
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in True Partner Capital Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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The logo for True Partner Capital Holding is a blue square with white text. The text is arranged in two lines: "True Partner" on the top line and "Capital Holding" on the bottom line. There are two horizontal white lines, one above and one below the text, within the square.

True Partner
Capital Holding

TRUE PARTNER CAPITAL HOLDING LIMITED

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 8657)

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF AUDITORS OF THE COMPANY
(4) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of True Partner Capital Holding Limited to be held at Unit 1603-04, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 5 May 2022 at 3:00 PM is set out in this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of GEM (www.hkgem.com) and the Company (www.truepartnercapital.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

This circular will remain on the GEM's website at www.hkgem.com on the "Latest Listed Company Information" page for a minimum period of seven days from the date of its publication. This circular will also be published on the Company's website at www.truepartnercapital.com.

Note: References to time and dates in this circular are to Hong Kong time and dates.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the continuing risks posed by the COVID-19 pandemic and the situation at the time of the Annual General Meeting is difficult to predict, **the Annual General Meeting will be broadcasted live online in addition to the traditional physical attendance at the Annual General Meeting. Registered Shareholders have the option of attending the Annual General Meeting online.** Please refer to page 1 to page 2 of this circular for more details.

For the health and safety of Shareholders, the Company would like to encourage registered Shareholders to attend and vote at the Annual General Meeting online. If registered Shareholders are unable to attend the Annual General Meeting in person or online, they still can appoint the chairman of the Annual General Meeting as their proxy and submit the form of proxy by the time specified above.

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (i) Compulsory temperature checks will be carried out on every attendee before entering the Annual General Meeting venue (the “**AGM venue**”).
- (ii) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no masks will be provided at the AGM venue and attendances should bring and wear their own masks.
- (iii) Safe distancing measures for queue management and seating at the AGM venue will be maintained.
- (iv) No refreshment or drinks will be provided to attendees at the Annual General Meeting.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of GEM (www.hkgem.com) or the Company (www.truepartnercapital.com) for future announcements and updates on the Annual General Meeting arrangements.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the continuing risks posed by the COVID-19 pandemic and the situation at the time of the Annual General Meeting is difficult to predict, the Company will conduct the Annual General Meeting as a hybrid meeting using Tricor e-Meeting System, which allows registered Shareholders to participate in the Annual General Meeting online in a convenient and efficient way from anywhere with an internet connection, in addition to the traditional physical attendance at the Annual General Meeting. Registered Shareholders will be able to view the live broadcast and participate in voting and submit questions in written form to the Annual General Meeting via their mobile phones, tablet, or computers. **Registered Shareholders have the option of attending the Annual General Meeting online.**

Voting by proxy in advance of the Annual General Meeting: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would like to **encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the e-meeting system.** Physical attendance is not necessary for the purpose of exercising Shareholder rights. **Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof should they subsequently so wish.**

The deadline to submit completed proxy forms is Tuesday, 3 May 2022 at 3:00 PM. Completed proxy forms must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Annual General Meeting proceedings online: If registered Shareholders choose to attend the Annual General Meeting online, they will be able to view live streaming of our Annual General Meeting, cast their votes on all resolutions in real time and submit online questions to us. From 2:30 PM on 5 May 2022, registered Shareholders can login to Tricor e-Meeting System according to the information provided in the letter to be sent to Shareholders in due course.

Voting System at the Annual General Meeting: On-site e-Voting system will be used at the Annual General Meeting to enhance the efficiency in the poll counting process. This is a full paperless Annual General Meeting process that facilitate easy and intuitive voting procedures for Shareholders. For online voting at the Annual General Meeting, registered Shareholders can refer to information provided in the letter to be sent to Shareholders in due course.

Questions at the Annual General Meeting: Registered Shareholders will be able to raise questions relevant to the proposed resolutions online during the Annual General Meeting. The Company will endeavour to address these questions at the Annual General Meeting, if time permits.

Registered Shareholders are strongly encouraged to attend and vote at the Annual General Meeting online. If registered Shareholders are unable to attend the Annual General Meeting in person or online, they still can appoint the chairman of the Annual General Meeting as their proxy.

SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders who might be attending the Annual General Meeting in person, the following precautionary measures will be implemented at the Annual General Meeting:

- (i) Compulsory temperature checks will be carried out on every attendee before entering the Annual General Meeting venue (the “AGM venue”).
- (ii) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (iii) Safe distancing measures for queue management and seating at the AGM venue will be maintained.
- (iv) No refreshment or drinks will be provided to attendees at the Annual General Meeting.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the Annual General Meeting.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of GEM (www.hkgem.com) or the Company (www.truepartnercapital.com) for future announcements and updates on the Annual General Meeting arrangements.

Appointment of proxy by non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any queries relating to the Annual General Meeting, please contact our Company’s branch share registrar and transfer office in Hong Kong as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen’s Road East
Hong Kong
Telephone: (852) 2980 1333
Facsimile: (852) 2810 8185
Email: is-enquiries@hk.tricorglobal.com

DEFINITIONS

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

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|---------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Unit 1603-04, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 5 May 2022 at 3:00 PM, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company currently in force |
| “Board” | the board of Directors |
| “Companies Law” | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| “Company” | True Partner Capital Holding Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the GEM |
| “Director(s)” | the director(s) of the Company |
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares repurchased under the Share Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuance Mandate |
| “GEM” | GEM operated by the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

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|----------------------------|--|
| “Issuance Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in the notice of the Annual General Meeting |
| “Latest Practicable Date” | 29 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Date” | 16 October 2020, being the date of listing of Shares on GEM |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company |
| “Share Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the proposed ordinary resolution contained in the notice of the Annual General Meeting |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time |
| “%” | per cent |

LETTER FROM THE BOARD

True Partner
Capital Holding

TRUE PARTNER CAPITAL HOLDING LIMITED

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 8657)

Executive Directors:

Mr. Ralph Paul Johan van Put
(Chairman and Chief Executive Officer)
Mr. Godefriedus Jelte Heijboer
Mr. Tobias Benjamin Hekster
Mr. Roy van Bakel

Registered Office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Independent Non-executive Directors:

Mr. Jeronimus Mattheus Tielman
Ms. Wan Ting Pai
Mr. Ming Tak Ngai

Head Office and Principal Place of

Business in Hong Kong:
Suites 2902-3, 29/F Tower 2
The Gateway, Harbour City
Kowloon, Hong Kong

29 March 2022

To the Shareholders,

Dear Sir/Madam,

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND AUDITORS**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF AUDITORS OF THE COMPANY
**(4) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the adoption of audited consolidated financial statements and reports of the Directors and the auditors of the Company for the year ended 31 December 2021; (2) the proposed re-election of retiring Directors; (3) the proposed re-appointment of auditors of the Company; and (4) the proposed grant of the Share Repurchase Mandate, the Issuance Mandate and the Extension Mandate.

LETTER FROM THE BOARD

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS

The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 together with the reports of the Directors and the auditors of the Company, are set out in the Company's annual report for the year ended 31 December 2021, which may be viewed and downloaded from the Company's website (www.truepartnercapital.com) and the GEM's website (www.hkgem.hk). The audited consolidated financial statements have been reviewed by the audit committee of the Company and approved by the Board on 29 March 2022.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises four executive Directors, namely, Mr. Ralph Paul Johan van Put, Mr. Godefriedus Jelte Heijboer, Mr. Tobias Benjamin Hekster and Mr. Roy van Bakel; and three independent non-executive Directors, namely, Mr. Jeronimus Mattheus Tielman, Ms. Wan Ting Pai and Mr. Ming Tak Ngai.

In accordance with Articles 108(a) and (b) of the Articles of Association, Mr. Roy van Bakel, Mr. Jeronimus Mattheus Tielman and Ms. Wan Ting Pai shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including Mr. Jeronimus Mattheus Tielman and Ms. Wan Ting Pai, the independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the GEM Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITORS OF THE COMPANY

PKF Hong Kong Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

LETTER FROM THE BOARD

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint PKF Hong Kong Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. PKF Hong Kong Limited has indicated its willingness to be re-appointed as the Company's auditors for the said period.

