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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES;**
- (3) NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS; AND**
- (4) CONTINUED SUSPENSION OF TRADING**

RESIGNATION OF MR. CHENG TSZ LOK

The board (the “**Board**”) of directors (“**Directors**”) of Tempus Holdings Limited (the “**Company**”) announces that Mr. CHENG Tsz Lok (“**Mr. Cheng**”) has resigned as an independent non-executive Director, a member of the audit committee (the “**Audit Committee**”), the chairman of the remuneration committee (the “**Remuneration Committee**”) and the chairman of the nomination committee (“**Nomination Committee**”) of the Company with effect from 13 July 2023 in order to devote more time to his other work arrangements.

Mr. Cheng Tsz Lok has confirmed that he has no claim against the Company and has no disagreement with the Board. In addition, there are no matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation as an independent non-executive Director.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Cheng for his valuable contribution to the Company during his tenure of office.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Immediately after Mr. Cheng's resignation, the composition of the Board committees is as follows:

- (1) Executive Committee: Mr. Zhong Yiming (Chief Executive Officer), Mr. Yip Chee Lai, Charlie, Mr. Wang Xingyi and Mr. Sun Yifei;
- (2) Audit Committee: Mr. Li Qi;
- (3) Remuneration Committee: Mr. Li Qi, Mr. Zhong Yiming, Mr. Wang Xingyi; and
- (4) Nomination Committee: Mr. Li Qi.

NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

Pursuant to Rule 3.10 of the Rules Governing the Listing of Securities on The Stock Exchange (the "**Listing Rules**"), the Board must include at least three independent non-executive directors. Immediately following the resignation of Mr. Cheng, the number of independent non-executive Director of the Company has been reduced to one only, resulting in non-compliance with the requirement prescribed by Rule 3.10 of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom shall be an independent non-executive director. Immediately following the resignation of Mr. Cheng, the number of members of the Audit Committee has been reduced to one only, resulting in non-compliance with the requirement prescribed by Rule 3.21 of the Listing Rules.

Pursuant to Rule 3.25 of the Listing Rules, every listed issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors. Immediately following the resignation of Mr. Cheng, the Remuneration Committee is not chaired by an independent non-executive Director or the chairman of the Board and does not comprise a majority of independent non-executive Directors, resulting in non-compliance with the requirement prescribed by Rule 3.25 of the Listing Rules.

Pursuant to Rule 3.27A of the Listing Rules, every listed issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and the nomination committee must comprise a majority of independent non-executive directors. Immediately following the resignation of Mr. Cheng, the Nomination Committee is not chaired by an independent non-executive Director or the chairman of the Board, resulting in non-compliance with the requirements of Rule 3.27A of the Listing Rules.

In view of the above and with reference to the resignation of Mr. Wong Kai Hing (“**Mr. Wong**”) as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee as disclosed in the announcement of the Company dated 11 July 2023, the Board will use its best endeavours to identify suitable candidates to fill the vacancies as soon as practicable and in any event within three months from the respective effective dates of the resignation of Mr. Cheng and Mr. Wong in order to ensure compliance by the Company with the requirements under the Listing Rules. Further announcement(s) will be made by the Company as soon as practicable upon the appointment of the new independent non-executive Directors.

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, 13 July 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 one independent non-executive Director, namely Mr. Li Qi.