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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: 06880)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Tempus Holdings Limited (the “**Company**”) will be held at 2/F, Tempus Group Building, No. 9 Taohua Road, Futian Free Trade Zone, Shenzhen, the PRC on Friday, 14 July 2017 at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modification) the following resolution of the Company:

ORDINARY RESOLUTION

1. “THAT:

- (a) the conditional sale and purchase agreement dated 26 May 2017 (the “**Sale and Purchase Agreement**”) entered into between the Company, as purchaser, and 騰邦物流集團股份有限公司 (Tempus Logistics Group Holding Ltd.*) (the “**Vendor**”), as vendor, in relation to the acquisition of the 61.75% Equity Interest held by the Vendor in 深圳市騰邦價值鏈股份有限公司 (Shenzhen Tempus Value Chain Co., Ltd.*) for a cash consideration of RMB48,165,000, details of which have been set out in the circular of the Company dated 23 June 2017, the terms thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorized for and on behalf of the Company to sign, executive, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be

necessary, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Sale and Purchase Agreement and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the Directors, in the interests of the Company and its shareholders.

By Order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 23 June 2017

** for identification purposes only.*

Registered Office:

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

Principal Place of Business in Hong Kong:

26th Floor, Pacific Plaza
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Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company's articles of association. A proxy need not be a member of the Company.
2. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 11 July 2017 to Friday, 14 July 2017, both days inclusive, and no transfers of the shares of the Company will be effected during such period. In order to be entitled to attend and vote at the EGM, all transfers of Shares, duly 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 31/F., 148 Electric Road, North Point, Hong Kong by no later than 4:30 p.m. on Monday, 10 July 2017.
3. A form of proxy for use at the EGM is enclosed herewith. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding that EGM or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.

4. In case of joint registered holders of any share in the Company, any one of such persons may vote at the EGM, 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 the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The voting on all the resolutions at the EGM will be conducted by way of a poll.

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