

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)

(1) PROPOSED REMOVAL OF DIRECTOR; AND (2) CONTINUED SUSPENSION OF TRADING

References are made to the announcements of the Tempus Holdings Limited (the “**Company**”; together with its subsidiaries, the “**Group**”) dated 1 August 2022, 30 September 2022, 14 October 2022, 6 June 2023 and 19 June 2023 respectively (collectively the “**Announcements**”) in relation to, *inter alia*, the suspension of the powers and duties of Mr. Sun Yifei (“**Mr. Sun**”) as an executive Director of the Company, the Suspected Misappropriation of Funds, the Forensic Investigation and the 5M Proceedings. Unless otherwise defined in this announcement, capitalised terms herein shall have the same meanings as ascribed to them in the Announcements.

PROPOSED REMOVAL OF DIRECTOR

The Board of the Company hereby announces that on 19 June 2023, the Board held a meeting (the “**Board Meeting**”) at which the Board resolved, among other things, to propose the removal of Mr. Sun from his office as an executive Director of the Company (the “**Proposed Removal**”) at an extraordinary general meeting of the Company (the “**EGM**”) to be convened and held in accordance with the provisions of Company’s articles of association (the “**Articles**”). The Proposed Removal is subject to approval by the voting members of the Company (the “**Voting Members**”) by the passing of an ordinary resolution to approve the same at the EGM.

Reasons for the Proposed Removal

As stated in the Company's announcement dated 1 August 2022, the Board resolved at its meeting on 1 June 2022, among other things, to suspend all administrative and executive duties and powers of Mr. Sun as an executive Director of the Company and a member of the Company's executive committee (the "**Executive Committee**") with effect from 2 June 2022 until further notice. As disclosed in the Company's announcement dated 6 June 2023, according to the Final Forensic Report, it has been found that the Suspected Misappropriated Funds came back into the possession of Mr. Sun after a series of transfers (the "**Fund Transfers**") involving Mr. Sun and other parties including but not limited to Mr. Hu, Mr. Yu and Tianjin Yuncheng Corporate Management LLP* (天津市雲橙企業管理合夥企業(有限合夥)) ("**Tianjin Yuncheng**") and has since then been spent by Mr. Sun on personal investments and other personal expenses. Further, in the supporting evidence attached to the Co-Defendant Application by Mr. Li dated 6 June 2023 in relation to the 5M Proceedings (as disclosed in the Company's announcement dated 19 June 2023), it has been revealed that Mr. Yu (who directly passed the Suspected Misappropriation of Funds to Mr. Sun according to the Final Forensic Report) received, over the course of more than one year after the initial transfer of the Relevant Sum of RMB5,000,000 to Tianjin Yuncheng, not only the Relevant Sum but also interest accrued thereon, which was not previously disclosed by Mr. Sun in his responses to the enquiries of the Committee in connection to its investigations regarding the Suspected Misappropriation of Funds.

In light of the aforementioned findings and discoveries, the Board considered Mr. Sun to be seriously lacking in integrity and thus resolved at the Board Meeting that Mr. Sun was no longer fit and proper to hold any position within the Group. Therefore, at the Board Meeting, the Board resolved the Proposed Removal and further resolved that steps should be taken to effect the same.

The Directors (save for Mr. Sun) consider that the Proposed Removal will not bring any significant adverse impact on the operations of the Company or the Group. Save as disclosed above, the Board is not aware of any other matter relating to the Proposed Removal that needs to be brought to the attention of the Shareholders.

Provision in the Articles of Association

Pursuant to article 111 of the Articles, the Voting Members may, at a general meeting of the Company convened and held in accordance with the Articles, by ordinary resolution remove any Director prior to the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director. Accordingly, the Proposed Removal is subject to approval by the Voting Members by way of an ordinary resolution at a general meeting of the Company. Therefore, the Board would like to propose an ordinary resolution to remove Mr. Sun as an executive Director of the Company and a member of the Executive Committee at an EGM to be convened and held. A circular containing the requisite information relating to the Proposed Removal and a notice of the EGM, together with a proxy form, will be circulated to the Shareholders in due course.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:00 a.m. on 3 April 2023 and will remain suspended until further notice.

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

By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 19 June 2023

As at the date of this announcement, 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.

* *For identification purpose only.*