5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 3 May 2021, the Directors were granted a general and unconditional mandate to repurchase Shares with an aggregate number of Shares not more than 10% of the aggregate number of issued Shares. The general mandate to repurchase Shares will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 40,000,000 Shares on the basis that the issued share capital of the Company remains 400,000,000 Shares from the Latest Practical Date to the date of the Annual General Meeting).

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

6. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 3 May 2021, the Directors were granted a general and unconditional mandate to allot, issue and deal in the Shares. The general mandate to issue Shares will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 80,000,000 Shares on the basis that the issued share capital of the Company remains 400,000,000 Shares from the Latest Practical Date to the date of the Annual General Meeting).

LETTER FROM THE BOARD

It is recommended that the Extension Mandate be granted to the Directors such that the total number of the Shares repurchased by the Company under the Share Repurchase Mandate shall be added to the number of Shares which may be allotted and issued under the Issuance Mandate will also be proposed at the Annual General Meeting, which is contained in item 6 of the notice of Annual General Meeting.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular. At the Annual General Meeting, resolutions of the Shareholders will be proposed to approve, among others, the adoption of audited consolidated financial statements and reports of the Directors and the auditors of the Company for the year ended 31 December 2021, the re-election of retiring Directors, the re-appointment of auditors of the Company, and the granting of the Share Repurchase Mandate, the Issuance Mandate and the Extension Mandate.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM's website at www.hkgem.com and the Company's website at www.truepartnercapital.com. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or its adjournment if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

8. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the notice of the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

LETTER FROM THE BOARD

The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM's website at www.hkgem.com and the Company's website at www.truepartnercapital.com as soon as possible after the conclusion of the Annual General Meeting.

9. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 29 April 2022 to Thursday, 5 May 2022, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 April 2022.

10. RECOMMENDATION

The Directors consider that the adoption of the audited consolidated financial statements and the reports of Directors and auditors for the year ended 31 December 2021, proposed re-election of retiring Directors, re-appointment of auditors and granting of the Share Repurchase Mandate, the Issuance Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

11. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

12. GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
True Partner Capital Holding Limited
Ralph Paul Johan van Put
Chairman and Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Roy van Bakel

Mr. Roy van Bakel (“**Mr. van Bakel**”), aged 44, is the executive Director and the chief technology officer of the Company. Mr. van Bakel joined the Group in May 2010 and is responsible for overseeing the information technology and development departments. He is also a director of various subsidiaries of the Company.

Mr. van Bakel has over 19 years of experience in the area of proprietary trading and technology development. Prior to joining the Group, Mr. van Bakel worked at Sfiiss Financial Technology B.V., a company principally engaged in the development of trading software, as financial system developer from February 2002 to September 2006. Mr. van Bakel was a senior developer at Saen Options BV, a proprietary trading company, from October 2006 to May 2008 and worked as the head of software development and the chief technology officer of Saen Options Hong Kong Limited from June 2008 to March 2009. Mr. van Bakel became the senior developer of All Options Hong Kong Limited, a derivative trading company, from April 2009 to September 2009 after Saen Options Holding B.V. was acquired by All Options International B.V. in March 2009. Since October 2009, Mr. van Bakel has been the managing director of T8 Software Consulting, which became a wholly owned subsidiary of the Company on 19 May 2010.

Mr. van Bakel obtained his master’s degree in Mathematical Sciences from the University of Twente in the Netherlands in February 2002.

Mr. van Bakel has entered into a service contract with the Company for a term of 3 years commencing from the Listing Date and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the service contract and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law. Mr. van Bakel is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. van Bakel is entitled to a director’s fee of US\$1 per annum.

As at the Latest Practicable Date, Mr. van Bakel has a corporate interest in 27,686,280 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. van Bakel (i) is not related to any other Directors, members of the senior management of the Group, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; and (iv) have not held other major appointments and professional qualifications.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. van Bakel that need to be brought to the attention of the Shareholders.

