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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)

AMENDMENTS TO TENANCY AGREEMENT AND CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Amendments to the Tenancy Agreement I

Reference is made to the announcement of the Company dated 1 March 2017 relating to the leasing of Property I under the Tenancy Agreement I. Taking into account the business needs of the Company, the Company negotiated with Tempus Assets (Hong Kong) for a reduction of the lettable area in Property I leased to Tempus Assets (Hong Kong) so that the Company could use part of Property I for its own use. On 19 October 2017, KK VII and Tempus Assets (Hong Kong) entered into the Supplemental Tenancy Agreement to amend the Tenancy Agreement I to, among other things, reduce the lettable area to Tempus Assets (Hong Kong) from 7,192 square feet to approximately 3,596 square feet and revised the monthly rent from HK\$359,600 per month to HK\$197,780 per month (including management fees, government rent and government rates but excluding other outgoing charges and expense). All other terms and conditions of the Tenancy Agreement I remain unchanged and are in full force and effect.

As set out in the Announcement, Tempus Assets (Hong Kong) is an associate of Mr. Zhong, who is a connected person of the Company by reason of his being a non-executive Director and substantial shareholder of the Company. Tempus Assets (Hong Kong) is indirectly owned as to 67% by Mr. Zhong and a connected person of the Company.

Pursuant to Rule 14A.54 of the Listing Rules, as the Supplemental Tenancy Agreement constitutes a material change to the terms of Tenancy Agreement I, the Company therefore issues this announcement to re-comply with the relevant requirements of Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the revised leasing of Property I and the leasing of Property II are more than 0.1% but all applicable percentage ratios are less than 5%, the transactions under Tenancy Agreement I as revised by the Supplemental Tenancy Agreement and the Tenancy Agreement II are subject to the reporting, announcement and annual review requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Change of principal place of business

The Board is pleased to announce that the principal place of business of the Company in Hong Kong will be changed to 28th floor, King Kong Commercial Centre (intended to be renamed as Tempus Centre), No.9 Des Voeux Road West, Hong Kong with effect from 23 October 2017.

AMENDMENTS TO THE TENANCY AGREEMENT I

Reference is made to the announcement of the Company dated 1 March 2017 (the “**Announcement**”) relating to the continuing connected transactions constituted by (1) the leasing of Property I by KK VII (as landlord) to Tempus Assets (Hong Kong) (as tenant) under the Tenancy Agreement I; and (2) the leasing of Property II by KK VIII (as landlord) to Tempus Logistics (as tenant) under the Tenancy Agreement II. KK VII and KK VIII are wholly owned subsidiaries of the Company.

Supplemental Tenancy Agreement

Taking into account the business needs of the Company, the Company negotiated with Tempus Assets (Hong Kong) for a reduction of the lettable area in Property I leased to Tempus Assets (Hong Kong) so that the Company could use part of Property I for its own use. After arm's length negotiations, KK VII and Tempus Assets (Hong Kong) entered into the Supplemental Tenancy Agreement on 19 October 2017 to revise certain major terms of the Tenancy Agreement I as follows:

- (a) the lettable area of Property I is revised from approximately 7,192 square feet to approximately 3,596 square feet, subject to upward or downward adjustment of not more than 20% of the total lettable area during the term;

- (b) the monthly rent of Property I is revised from HK\$359,600 (calculated based on the rate of HK\$50.0 per square foot per month) to HK\$197,780 (calculated based on the rate of HK\$55.0 per square foot per month) inclusive of management fees, government rent and government rates; and
- (c) all public utilities and other expenses incurred in Property I shall be shared between the parties based on the total area used.

Save for the above revised terms, all other material terms and conditions of the leasing of Property I under the Tenancy Agreement I remain unchanged and are in full force and effect.

The increased monthly rental per square foot (from HK\$50.0 to HK\$55.0 per square foot) reflects the prevailing market rental for comparable offices in the same area or in the vicinity at the time of entering into the Supplemental Tenancy Agreement. The other 3,596 square feet of Property I will be occupied by the Company for its own uses.

Revised Annual Caps

The Revised Annual Caps in respect of the aggregated rental and other payments arising from the Tenancy Agreement I as revised by the Supplemental Tenancy Agreement and the Tenancy Agreement II for the next three years ending 1 March 2020 have been re-estimated and revised as follows:

	2 March 2017 to 1 March 2018	2 March 2018 to 1 March 2019	2 March 2019 to 1 March 2020
Tenancy Agreement I (as revised by the Supplement Tenancy Agreement)	HK\$3,800,000	HK\$2,950,000	HK\$2,950,000
Tenancy Agreement II	<u>HK\$5,750,000</u>	<u>HK\$5,750,000</u>	<u>HK\$5,750,000</u>
Revised Annual Caps	<u>HK\$9,550,000</u>	<u>HK\$8,700,000</u>	<u>HK\$8,700,000</u>

The Revised Annual Caps are re-estimated based on the following major considerations:

- the revised annual rental of Property I, which has been revised to HK\$2,373,360 inclusive of management fees, government rent and government rates;
- the rental income already received by KK VII and KK VIII from 2 March 2017 to 18 October 2017;
- the possibility that the annual rental of Property I may be adjusted upward by not more than 20% (i.e. HK\$2,848,032 per annum) arising from adjustment in the total lettable area as provided in the Supplemental Tenancy Agreement (as disclosed in the paragraph under “Supplemental Tenancy Agreement” above); and
- the public utilities, air-conditioning and other charges which are to be shared between the parties in respect of Property I during the leased term.

