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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tempus Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED REMOVAL OF DIRECTOR; (2) CLOSURE OF REGISTER OF MEMBERS; AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of Tempus Holdings Limited to be held at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on 18 July 2023 at 10 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed in this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by hand or by post, not less than 48 hours before the time designated for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

26 June 2023

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“Articles”	the articles of association adopted by the Company, as amended from time to time by resolution of the Shareholders of the Company;
“Board”	the board of Directors;
“Circular”	means this circular;
“Company”	Tempus Holdings Limited (騰邦控股有限公司), a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong on 18 July, 2023 at 10 a.m.;
“Executive Committee”	the executive committee of the Company;
“Final Forensic Report”	the finalised forensic investigation report dated 2 June 2023 issued by Pengsheng Certified Public Accountant (Special General Partnership) (鵬盛會計師事務所(特殊普通合夥)), the forensic consultant appointed to conduct the forensic investigation in respect of to the Suspected Misappropriation of Funds;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this Circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Sun”	Sun Yifei (孫翼飛), an executive Director of the Company;

DEFINITIONS

“Proposed Removal”	the proposed removal of Mr. Sun as an executive Director and member of the Executive Committee;
“Share(s)”	the ordinary share(s) of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Suspected Misappropriated Funds”	the funds of RMB5,000,000 which are the subject of the Suspected Misappropriation of Funds; and
“Suspected Misappropriation of Funds”	the suspected misappropriation of the Company’s funds of RMB5,000,000

LETTER FROM THE BOARD

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)

Executive directors:

Mr. Zhong Yiming (*Chief Executive Officer*)
Mr. Yip Chee Lai, Charlie
Mr. Wang Xingyi
Mr. Sun Yifei

Registered office:

Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Non-executive director:

Mr. Zhong Baisheng (*Chairman*)

Principal place of business

in Hong Kong:
Unit 3602, 36/F Citicorp Centre
18 Whitfield Road Causeway Bay
Hong Kong

Independent non-executive directors:

Mr. Li Qi
Mr. Wong Kai Hing
Mr. Cheng Tsz Lok

26 June 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED REMOVAL OF DIRECTOR;
CLOSURE OF REGISTER OF MEMBERS; AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other matters, further details regarding the proposed removal of Mr. Sun as an executive Director and member of the Executive Committee of the Company (the “**Proposed Removal**”).

A notice convening the EGM is set out on pages 6 to 7 of this Circular.

LETTER FROM THE BOARD

PROPOSED REMOVAL OF DIRECTOR

As disclosed in the announcement of the Company dated 19 June 2023, the Board has resolved to convene a general meeting of the Company for the purpose of considering the Proposed Removal in accordance with the Articles for the reasons set forth below.

As stated in the Company's announcement dated 1 August 2022, all administrative and executive duties and powers of Mr. Sun as an executive Director of the Company and a member of the Executive Committee have been suspended with effect from 2 June 2022 until further notice by the resolution of the Board at its meeting on 1 June 2022. 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 have been spent by Mr. Sun on personal investments and other personal expenses. Further, as mentioned in the Company's announcement dated 19 June 2023, during the course of the Company's civil litigation proceedings at the Shenzhen Qianhai Cooperation Zone People's Court in relation to the Suspected Misappropriation of Funds against, among other persons, Mr. Sun, it been revealed that Mr. Sun received not only the Suspected Misappropriated Funds in the sum of RMB5,000,000 but also interest accrued thereon, which was not previously disclosed by Mr. Sun in his responses to the enquiries of the independent investigation committee in its investigations regarding the Suspected Misappropriation of Funds. The Board takes the view that, in light of the aforesaid, Mr. Sun has exhibited a serious lack of integrity and is therefore no longer fit and proper to hold any position within the Group.

APPLICABLE LAWS AND REMOVAL PROCEDURES

Pursuant to article 111 of the Articles, the Shareholders may, at any general meeting convened and held in accordance with the Articles, by ordinary resolution remove any Director at any time before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director. Therefore, an ordinary resolution to remove Mr. Sun as an executive Director of the Company and a member of the Executive Committee will be presented at the EGM in accordance with the Articles.

EGM

At the EGM, an ordinary resolution for the removal of Mr. Sun as an executive Director and a member of the Executive Committee will be proposed. Notice of the EGM is set out on pages 6 to 7 of this Circular. The resolution set out in the notice of the EGM will be decided by poll in accordance with the Listing Rules.

LETTER FROM THE BOARD

A proxy form for use at the EGM is enclosed with this Circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by hand or by post, not less than 48 hours before the time designated for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

For determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 13 July 2023 to Tuesday, 18 July 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 12 July 2023.

RECOMMENDATION

The Directors (save for Mr. Sun) consider that the Proposed Removal is in the best interests of the Company and the Shareholders. Accordingly, the Directors (save for Mr. Sun) recommend the Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

GENERAL

As at the Latest Practicable Date, Mr. Sun holds 3,492,000 Shares representing approximately 0.80% of the issued share capital of the Company. Mr. Sun will abstain from voting at the EGM or any adjournment thereof in respect of the resolution for the Proposed Removal. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder is required to abstain from voting at the EGM in respect of the resolution for the Proposed Removal.

Yours faithfully,
By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of TEMPUS HOLDINGS LIMITED (the “**Company**”) will be held at Unit 3602, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong, on Tuesday, 18 July 2023 at 10 a.m. to consider and, if thought fit passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** pursuant to Article 111 of the articles of association of the Company, Mr. Sun Yifei be removed from his office of director of the Company with immediate effect.”

By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 26 June 2023

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. For determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 13 July 2023 to Tuesday, 18 July 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 12 July 2023.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
7. According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, each of the resolutions set out in the notice of EGM will be voted by poll. Results of the poll voting will be published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
8. All references to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, 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.