(2) Mr. Jeronimus Mattheus Tielman (alias: Jeroen Tielman)

Mr. Jeronimus Mattheus Tielman (“**Mr. Tielman**”), aged 59, is an independent non-executive Director. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Tielman is responsible for supervising and providing independent advice to the Board. Mr. Tielman joined the Company in March 2020.

Mr. Tielman is the founder and managing partner in QStone Capital, a boutique established in March 2016 that develops investment opportunities in the global waste-water treatment market and assists selected water recycling technology firms with fine-tuning their strategy, growing their business in Europe and India and arranging different types of growth finance. Prior to founding QStone Capital, Mr. Tielman founded IMQubator funds and IMQ Investment Management B.V., an independent asset management company and institutional fund in January 2009. He worked as a chief executive officer in IMQ Investment Management B.V. where he designed and developed an incubator for international, hedge and private equity funds until December 2015.

Mr. Tielman worked in ABN AMRO from August 1986 to May 2000 where he last served as a senior vice president and global head product development of ABN AMRO Asset Management. He was responsible for the development of investment funds for institutional-private banking and the retail markets served by ABN AMRO Asset Management. In May 2000, Mr. Tielman founded FundPartners B.V., where he served as a chief executive officer and was responsible for overseeing its development of independent institutional investment products until December 2004 when FundPartners was acquired by NIB Capital. Mr. Tielman worked as a director of pension business development in NIB Capital from January 2005 to January 2006 where he was involved with the development of pension business. From February 2006 to February 2008, he joined Cordares, a pension asset manager, as a managing director of commerce, strategy and innovation where he was responsible for coordinating the launch of new pension plan products and the introduction of alternative investment strategies. From April 2008 to December 2008, Mr. Tielman co-initiated the establishment of an international pension investment collaboration network and prepared the founding of IMQubator.

Mr. Tielman obtained a master’s degree in Business Administration from the Erasmus University Rotterdam in the Netherlands in May 1986. He is a registered investment analyst in the Netherlands.

Mr. Tielman has entered into a letter of appointment with the Company for a term of 3 years commencing from 16 March 2020. His appointment is subject to termination in accordance with the provisions in the letter of appointment and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law. Mr. Tielman is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the letter of appointment and subsequent adjustment recommended by the Remuneration Committee and approved by the Board, Mr. Tielman is entitled to a director’s fee of US\$53,000 per annum.

As at the Latest Practicable Date, save as disclosed above, Mr. Tielman (i) is not related to any other Directors, members of the senior management of the Group, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; and (iv) have not held other major appointments and professional qualifications.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Tielman that need to be brought to the attention of the Shareholders.

(3) Ms. Wan Ting Pai (alias: Jasmine Pai)

Ms. Wan Ting Pai (“**Ms. Pai**”), aged 38, is an independent non-executive Director. She is also the chairwomen of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Ms. Pai is responsible for supervising and providing independent advice to the Board. Ms. Pai joined the Company in March 2020.

Ms. Pai has over 15 years of experience in the area of auditing and financial and corporate management. Ms. Pai started her career at PricewaterhouseCoopers Taiwan from September 2006 to June 2009, where she held multiple roles as an auditor in IPO projects for listings on the Taiwan Stock Exchange. Ms. Pai was responsible for risk assessment of clients’ going concern postulate and compliance. Her training and experience have equipped Ms. Pai with adaptability to engage in a wide variety of industries, amid fast paced business environments, where accounting principles and financial principles were subject to continuous changes. From October 2010 to September 2012, Ms. Pai worked as a senior analyst and a manager of the operating audit and analysis division in Top Victory Electronics (Taiwan) Co., Ltd, a subsidiary of a previously listed electronics manufacturer on the Hong Kong Stock Exchange where she was responsible for reviewing group financial documents, conducting analysis and forecast. From October 2012 to May 2018, Ms. Pai joined Taiwan Mobile Co., Ltd., a listed company on the Taiwan Stock Exchange, as a senior financial analyst and financial controller where she was responsible for preparing and analysing financial reports of the subsidiaries. During her tenure with these listed companies, Ms. Pai led operational discussions across multiple regions and subsidiaries which prepared her as a manager and as a leader with the ability to build exceptional relationships within these firms, both between different locations as between different departments. In December 2018, Ms. Pai joined Molly & Hank Co., Ltd. (KidsAwesome Museum) as a financial and administrative controller where she was responsible for the overall accounting and audit and the regulatory alignment until May 2021 when she became a partner CPA of Soul of Integrity CPAs Firm.

