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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) BOND RESTRUCTURING DEED; AND

(2) STATUTORY DEMAND

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) (the “**SFO**”).

Reference is made to the announcements of the Company dated 27 August 2021 and 7 February 2023 in relation to the entry into and updates regarding the Deed (the “**Announcements**”), the Company’s 2021 annual report and 2022 interim report. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

According to the payment schedule of the Deed, the Relevant Sum in the amount of HK\$35,294,000 is repayable on or before 3 February 2023. The Company failed to make payment of the Relevant Sum to the CBs Holder in accordance with the Deed on or before 3 February 2023. As a result of the Default, on 6 February 2023 the Company received from the CBs Holder notices of repayment (the “**Repayment Notices**”), whereby the CBs Holder exercised its right to redeem the Bonds and required the Company to repay the event of default redemption amount totalling HK\$202,602,837, calculated up to the date of the Repayment Notices.

Despite that the Company has since 6 February 2023 been proactively negotiating and discussing with the CBs Holder regarding possible settlement arrangements regarding the Default, as at the date of this announcement the Company and the CBs Holder have not been able to reach any mutually agreeable solution to the same.

The Company has received a statutory demand dated 19 May 2023 (the “**Statutory Demand**”) served by the solicitors acting on behalf of the CBs Holder pursuant to Section 178(1)(a) or Section 327(4)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) to demand payment of a total sum of HK\$212,411,049.78 (the “**Debt**”), being the total outstanding indebtedness due and owing by the Company to the CBs Holder under the Bonds as at 19 May 2023. The Statutory Demand requested the Company to repay the Debt within three weeks from the date of receipt of the Statutory Demand, failing which the CBs Holder may present a winding-up petition against the Company.

The Company is now actively using its best endeavours to negotiate and discuss with the CBs Holder with a view to reaching a mutually feasible settlement arrangement in respect of the Default and the Debt. As at the date of this announcement, save for the service of the Statutory Demand, no further action has been taken by the CBs Holder against the Company regarding the Default or the Debt.

The Company will disclose the further development of the above matter in a timely manner by way of further announcements in accordance with the Listing Rules and the SFO.

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, 23 May 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.