Information about the Parties

The Group is principally engaged in the development and sales of health and wellness products, and cross-border trading, supply chain and logistics business. KK VII and KK VIII are investment holding companies incorporated in the British Virgin Islands and their principal assets are Property I and Property II, respectively.

Tempus Assets (Hong Kong) is a limited company incorporated in Hong Kong and its principal activity is asset management business.

Tempus Logistics is a company established in the PRC and is principally engaged in logistics and storage business.

Reasons for and Benefits of the entering into of the Supplemental Tenancy Agreement

As set out above, the Company negotiated with Tempus Assets (Hong Kong) to reduce the size of Property I leased to Tempus Assets (Hong Kong) with reference to the business needs of the Company. The Company will change its principal place of business to the address of Property I upon entering into the Supplemental Tenancy Agreement.

Based on the above, the Directors, including the independent non-executive Directors, are of the view that the terms of the Tenancy Agreement I as amended by the Supplemental Tenancy Agreement, including the revised monthly rental thereof, are fair and reasonable, are on normal commercial terms and in the ordinary and usual course of business KK VII and Tempus Assets (Hong Kong) and in the interests of the Company and the Shareholders as a whole.

Implications under the Listing Rules

As set out in the Announcement, Tempus Assets (Hong Kong) is an associate of Mr. Zhong, who is a connected person of the Company by reason of his being a non-executive Director and substantial shareholder of the Company. Tempus Assets (Hong Kong) is indirectly owned as to 67% by Mr. Zhong and regarded as a connected person of the Company.

Pursuant to Rule 14A.54 of the Listing Rules, the Supplemental Tenancy Agreement constitutes a material change to the terms of Tenancy Agreement I, the Company therefore issues this announcement to re-comply with the relevant requirements of Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the revised leasing of Property I and the leasing of Property II are more than 0.1% but all applicable percentage ratios are less than 5%, the transactions under the Tenancy Agreement I as revised by the Supplemental Tenancy Agreement and the Tenancy Agreement II are subject to the reporting, announcement and annual review requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board is pleased to announce that the principal place of business of the Company in Hong Kong will be changed to 28th floor, King Kong Commercial Centre (intended to be renamed as Tempus Centre), No.9 Des Voeux Road West, Hong Kong with effect from 23 October 2017.

DEFINITIONS

In this announcement, unless otherwise indicated or the context otherwise requires, the following expressions shall have the following meanings:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company from time to time
“Company”	Tempus Holdings Limited (騰邦控股有限公司), a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Group”	the Company and its subsidiaries from time to time
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“KK VII”	KK VII (BVI) Limited, a company incorporated in British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“KK VIII”	KK VIII (BVI) Limited, a company incorporated in British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Zhong”	Mr. Zhong Baisheng, the chairman and a non-executive Director of the Company
“percentage ratios”	has the meaning ascribed to it under Chapter 14 of the Listing Rules
“Property I”	28th floor of King Kong Commercial Centre (intended to be renamed as Tempus Centre) at No. 9 Des Voeux Road West, Hong Kong
“Property II”	29th floor (inclusive of rooftop) of King Kong Commercial Centre (intended to be renamed as Tempus Centre) at No.9 Des Voeux Road West, Hong Kong
“Revised Annual Caps”	the annual maximum amount of the rental and other payments to be paid by Tempus Assets (Hong Kong) and Tempus Logistics to KKVII and KK VIII under the Tenancy Agreement I as amended by the Supplemental Tenancy Agreement and the Tenancy Agreement II, respectively
“Shareholder(s)”	holder(s) of the ordinary shares of US\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules

“Supplemental Tenancy Agreement”	the supplemental tenancy agreement dated 19 October 2017 entered into between KK VII and Tempus Assets (Hong Kong) to amend certain provisions of the Tenancy Agreement I as described above in this announcement
“Tempus Assets (Hong Kong)”	Tempus Assets (Hong Kong) Limited (騰邦資產(香港)有限公司), a limited company incorporated in Hong Kong, is indirectly owned as to 67% by Mr. Zhong, a connected person of the Company and as an associate of Mr. Zhong
“Tempus Logistics”	騰邦物流集團股份有限公司 (Tempus Logistics Group Co., Ltd.*) (formerly known as 深圳市騰邦物流股份有限公司 (Shenzhen Tempus Logistics Holding Limited*)), a company established in the PRC, being an indirect substantial shareholder of the Company
“Tenancy Agreement I”	the tenancy agreement dated 1 March 2017 entered into between KK VII and Tempus Assets (Hong Kong) in relation to the leasing of the Property I for a term of three years commencing on 2 March 2017 at a monthly rent of HK\$359,600
“Tenancy Agreement II”	the tenancy agreement dated 1 March 2017 entered into between KK VII and Tempus Logistics in relation to the leasing of the Property II for a term of three years commencing on 2 March 2017 at a monthly rent of HK\$471,025
“%”	per cent

By Order of the board of directors of
Tempus Holdings Limited
ZHONG Baisheng
Chairman

Hong Kong, 19 October 2017

** for identification purposes only*

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