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

The Board is pleased to announce that Ms. Lo Wing Yan, Emmy (盧詠欣) has been appointed as an independent non-executive director of the Company with effect from 23 August 2023. Following the appointment of Ms. Lo, the Company is in compliance with the requirements of the Listing Rules relating to independent non-executive directors and Board committees.

References are made to: (i) the announcement of Tempus Holdings Limited (the “**Company**”); together with its subsidiaries, the “**Group**”) dated 11 July 2023 in relation to the resignation of Mr. Wong as an independent non-executive Director (“**INED**”) of the Company, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee and the consequent non-compliance of the Company with the requirements of the Listing Rules regarding INEDs and the Board committees (the “**Board Committees**”); (ii) the announcement of the Company dated 13 July 2023 in relation to the resignation of Mr. Cheng as an INED of the Company, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee and the consequent non-compliance of the Company with the requirements of the Listing Rules regarding INEDs and the Board Committees; (iii) the announcement of the Company dated 18 July 2023 in relation to the Additional Resumption Guidance; and (iv) the announcement of the Company dated 3 August 2023 in relation to the appointment of Mr. Peng Chaolin as an INED of the Company (collectively the “**Announcements**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Lo Wing Yan, Emmy (盧詠欣) (“**Ms. Lo**”) has been appointed as an INED of the Company, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee with effect from 23 August 2023.

The biographical details of Ms. Lo are as follows:

Ms. Lo, aged 51, possesses over 25 years of experience in accounting and related finance, including over 20 years of serving as INED and other accounting and finance related functions of companies listed on the Stock Exchange and on National Association of Securities Dealers Automated Quotations (“**NASDAQ**”). Since September 2022, Ms. Lo has served as the financial controller of Jimu Group Limited (SEHK: 08187) (“**Jimu**”; together with its subsidiaries, the “**Jimu Group**”), where she has been responsible for, amongst other things: (i) coordinating with Jimu’s auditors, legal counsel and financial advisors, bankers and other similar third parties; (ii) reviewing the Jimu Group’s consolidated management accounts to ensure compliance with the Hong Kong Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”); (iii) reviewing the Jimu Group’s annual reports, interim reports, quarterly reports and annual budget; (iv) monitoring the Jimu Group’s cash flow and working capital; (v) supervising Jimu’s financial team in preparing various reports and filings; and (vi) reviewing Jimu’s announcements, reports and filings to ensure compliance with the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and other applicable laws, rules and regulations.

From April 2016 to July 2017, Ms. Lo served as an INED of Miko International Holdings Limited (SEHK: 1247) (“**Miko**”; together with its subsidiaries, the “**Miko Group**”), where she was responsible for, amongst other things: (i) reviewing and monitoring the publication of Miko Group’s financial results in compliance with the Listing Rules; (ii) addressing any audit qualifications and giving advice in relation to the finalisation of Miko Group’s financial results; and (iii) giving advice to Miko on its resumption plan and procedures and co-ordinating with Miko’s legal advisors, auditors and internal control reviewers to address queries raised by the Stock Exchange.

Between September 2000 and March 2022, Ms. Lo also served in a number of other key accounting and finance related positions, include serving as the chief finance officer and company secretary of Omnibridge Holdings Limited (SEHK: 8462), the financial controller and company secretary of Titan Petrochemicals Group Limited (delisted, formerly SEHK: 1192), the finance manager of Guoan International Limited (formerly known as Global Tech (Holdings) Limited) (delisted, formerly SEHK: 143), the finance manager of Fortune Sun (China) Holdings Limited (HKSE: 352), assistant accounting manager and qualified accountant of CSC Holdings Limited (formerly known as China Strategic Holdings Limited) (HKSE: 235) and accounting manager of PacificNet Inc. (delisted, formerly NASDAQ: PACT).

Ms. Lo is an Associate member of the HKICPA. She obtained a degree in Master of Applied Finance from the University of Western Sydney in 2004.

Ms. Lo has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of three (3) years commencing from 23 August 2023, subject to requirements relating to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The Letter of Appointment is subject to the termination by either party giving three (3) months’ prior notice to the other. Ms. Lo is entitled to a director’s fee of HK\$200,000 per annum, plus any discretionary bonus, as determined by reference to the time and effort involved in her duties and responsibilities with the Company and the prevailing market conditions.

To the knowledge, information and belief of the Directors: (i) Ms. Lo does not have any interests and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) Ms. Lo did not hold any position with the Company or any other entity within the Group in the three years preceding the date of this announcement; (iii) Ms. Lo did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years preceding the date of this announcement; (iv) Ms. Lo does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company; (v) save as disclosed above, there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (2)(v) of the Listing Rules in relation to the appointment of Ms. Lo; and (vi) save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Ms. Lo.

