMB1 million by the CSRC.

Below are specific details of each event as stated in the Decision based on the information disclosed in the Statement:

Non-timely disclosure of and failure to disclose connected guarantees in the annual reports

The CSRC ruled in the Decision that the Tempus Global failed to disclose the following guarantees in a timely manner and failed to disclose such guarantees in its 2018 and 2019 annual reports:

Date	Parties involved	Principal amount of the loan	Mr. Zhong's involvement
5 February 2017	<ul style="list-style-type: none"> • Tempus Group as the borrower • Mr. Zhou Mouping as the lender • Shenzhen City Qianhai Rongyixing Small Loans Co., Ltd.* (深圳市前海融易行小額貸款有限公司) (“Rongyixing”) and Shenzhen City Tengfutong Electronic Payment Technology Co., Ltd.* (深圳市騰付通電子支付科技有限公司) (“Tengfutong”), both subsidiaries of Tempus Global at relevant time, as guarantors 	RMB50 million (“ Loan No. 1 ”)	Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time.
21 February 2017	<ul style="list-style-type: none"> • Tempus Group as the borrower • Mr. Zhou Mouping as the lender • Rongyixing and Tengfutong as the guarantors 	RMB50 million (“ Loan No. 2 ”)	Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time.
19 July 2018	<ul style="list-style-type: none"> • Tempus Group as the borrower • Greater Bay Area Property Finance Investment Co., Ltd.* (粵港澳大灣區產融投資有限公司) as the lender • Tempus Global and Mr. Zhong as the guarantors 	RMB300 million (Tempus Group repaid the principal in November 2018)	Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time. Mr. Zhong also provided personal guarantee in respect of this loan as one of the joint guarantors.
August 2018	<ul style="list-style-type: none"> • Tempus Group as the borrower • Shenzhen City Mengcheng Investment Consultancy Co., Ltd.* (深圳市夢程投資諮詢有限公司) as the lender • Tempus Global as the guarantor 	Approximately RMB29.55 million	Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time.

Date	Parties involved	Principal amount of the loan	Mr. Zhong's involvement
19 October 2018	<ul style="list-style-type: none"> • Tempus Group as the borrower • Huashanghai Supply Chain Management (Guangzhou) Co., Ltd.* (華商匯供應鏈管理(廣州)有限公司) (“Huashanghai”) as the lender • Tempus Global and Mr. Zhong as the guarantors 	RMB300 million (“ Loan No. 3 ”)	Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time.
April 2019	<ul style="list-style-type: none"> • Tempus Group as the borrower • Shenzhen City Tengdafei Information Consultancy Co., Ltd.* (深圳市騰達飛信息諮詢有限公司) as the lender • Mr. Zhong, Mr. Shi and Tempus Global as the guarantors 	RMB47 million	<p>Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time.</p> <p>Mr. Zhong also provided personal guarantee in respect of this loan as one of the joint guarantors.</p>

Non-disclosure of material litigation and arbitration in the annual reports

In the second half of 2019, (i) Mr. Zhou Moupeng, being the lender, initiated arbitration proceeding against Tempus Group as borrower and Rongyixing and Tengfutong as guarantors for repayment of Loan No.1 and Loan No.2; and (ii) Huashanghai, being the lender, initiated legal proceeding against Tempus Group as borrower and Tempus Global as guarantor for repayment of Loan No.3.

Mr. Zhong was the alternate secretary to the board of directors of Tempus Global at the relevant time.

Non-timely disclosure and failure to disclose the use of non-operating funds by the substantial shareholder of Tempus Global in the annual reports

During the year 2018, Tempus Group borrowed money from customers of Rongyixing (融易行的客戶) in an amount of RMB185.4 million for cashflow purposes. CSRC considered that this indirectly used the funds for small amount lending (小額貸款資金) to be provided by Rongyixing and constituted an occupation of the funding (資金佔用). Tempus Global did not disclose such related transaction as stipulated in the Measures for the Administration of Information Disclosure by Listed Companies (上市公司信息披露管理辦法) issued by the CSRC in its annual reports.

Mr. Zhong was the legal representative and the chairman to the board of directors of Tempus Global at the relevant time.

The Company has been informed by Mr. Zhong and Tempus Global that as of the date of this announcement, the relevant fines imposed by CSRC against them have been paid.

ORDERS ISSUED BY THE PRC COURTS

Reference is also made to an announcement published by Tempus Global on 25 January 2022 (the “**Announcement**”). According to the Announcement, there were orders issued by PRC courts between 2019 and 2021 (the “**Court Orders**”) in which Tempus Global, Tempus Logistics Group Holding Ltd.* (騰邦物流集團股份有限公司) (“**Tempus Logistics**”) and Mr. Zhong were included in the list of dishonest debtors and/or subject to spending restriction. Mr. Zhong was included in the list of dishonest debtor and/or subject to spending restriction because Tempus Global, Tempus Logistics and Mr. Zhong did not settle the judgment debts determined by the arbitration tribunal and PRC courts concerning the loan disputes in which Tempus Global or Tempus Logistics, as the case may be, as the borrower was unable to repay the various loans granted by the lenders where Mr. Zhong acted as one of the guarantors and assumed joint and several liabilities with the borrowers and other guarantors in respect of the repayment of the loans.

To the knowledge and information of the Board, the Statement and Court Orders did not relate to the affairs of the Group and will not have any adverse impact on the business and/or operations of the Group.

The Board (excluding Mr. Zhong) has carefully assessed the Statement and the Court Orders and considered that notwithstanding the Statement and the Court Orders, Mr. Zhong is still suitable to act as a director of the Company under Rules 3.08 and 3.09 of the Listing Rules, for the reasons set out below:

- (a) The Decision, the Statement and the Court Orders made no finding of any dishonest or fraudulent acts on the part of Mr. Zhong and raised no concerns about the integrity of Mr. Zhong. There was also no finding by the CSRC of any deliberate concealment of information by Tempus Global;
- (b) Mr. Zhong’s business experience and knowledge is valuable to the Group. Mr. Zhong has been a director of the Company since January 2015 and is very familiar with the Group’s business and operation. Being a founder of the Group and chairman to the Board, Mr. Zhong provides overall leadership to the Board. With his numerous involvements in public duties, together with his experience and knowledge, the Board considered that Mr. Zhong could bring valuable insight and benefit to the Board and the Group;
- (c) No regulatory authorities or stock exchange in the PRC seeks to disqualify Mr. Zhong from acting as a director or senior management officer of any company; and
- (d) Mr. Zhong is a non-executive director of the Company. He attends regular trainings to keep abreast of the latest updates and on compliance with Listing Rules, including internal approval, reporting and disclosures obligations of Hong Kong listed companies in relation to notifiable and connected transactions, directors’ duties and various aspects of corporate governance matters to prevent occurrence of similar non-timely disclosure incidents. Mr. Zhong has no previous record of breaching the Listing Rules.

Save as disclosed above, as confirmed by Mr. Zhong, there is no other information that is required to be disclosed by Mr. Zhong pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters in relation thereto that needs to be brought to the attention of the shareholders of the Company.

By order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 13 January 2023

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*