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TEMPUS HOLDINGS LIMITED

騰邦控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 6880)

VOLUNTARY ANNOUNCEMENT THE ACQUISITION OF EQUITY INTEREST IN TEMPUS JINYUAN LIMITED

The board (the “**Board**”) of Tempus Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on 27 July 2016, OTO (BVI) Investment Limited (“**OTO BVI**”), a wholly owned subsidiary of the Company, entered into an agreement (“**Agreement**”) with an independent third party (the “**Vendor**”) and Tempus Jinyuan Limited (the “**Target Company**”, together with its subsidiaries, the “**Target Group**”) in relation to the acquisition of 36% of the issued share capital of the Target Company and the subscription of new shares of the Target Company (the “**Acquisition**”).

Pursuant to the Agreement, (i) the Vendor conditionally agreed to sell and OTO BVI conditionally agreed to purchase 36% of the issued share capital of the Target Company at a consideration of RMB7.2 million (equivalent to approximately HK\$8.3 million) and (ii) OTO BVI conditionally agreed to inject a total of RMB10.0 million (equivalent to approximately HK\$11.6 million) in cash into the Target Company in consideration of the Target Company allotting and issuing new shares of the Target Company to OTO BVI (“**New Issue**”). The consideration is subject to the fulfilment of certain key performance indicators (“**KPIs**”) of the Target Group for three years commencing from completion of the Agreement and may be adjusted accordingly.

The Agreement contains a condition precedent, among others, that the Vendor shall transfer the entire equity interest of two companies established in the PRC being, Shenzhen Jinyuan Sports Massage Instruments Co., Ltd. (深圳市錦源運動按摩器材有限公司) and DongGuan Osky Fitness Equipment Tech Co., Ltd. (東莞市歐斯凱健身器材科技有限公司) (collectively, the “**PRC**

Companies”), to the Target Company so that the PRC Companies shall become wholly owned subsidiaries of the Target Company prior to completion of the Acquisition.

Upon the completion of the Agreement, OTO BVI will hold approximately 57.3% of the issued share capital of the Target Company (as enlarged by the New Issue) and each of the Target Company and the PRC Companies shall become a non-wholly owned subsidiary of the Company.

INFORMATION OF THE TARGET GROUP

The Target Company is an investment holding company incorporated in Hong Kong. The PRC Companies are incorporated in the PRC and principally engaged in research and development and manufacturing of small massagers. To the best of the knowledge, information and belief of the directors of the Company (the **“Directors”**) and after making all reasonable enquires, each of the Target Company and its subsidiaries (i.e. the PRC Companies) and their respective ultimate beneficial owners is a third party independent of the Company and connected persons of the Company.

REASONS FOR AND BENEFITS OF THE ACQUISITION

As stated in the annual report of the Company for the nine months ended 31 December 2015, the Group has been actively seeking appropriate investment opportunities in health and wellness sector. The Board considered that the Acquisition is in line with the Group’s strategy and will generate synergy through the vertical integration with the Group’s OTO business, facilitating better research and development, improved value chain layout and sharing of international customers. The Directors consider that the terms of the Acquisition are on normal commercial terms, fair and reasonable, and in the interests of the Company and the shareholders of the Company (**“Shareholders”**) as a whole.

LISTING RULE IMPLICATION

As each of the applicable percentage ratios under Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Listing Rules”**) in respect of the Agreement and the transactions contemplated thereunder is below 5%, regardless of the subsequent fulfillment of the KPIs and consequential adjustment of consideration, the entering into of the Agreement with the Vendor and the Target Company does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules and this announcement is made by the Company on a voluntary basis for the information of the Shareholders and potential investors.

As the Acquisition is subject to fulfilment (or waiver, as the case may be) of conditions set out in the Agreement and therefore may or may not proceed. Shareholders and investors are reminded to exercise caution when dealing in the shares of the Company.

By order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 27 July 2016

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Huang Jingkai and Mr. Yip Chee Lai, Charlie; two non-executive Directors, namely Mr. Zhong Baisheng and Ms. Zhang Yan and two independent non-executive Directors, namely Mr. Han Biao and Mr. Li Qi.