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True Partner  
Capital Holding

## **TRUE PARTNER CAPITAL HOLDING LIMITED**

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

**(Stock Code: 8657)**

### **INSIDE INFORMATION PROFIT ALERT AND CLARIFICATION ANNOUNCEMENT**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Reference is made to (i) the announcement of the Company dated 4 February 2026 in relation to the proposed issue of convertible bonds and application for whitewash waiver (the “**3.5 Announcement**”) and (ii) the announcement of the Company dated 5 February 2026 in relation to a profit alert (the “**Profit Alert**”) concerning the financial results for the year ended 31 December 2025 (the “**Profit Alert Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the 3.5 Announcement.

The Board would like to clarify that the information contained in the Profit Alert Announcement constituted a profit forecast under Rule 10 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and should therefore be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosure of inside information under Rule 17.10 of the GEM Listing Rules and pursuant to Part XIVA of the SFO, the Company is required to issue the Profit Alert Announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code.

Pursuant to Rule 10.4 and Practice Note 2 of the Takeovers Code, if a profit forecast is made during an offer period and is first published in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors on the said profit forecast, in the next document to be sent to the Shareholders by the Company, and in this case, the circular in relation to the proposed issue of convertible bonds and application for whitewash waiver (the “**Shareholders’ Document**”).

It is currently expected that the audited consolidated results announcement of the Group for the year ended 31 December 2025 (the “**FY2025 Annual Results Announcement**”) will be published after the despatch of the next Shareholders’ Document on or before 31 March 2026. Therefore, the Profit Alert shall be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the next Shareholders’ Document. However, if the audited consolidated results of the Company for the year ended 31 December 2025 (which fall within the ambit of Rule 10.9 of the Takeovers Code) are published prior to the despatch of the next Shareholders’ Document and the relevant results together with the notes to the financial statements are incorporated by reference in the next Shareholders’ Document, the requirements to report on the Profit Alert under Rule 10.4 of the Takeovers Code will no longer apply.

Save for the above clarification, all other information and contents of the Profit Alert Announcement remain unchanged.

**WARNING: The Profit Alert does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the Profit Alert and this announcement in assessing the merits and demerits of the proposed issued of convertible bonds and application for whitewash waiver (as detailed in the Rule 3.5 Announcement).**

**Completion of the Subscription is subject to fulfilment of the conditions precedent under the Bond Subscription Agreement as set out in this announcement. Accordingly, the Subscription may or may not proceed.**

**The Whitewash Waiver is subject to, among other things, the approval from the Executive and the Independent Shareholders at the EGM. The Executive and the Independent Shareholders may or may not approve the Whitewash Waiver. The Convertible Bonds may or may not be issued depending on whether the Whitewash Waiver is approved. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and actions that they should take.**

By order of the board of  
**True Partner Capital Holding Limited**  
**Ralph Paul Johan van Put**  
*Chairman and Chief Executive Officer*

Hong Kong, 24 February 2026

*As at the date of this announcement, 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, Mr. Chan Heng Fai Ambrose, as a non-executive Director and Mr. Jeronimus Mattheus Tielman, Ms. Wan Ting Pai and Mr. Ming Tak Ngai, each as an independent non-executive Director.*

*For the purpose of the GEM Listing Rules, this announcement, 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 announcement 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 announcement misleading.*

*For the purpose of the Takeovers Code, all Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Profit Alert Announcement and this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors have been arrived at after due and careful consideration and there are no other facts not contained in the Profit Alert Announcement and this announcement, the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange of Hong Kong Limited website at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication. This announcement will also be published on the Company’s website at [www.truepartnercapital.com](http://www.truepartnercapital.com).*