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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)

VOLUNTARY ANNOUNCEMENT

PARTICIPATION IN FORMATION OF THE JOINT VENTURE

The Board is pleased to announce that, on 26 April 2018 (after trading hours), Tempus Jinyue, one of the Company's indirect wholly-owned subsidiaries, entered into the Shareholders' Agreement with eight leading supply chain enterprises or its subsidiaries in the PRC (including Shenzhen Easttop, Feima International, China South City, China Brilliant Investment, Propto, S.F. Investment, Eternal Asia and YH Global), in relation to the formation of the Joint Venture engaging in supply chain big data business, pursuant to which, Tempus Jinyue agreed to contribute approximately RMB11.11 million to the Joint Venture, representing approximately 11.11% of the total share capital of the Joint Venture.

In accordance with Rule 14.07 of the Listing Rules, all applicable percentage ratio of the Shareholders' Agreement and transactions contemplated thereunder are below 5%, as such, entering into the Shareholder Agreement and transactions contemplated thereunder does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

INTRODUCTION

This announcement is made by the Company on a voluntary basis to inform shareholders and investors of the Company regarding recent business development of the Group.

The Board is pleased to announce that, on 26 April 2018 (after trading hours), Tempus Jinyue, one of the Company's indirect wholly-owned subsidiaries entered into the Shareholders' Agreement with eight leading supply chain enterprises or its subsidiaries in the PRC (including Shenzhen Easttop, Feima International, China South City, China Brilliant Investment, Prolto, S.F. Investment, Eternal Asia and YH Global, collectively as "**Founder(s)**" or "**Shareholder(s)**"), in relation to the establishment of Joint Venture engaging in supply chain big data business, pursuant to which, Tempus Jinyue agreed to contribute approximately RMB11.11 million to the Joint Venture, representing approximately 11.11% of the total share capital of the Joint Venture.

THE SHAREHOLDERS' AGREEMENT

Major terms of the Shareholders' Agreement are set forth below:

Date

26 April 2018

Parties

- (1) Tempus Jinyue
- (2) Shenzhen Easttop
- (3) Feima International
- (4) China South City
- (5) China Brilliant Investment
- (6) Prolto
- (7) S.F. Investment
- (8) Eternal Asia
- (9) YH Global

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, other Founders and their respective ultimate beneficial owners of the Joint Venture are Independent Third Parties of the Company.

Arrangement on Contribution Amount, Method of Contribution, Ratio of Contribution and Equity Transfer

Contribution Amount, method of contribution and ratio of contribution of each Founder are set forth below:

| Name of Shareholders | Capital Commitment (RMB) | Method of Contribution | Ratio of Contribution |
|----------------------------|--------------------------|------------------------|-----------------------|
| Shenzhen Easttop | 11,111,112.00 | Currency | 11.111% |
| Feima International | 11,111,112.00 | Currency | 11.111% |
| China South City | 11,111,112.00 | Currency | 11.111% |
| China Brilliant Investment | 11,111,112.00 | Currency | 11.111% |
| Prolto | 11,111,112.00 | Currency | 11.111% |
| S.F. Investment | 11,111,112.00 | Currency | 11.112% |
| Tempus Jinyue | 11,111,112.00 | Currency | 11.111% |
| Eternal Asia | 11,111,112.00 | Currency | 11.111% |
| YH Global | <u>11,111,112.00</u> | Currency | <u>11.111%</u> |
| Total | <u>100,000,008.00</u> | | <u>100.00%</u> |

Each Shareholder agreed that, on the anniversary from commencement of operation of the Joint Venture (“**Equity Adjustment Date**”), shareholding ratio of each Shareholder will be adjusted based on their respective data contribution ratio to the Joint Venture by way of equity transfer and/or capital injection. The specific measurement model of data contribution ratio will be prepared by management team of the Joint Venture.

Shareholders shall not withdraw their interest in the Joint Venture yet could transfer their interest in accordance with the laws. Shareholders could transfer all or part of their interest among themselves. In case of transfer of interest to third parties other than the Shareholders, approvals of Shareholders holding over two thirds of the voting rights must be obtained.

DETAILS OF THE JOINT VENTURE

Name

Registration of the Joint Venture has not been completed as of the date of this announcement. Its specific name shall be as apparent by the company name authorized by competent market supervising and management department.

Registered Capital

Registered capital of the Joint Venture is RMB100,000,008.

Principal Business

Principal business of the Joint Venture will include collection, storage, development, process, service and sales, IT integration service, development and sales of data system and services, development and sales of computer software and hardware, as well as information consultation service. Specific business shall be as apparent by the scope of business authorized by competent market supervising and management department.

Corporate Governance

The board of directors of the Joint Venture comprises of nine directors. Each Shareholder has the right to nominate one director. Shareholders agreed to grant an additional board seat to the management team upon confirmation of its establishment. Chairman of the board shall be elected by majority of directors. The first chairman shall be the director nominated by S.F. Investment, his term of office shall expire on the Equity Adjustment Date. The chairman shall be the legal representative of the Joint Venture.