During her career, Ms. Pai has developed the necessary accounting and financial management expertise and accumulated a wealth in knowledge and experience in various crucial aspects of finance and accounting: preparing, reviewing and analysing audited financial statements, providing strategic management of the accounting and finance functions, directing accounting policies, procedures and internal controls, recommending improvements to safeguard the integrity of the company’s financial information, managing and overseeing the relationship with independent auditors, overseeing financial systems implementations and upgrades, identifying and managing business risks and insurance requirements.

Ms. Pai obtained a bachelor's degree in Business Administration from National Chengchi University in Taiwan in June 2006. She was admitted as a certified public accountant in Taiwan in 2012.

Ms. Pai has entered into a letter of appointment with the Company for a term of 3 years commencing from 16 March 2020. Her appointment is subject to termination in accordance with the provisions in the letter of appointment and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Law. Ms. Pai is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Under the letter of appointment and subsequent adjustment recommended by the Remuneration Committee and approved by the Board, Ms. Pai is entitled to a director's fee of US\$53,000 per annum.

As at the Latest Practicable Date, save as disclosed above, Ms. Pai (i) is not related to any other Directors, members of the senior management of the Group, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; and (iv) have not held other major appointments and professional qualifications.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. Pai that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 400,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 40,000,000 Shares, representing 10% of the aggregate number of issued Shares as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the Companies Law, the applicable laws of the Cayman Islands and the GEM Listing Rules.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|--|-------------------------------|------------------------------|
| 2021 | | |
| April | 1.25 | 0.86 |
| May | 1.41 | 0.83 |
| June | 1.14 | 0.90 |
| July | 1.09 | 0.92 |
| August | 1.10 | 0.89 |
| September | 1.05 | 0.90 |
| October | 1.01 | 0.77 |
| November | 1.00 | 0.80 |
| December | 1.00 | 0.86 |
| 2022 | | |
| January | 0.96 | 0.83 |
| February | 0.92 | 0.85 |
| March (<i>up to the Latest Practicable Date</i>) | 0.92 | 0.70 |

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

If the Share Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 10% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

| Name of Shareholder | Number of Shares held | Percentage of Company's existing shareholding | Percentage of Company's shareholding if the Share Repurchase Mandate is exercised in full |
|---|--------------------------|--|--|
| Chan Heng Fai Ambrose ⁽²⁾ | 62,122,908 | 15.53% | 17.26% |
| Chan Kong Yoke Keow ⁽²⁾ | 62,122,908 | 15.53% | 17.26% |
| Ralph Paul Johan van Put ⁽³⁾ | 58,337,399 | 14.58% | 16.20% |
| Kung Yun Ching ⁽³⁾ | 58,337,399 | 14.58% | 16.20% |
| True Partner Participation Limited ⁽³⁾ | 58,337,399 | 14.58% | 16.20% |
| Tobias Benjamin Hekster ⁽⁴⁾ | 56,993,018 | 14.24% | 15.83% |
| Franca Kurpershoek-Hekster ⁽⁴⁾ | 56,993,018 | 14.24% | 15.83% |
| Godefriedus Jelte Heijboer ⁽⁵⁾ | 56,049,644 | 14.01% | 15.57% |
| Wong Rosa Maria ⁽⁵⁾ | 56,049,644 | 14.01% | 15.57% |
| True Partner International Limited ⁽¹⁾ | 44,808,908 | 11.20% | 12.45% |

Notes:

- (1) True Partner International Limited and Global eHealth Limited are wholly owned subsidiaries of Alset EHome International Inc. Alset EHome International Inc. is 15.57% and 37.48% owned by Mr. Chan Heng Fai Ambrose and HFE Holdings Limited, respectively. HFE Holdings Limited is wholly owned by Mr. Chan Heng Fai Ambrose. True Partner International Limited and Global eHealth Limited holds 11.20% and 4.33% in True Partner Capital Holding Limited, respectively. By virtue of the SFO, Mr. Chan Heng Fai Ambrose is deemed to be interested in the Shares held by True Partner International Limited and Global eHealth Limited under the SFO.
- (2) Mrs. Chan Kong Yoke Keow is the spouse of Mr. Chan Heng Fai Ambrose and Mr. Chan Heng Fai Ambrose is deemed to be interested in 15.53% in True Partner Capital Holding Limited per note (1) above. By virtue of the SFO, Mrs. Chan Kong Yoke Keow is deemed to be interested in the same number of Shares in which Mr. Chan Heng Fai Ambrose is deemed to be interested in under the SFO.

- (3) Ms. Kung Yun Ching is the spouse of Mr. Ralph Paul Johan van Put, the chairman and executive Director and True Partner Participation Limited is wholly owned by Mr. Ralph Paul Johan van Put. True Partner Participation Limited holds 58,337,399 Shares. By virtue of the SFO, Mr. Ralph Paul Johan van Put and Ms. Kung Yun Ching is deemed to be interested in the same number of Shares in which True Partner Participation Limited are deemed to be interested in under the SFO.
- (4) Mrs. Franca Kurpershoek-Hekster is the spouse of Mr. Tobias Benjamin Hekster, an executive Director, and Mr. Tobias Benjamin Hekster holds 56,993,018 Shares. By virtue of the SFO, Mrs. Franca Kurpershoek-Hekster is deemed to be interested in the same number of Shares in which Mr. Tobias Benjamin Hekster is deemed to be interested in under the SFO.
- (5) Ms. Wong Rosa Maria is the spouse of Mr. Godefriedus Jelte Heijboer, an executive Director, and Mr. Godefriedus Jelte Heijboer holds 56,049,644 Shares. By virtue of the SFO, Ms. Wong Rosa Maria is deemed to be interested in the same number of Shares in which Mr. Godefriedus Jelte Heijboer is deemed to be interested in under the SFO.

In the event that the Share Repurchase Mandate is exercised in full, the shareholding of these Shareholders in the Company would be increased as shown in the table above. Accordingly, they will not be required under the Takeovers Code to make a mandatory offer for all the issued Shares as a result of such increase. The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Share Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on GEM or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



True Partner
Capital Holding

TRUE PARTNER CAPITAL HOLDING LIMITED

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 8657)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of True Partner Capital Holding Limited (the “**Company**”) will be held at Unit 1603-04, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 5 May 2022 at 3:00 PM for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”, each a “**Director**”) and auditors of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Roy van Bakel as an executive Director.
 - (b) To re-elect Mr. Jeronimus Mattheus Tielman as an independent non-executive Director.
 - (c) To re-elect Ms. Wan Ting Pai as an independent non-executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
3. To re-appoint PKF Hong Kong Limited as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase the shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the applicable laws of Cayman Islands and all other applicable laws, as amended from time to time;
- (b) the total number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this Annual General Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of Shares shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
True Partner Capital Holding Limited
Ralph Paul Johan van Put
Chairman and Chief Executive Officer

Hong Kong, 29 March 2022

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 29 April 2022 to Thursday, 5 May 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 April 2022.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 6:00 AM on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the websites of GEM and the Company to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
7. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of GEM (www.hkgem.com) or the Company (www.truepartnercapital.com) for future announcements and updates on the Annual General Meeting arrangements.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Ralph Paul Johan van Put, Mr. Godefriedus Jelte Heijboer, Mr. Tobias Benjamin Hekster and Mr. Roy van Bakel, each as an executive Director and Mr. Jeroen M. Tielman, Ms. Jasmine Wan Ting Pai and Mr. Michael Ngai Ming Tak, each as an independent non-executive Director.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM's website at www.hkgem.com on the "Latest Listed Company Information" page for a minimum period of seven days from the date of its publication. This notice will also be published on the Company's website at www.truepartnercapital.com.