The Board would like to extend its warm welcome to Ms. Lo for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Immediately after Ms. Lo’s appointment, the composition of the Board committees is as follows:

- (1) Executive Committee: Mr. Zhong Yiming (Chief Executive Officer), Mr. Yip Chee Lai, Charlie and Mr. Wang Xingyi;
- (2) Audit Committee: Ms. Lo Wing Yan, Emmy (Chairman), Mr. Li Qi and Mr. Peng Chaolin;
- (3) Remuneration Committee: Mr. Peng Chaolin (Chairman), Mr. Li Qi, Mr. Zhong Yiming, Mr. Wang Xingyi and Ms. Lo Wing Yan, Emmy; and
- (4) Nomination Committee: Mr. Peng Chaolin (Chairman), Mr. Li Qi and Ms. Lo Wing Yan, Emmy.

COMPLIANCE WITH LISTING RULE REQUIREMENTS

As disclosed in the announcement of the company dated 18 July 2023, the Company received two (2) letters from the Stock Exchange dated 13 July 2023 and 18 July 2023 respectively, setting out the following Additional Resumption Guidance in addition to the Original Resumption Guidance dated 15 May 2023, amongst other things:

- (1) to demonstrate the Company's compliance with Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

As disclosed in the announcement of the Company dated 3 August 2023, immediately following the appointment of Mr. Peng as an INED of the Company, a member of the Audit Committee, the chairman of the Remuneration Committee and the chairman of the Nomination Committee:

- (i) the Company had one (1) INED possessing professional accounting qualification, so that the Company had re-complied with Rule 3.10(2) of the Listing Rules;
- (ii) the Company had two (2) INEDs, representing one-third of the Board, which at the time consisted of three (3) executive Directors, one (1) non-executive Director and two (2) INEDs, so that the Company had re-complied with Rule 3.10A of the Listing Rules;
- (iii) the Nomination Committee was chaired by an INED and comprised a majority of INEDs, so that the Company had re-complied with Rule 3.27A of the Listing Rules;
- (iv) the Company only had two (2) INEDs, such that the Company remained non-compliant with Rule 3.10(1) of the Listing Rules, which requires every listed issuer to have at least three (3) INEDs;
- (v) the Audit Committee only had two (2) members, such that the Company remained non-compliant with Rule 3.21 of the Listing Rules requires, which requires every listed issuer to establish an audit committee comprising at least three (3) members; and
- (vi) the Remuneration Committee was chaired by an INED but did not comprise a majority of INEDs, such that the Company remained non-compliant with Rule 3.25 of the Listing Rules, which requires every listed issuer to establish a remuneration committee comprising a majority of INEDs and chaired by an INED.

Immediately following the appointment of Ms. Lo as an INED, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee:

- (i) the Company has two (2) INEDs possessing professional accounting qualifications and/or accounting and related financial management expertise, so that the Company is in compliance with Rule 3.10(2) of the Listing Rules;
- (ii) the Company has three (3) INEDs, representing over one-third of the Board, which currently consists of three (3) executive Directors, one (1) non-executive Director and three (3) INEDs, so that the Company is in compliance with Rule 3.10A of the Listing Rules;

- (iii) the Nomination Committee is chaired by an INED and comprises a majority of INEDs, so that the Company is in compliance with Rule 3.27A of the Listing Rules;
- (iv) the number of INEDs of the Company has been increased to three (3), such that the Company is now in compliance with Rule 3.10(1) of the Listing Rules, which requires every listed issuer to have at least three (3) INEDs;
- (v) the Audit Committee comprises three (3) members, all of whom are INEDs, and is chaired by an INED possessing professional accounting qualification and accounting and related financial management expertise, such that the Company is now in compliance with Rule 3.21 of the Listing Rules, which requires every listed issuer to establish an audit committee chaired by an INED and comprising at least three (3) members, all of whom must be non-executive Directors and at least one (1) of whom must be an INED with appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules; and
- (vi) the Remuneration Committee is chaired by an INED and comprises two (2) executive Directors and three (3) INEDs, such that the Company is now in compliance with Rule 3.25 of the Listing Rules, which requires every listed issuer to establish a remuneration committee comprising a majority of INEDs and chaired by an INED.

Therefore, immediately following the appointment of Ms. Lo as an INED, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee, the Company is now in compliance with Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules as required by the Additional Resumption Guidance.

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, 23 August 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zhong Yiming, Mr. Yip Chee Lai, Charlie and Mr. Wang Xingyi; one non-executive Director, namely Mr. Zhong Baisheng; and three independent non-executive Directors, namely Mr. Li Qi, Mr. Peng Chaolin and Ms. Lo Wing Yan, Emmy.