REASONS AND BENEFITS OF ESTABLISHMENT OF THE JOINT VENTURE

Upholding a mission to “construct the most influential supply chain big data platform in the PRC” and leveraging on resourceful application and supply chain operation experiences of the Founders, the Joint Venture is to construct an open and mutually beneficial platform, promote the construction of a highly efficient and modern supply chain mechanism, establish an innovative and intelligent supply chain, enhance efficiency of integrated logistic services, effectively serve the real economy and boost competitiveness of PRC enterprises among global supply chain.

The Directors are of view that, the Joint Venture promotes the upgrade of the industry of supply chain and integrated logistics services based on advanced technologies such as big data analysis and artificial intelligence and hence has huge potential for development and room for value enhancement. In the long term, the Joint Venture may create synergies with the existing trading and logistic businesses of the Group, which is beneficial to enhance its operational capacity. Meanwhile, investment in the Joint Venture will be funded by the Group's own internal resources and will have no impact on daily operation of the Group. As such, the Directors considered that the Shareholders' Agreement and transactions contemplated thereunder are on normal commercial terms, fair and reasonable and are in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE GROUP

The Group is principally engaged in development and sales of health and wellness products, and cross-border trading and logistics business.

INFORMATION ON TEMPUS JINYUE

Tempus Jinyue is a limited company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company. It is principally engaged in foreign investment in territories as permitted by the PRC, investment management and asset management.

INFORMATION ON OTHER FOUNDERS

The other eight Founders are leading logistic and supply chain enterprises in the PRC, its specifications are set out in the "Definitions" section below.

LISTING RULES IMPLICATIONS

In accordance with Rule 14.07 of the Listing Rules, all applicable percentage ratio of the Shareholders' Agreement and transactions contemplated thereunder are below 5%, as such, entering into the Shareholders' Agreement and transactions contemplated thereunder does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

In case of further capital commitment to the Joint Venture undertaken by the Group, or any material development of the Joint Venture, the Company will make another announcement in due course in compliance with the Listing Rules.

DEFINITIONS

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

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| “Board” | the board of Directors |
| “China Brilliant Investment” | Shenzhen China Brilliant Investment Holding Co., Ltd* (深圳市朗華投資控股有限公司), a company incorporated in the PRC with limited liabilities |
| “China South City” | Shenzhen China South City Investment Co., Ltd* (深圳華南城投資有限公司), a company incorporated in the PRC with limited liabilities and a wholly-owned subsidiary of China South City Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange (stock code: 01668)) |
| “Company” | Tempus Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Eternal Asia” | Shenzhen Eternal Asia Supply Chain Management Co., Ltd.* (深圳市怡亞通供應鏈股份有限公司), a company incorporated in the PRC with limited liabilities, the shares of which are listed on SZSE (stock code: 002183) |
| “Feima International” | Shenzhen Feima International Supply Chain Co., Ltd* (深圳市飛馬國際供應鏈股份有限公司), a company incorporated in the PRC with limited liabilities, the shares of which are listed on SZSE (stock code: 002210) |
| “Group” | the Company and its subsidiaries |
| “Independent Third Party(ies)” | a person or persons independent of and not connected with any directors, chief executive officers or substantial shareholders (as defined under the Listing Rules) or any of their respective associates (as defined under the Listing Rules) of the Company or any of its subsidiaries |

| | |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Joint Venture(s)” | a limited company to be established in accordance with the PRC law under the Shareholders’ Agreement |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange |
| “Percentage Ratio” | has the meaning ascribed to it under the Listing Rules |
| “PRC” | the People’s Republic of China |
| “Prolto” | Shenzhen Prolto Supply Chain Management Co., Ltd.* (深圳市普路通供應鏈管理股份有限公司), a company incorporated in the PRC with limited liabilities, the shares of which are listed on SZSE (stock code: 002769) |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “S.F. Investment” | Shenzhen S.F. Investment Co., Ltd.* (深圳市順豐投資有限公司), a company incorporated in the PRC with limited liabilities and a wholly-owned subsidiary of SF Holding Co., Ltd.* (順豐控股股份有限公司) (the shares of which are listed on SZSE (stock code: 002352)) |
| “Shareholders’ Agreement” | Shareholders’ Agreement entered into among founders of the Joint Venture dated 26 April 2018 in relation to the establishment and management of the Joint Venture and rights and obligations of respective shareholders |
| “Shenzhen Easttop” | Shenzhen Easttop Supply Chain Management Co., Ltd.* (深圳市東方嘉盛供應鏈股份有限公司), a company incorporated in the PRC with limited liabilities, the shares of which are listed on SZSE (stock code: 002889) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “SZSE” | Shenzhen Stock Exchange |
| “Tempus Jinyue” | Zhuhai Tempus Jinyue Investment Limited* (珠海騰邦金躍投資有限公司), a limited company incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of the Company |

“YH Global”

Shenzhen YH Global Supply Chain Co., Ltd.* (深圳越海全球供應鏈有限公司), a company incorporated in the PRC with limited liabilities

“%”

per cent

By order of the Board
Tempus Holdings Limited
Zhong Baisheng
Chairman

Hong Kong, 26 April 2018

** 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.