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# TEMPUS

## 騰邦控股

TEMPUS HOLDINGS LIMITED

騰邦控股有限公司

(IN LIQUIDATION)

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 06880)**

**MONTHLY UPDATE ANNOUNCEMENT  
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE  
AND  
END OF OFFER PERIOD  
AND  
CONTINUED SUSPENSION OF TRADING**

The announcement is made by Tempus Holdings Limited (In Liquidation) (the “**Company**”) pursuant to Rule 3.7 of the Takeovers Code.

Reference is made to the announcements of the Company dated 15 August 2024, 13 September 2024 and 14 October 2024 pursuant to Rule 3.7 of the Takeovers Code and the announcement of the Company dated 28 October 2024 (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the Announcements.

### **UPDATE ON THE PROPOSED RESTRUCTURING**

The Company wishes to update the shareholders and potential investors of the Company that, on 4 November 2024:

1. the Company, the Liquidators and Interstellar Health Investment Limited (the “**Investor**”) entered into the conditional Restructuring Agreement in relation to the Proposed Restructuring involving, among others, (i) the capital reorganisation; (ii) the Subscription; and (iii) a creditors’ scheme of arrangement. Completion of the Subscription shall be conditional upon, among others, (i) the Executive having granted the Whitewash Waiver, (ii) the satisfaction of all conditions (if any) attached to the Whitewash Waiver, and (iii) such Whitewash Waiver not having been subsequently revoked or withdrawn (collectively, the “**Whitewash Condition**”). The Whitewash Condition is incapable of being waived. Upon completion of the Subscription, the Investor, its ultimate beneficial owners and parties acting in concert with any of them (the “**Concert Group**”) will be interested in aggregate more than 50% of the enlarged issued share capital of the Company. It will lead to a change in control of the Company and will then give rise to an obligation on the Concert Group’s part to make

a mandatory unconditional general offer for all the Shares (other than those already owned or agreed to be acquired by the Concert Group) and for the cancellation of the outstanding share options under Rule 26.1 of the Takeovers Code. Further announcement(s) setting out, among others, the details of the Restructuring Agreement and the Whitewash Waiver will be made by the Company in accordance with the Takeovers Code and the Listing Rules as soon as possible;

2. the Company (as borrower), the Liquidators and the Investor (as lender) entered into a funding agreement (the “**Funding Agreement**”) in relation to the provision of a credit facility (the “**Transaction Loan**”) for a total sum of up to HK\$11,250,000 (among which HK\$6,500,000 has been provided by way of the Earnest Money under the Exclusivity Agreement to cover the initial fees and expenses in connection with the Proposed Restructuring). The Transaction Loan, inclusive of the Earnest Money, will be utilised to form part of the consideration of the Subscription payable by the Investor to the Company. If the Proposed Restructuring does not materialized, the Transaction Loan, inclusive of the Earnest Money, would be treated as an unsecured ordinary claims of the Company; and
3. the Liquidators have taken out an *ex-parte* originating summons with the High Court of the Hong Kong Special Administrative Region for an order to convene a meeting of the creditors of the Company to consider and, if thought fit, to approve, with or without modification, a scheme of arrangement proposed by the Company, pursuant to section 670 of the Companies Ordinance (Cap. 622). A hearing has been scheduled on 23 January 2025.

## **END OF OFFER PERIOD**

Since the Whitewash Condition is not a waivable condition to the completion of the Subscription under the Restructuring Agreement, the offer period in respect of the Company has ended on the date of this announcement.

## **MONTHLY UPDATES**

Monthly announcement(s) setting out the progress of the Proposed Restructuring and the Whitewash Waiver will be made by the Company until an announcement is made in relation to, among others, the Proposed Restructuring and the Whitewash Waiver under Rule 3.5 of the Takeovers Code or a decision not to proceed with the Proposed Restructuring and the Whitewash Waiver.

**WARNING: Shareholders and potential investors should be aware that the Proposed Restructuring and the Subscription are subject to the fulfillment of various conditions. Accordingly, the Proposed Restructuring and the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or other securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

## **CONTINUED SUSPENSION OF TRADING**

Trading on the Stock Exchange in the shares of the Company, which was suspended with effect from 9:00 a.m. on 3 April 2023 remains suspended and will continue to be so until further notice.

For and on behalf of  
Tempus Holdings Limited (In Liquidation)

**Wing Sze Tiffany Wong**  
**Edward Simon Middleton**  
*Joint and Several Liquidators*  
*acting as agents without personal liabilities*

Hong Kong, 28 November 2024

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Zhong Yiming and Mr. Wang Xingyi; one Non-executive Director, namely Mr. Zhong Baisheng; and two Independent Non-executive Directors, namely Mr. Li Qi and Mr. Peng Chaolin.*

*The affairs, business and property of the Company are being managed by the Liquidators who act as the agents of the Company only and without personal liabilities.*

*The Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*