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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGES IN COMPOSITION OF BOARD COMMITTEES; WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(e) AT THE ANNUAL GENERAL MEETING; AND NON-COMPLIANCE WITH THE GEM LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of True Partner Capital Holding Limited (the “**Company**”) hereby announces that Mr. Wu William Wai Leung (“**Mr. Wu**”) has tendered his resignation as an independent non-executive Director with effect from 29 May 2026 due to his other business commitments. Mr. Wu will cease to be the chairman of each of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board with effect from the same day.

Mr. Wu has confirmed that he had no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Wu with effect from 29 May 2026, changes in composition of the following Board committees are as follows:

- (1) Audit Committee: Mr. Wu ceased to be the chairman thereof and Mr. Wong Tat Keung (“**Mr. Wong**”), a Certified Public Accountant and an independent non-executive Director, has been re-designated as the chairman;

- (2) Nomination Committee: Mr. Wu ceased to be the chairman thereof and Mr. Wong has been re-designated as the chairman; and
- (3) Remuneration Committee: Mr. Wu ceased to be the chairman thereof and Mr. Wong has been re-designated as the chairman.

WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(e) AT THE ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of the Company dated 27 May 2026 (the “**AGM Notice**”), the circular of the Company dated 27 May 2026 (the “**AGM Circular**”) and form of proxy (the “**Proxy Form**”) in relation to the annual general meeting of the Company to be held at 9/F Henley Building, 5 Queen’s Road Central, Central, Hong Kong on Thursday, 18 June 2026 at 4:00 p.m. (the “**AGM**”). Forthwith upon the resignation of Mr. Wu with effect from 29 May 2026, the proposed ordinary resolution no. 2(e) in respect of the proposed re-election of Mr. Wu as an independent non-executive Director as set out in the AGM Notice and the Proxy Form is no longer applicable and will be withdrawn and will not be put forward for consideration and approval by the Shareholders at the AGM.

Save for the aforementioned withdrawal of the proposed ordinary resolution no. 2(e), all information and contents (including but not limited to the date, time and venue for holding the AGM) as set out in the AGM Notice, the AGM Circular and the Proxy Form remain unchanged. The Proxy Form shall remain valid except that no poll will be conducted or counted for the proposed ordinary resolution no. 2(e) at the AGM. Shareholders are reminded to read the AGM Notice and the AGM Circular, including its notes, for details in respect of other proposed resolutions which remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the resignation of Mr. Wu on 29 May 2026:

- (1) the Board will only have two independent non-executive Directors, failing to meet the requirement of (i) Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”), which requires that the Board must include at least three independent non-executive directors; and (ii) Rule 5.05A of the GEM Listing Rules, which requires that independent non-executive directors must represent at least one-third of the Board;
- (2) the Audit Committee will only have two members and chaired by an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 5.05(2) of the GEM Listing Rules, failing to meet the requirement of Rule 5.28 of the GEM Listing Rules, which requires that, among other matters, the audit committee must comprise a minimum of three members. The majority of the audit committee members must be independent non-executive directors of the listed issuer;

- (3) the Remuneration Committee will have four members, with only two independent non-executive Directors and one of whom will be the chairman, failing to meet the requirement of Rule 5.34 of the GEM Listing Rules, which requires that, among other matters, the remuneration committee must comprise a majority of independent non-executive directors; and
- (4) the Nomination Committee will have four members, with only two independent non-executive Directors and one of whom will be the chairman, failing to meet the requirement of Rule 5.36A of the GEM Listing Rules, which requires that, among other matters, the nomination committee must comprise a majority of independent non-executive directors.

The Company is in the process of identifying suitable candidate to fill the vacancy of the independent non-executive Director, the Audit Committee, the Remuneration Committee and the Nomination Committee in order to re-comply Rules 5.05(1), 5.05A, 5.28, 5.34 and 5.36A of the GEM Listing Rules as soon as possible, and in any event to appoint a new independent non-executive Director within three months from the effective date of the resignation of Mr. Wu pursuant to Chapter 5 of the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the GEM Listing Rules.

By order of the Board
True Partner Capital Holding Limited
Chan Heng Fai Ambrose
Chairman

Hong Kong, 29 May 2026

As at the date of this announcement, the Board comprises Mr. Chan Heng Fai Ambrose, Mr. Ralph Paul Johan van Put, Mr. Tobias Benjamin Hekster, Mr. Lui Wai Leung Alan and Mr. Lim Sheng Hon Danny, each as an executive Director; and Ms. Wong Hiu Pan and Mr. Wong Tat Keung, 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.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange of Hong Kong Limited website at 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.