
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 DECLARATION OF FINAL DIVIDEND**
 - (4) PROPOSED RE-APPOINTMENT OF AUDITORS OF THE COMPANY**
 - (5) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**
- AND**
- (6) 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 Monday, 3 May 2021 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.

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 attendees should bring and wear their own masks.
- (iii) Safe distancing measures for queue management and seating at the 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.

30 March 2021

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 Saturday, 1 May 2021 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 3 May 2021, 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 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:

“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 Monday, 3 May 2021 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
“Final Dividend”	the proposed declaration of a final dividend of HK\$0.02 per Share for the year ended 31 December 2020
“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

“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”	30 March 2021, 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
Mr. 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

30 March 2021

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 DECLARATION OF FINAL DIVIDEND**
- (4) PROPOSED RE-APPOINTMENT OF AUDITORS OF THE COMPANY**
- (5) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND**
- (6) 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 2020; (2) the proposed re-election of retiring Directors; (3) the proposed declaration of the Final Dividend; (4) the proposed re-appointment of auditors of the Company; and (5) 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 2020 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 2020, 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 30 March 2021.

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. Ngai Ming Tak.

In accordance with Articles 108(a) and (b) of the Articles of Association, Mr. Ralph Paul Johan van Put, Mr. Godefriedus Jelte Heijboer and Mr. Tobias Benjamin Hekster 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.

In considering and recommending the above Directors to the Board for re-election at the Annual General Meeting, the nomination committee has taken into account the criteria including but not limited to qualifications, expertise, time commitment as set out in the Director Nomination Policy with due regard to board diversity aspects (including without limitation, skills, experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service) as set out in the Board Diversity Policy. The nomination committee also notes that the relevant experience of the above Directors in different fields contributes to the diversity of the Board.

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 DECLARATION OF FINAL DIVIDEND

The Board recommended to declare the Final Dividend of HK\$0.02 per Share, subject to the approval of the Shareholders at the Annual General Meeting. An ordinary resolution will be proposed to the Shareholders for voting at the Annual General Meeting. Subject to the passing of the resolution approving the declaration of the Final Dividend at the Annual General Meeting, the Final Dividend will be paid to on or around Friday, 21 May 2021 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 11 May 2021.

LETTER FROM THE BOARD

5. 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.

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.

6. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the written resolutions of the then Shareholders passed on 22 September 2020, 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 5 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.

7. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the written resolutions of the then Shareholders passed on 22 September 2020, 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 6 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 7 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.

8. 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 2020, the re-election of retiring Directors, the declaration of the Final Dividend, 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.

9. 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.

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.

LETTER FROM THE BOARD

10. 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 Wednesday, 28 April 2021 to Monday, 3 May 2021, 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 Tuesday, 27 April 2021.

For determining the entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Friday, 7 May 2021 to Tuesday, 11 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed Final Dividend, 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, 6 May 2021.

11. 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 2020, proposed re-election of retiring Directors, declaration of the Final Dividend, 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.

12. 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.

13. 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) Ralph Paul Johan van Put

Mr. Ralph Paul Johan van Put (“**Mr. van Put**”), aged 54, is the executive Director and chief executive officer of the Company. He is also a member of the Remuneration Committee and Nomination Committee of the Company. Mr. van Put joined the Group in May 2011 and is primarily in charge of the Group’s overall business development and management. He was appointed as the chairman of the Board on 16 March 2020. He is a director of several major subsidiaries of the Company.

Mr. van Put has over 26 years of experience in finance and particularly in proprietary trading. Mr. van Put has comprehensive knowledge in investment fund and trading technology and extensive experience in entrepreneurship. He is responsible for overseeing overall business development and day to day operations of the Group. The following table summarises Mr. van Put’s professional experience prior to joining the Group:

Name of company/ institution	Principal business activities	Last position held	Responsibilities	Period of services
Sfiss Financial Technology B.V. (“SFT”) commercially known as AtomPro (acquired by Saen Options Holding B.V. in June 2007)	Trading software	Founder and chief executive officer	Developed option trading and risk management software	March 1995 to June 2007
Saen Options Holding B.V. (acquired by All Options International BV in March 2009)	Proprietary trading	Chairman and chief executive officer	Oversaw the overall business operations and expansion	September 1999 to June 2009
Saen Options Holding Hong Kong Ltd.	Proprietary trading	Chief executive officer (Asia Pacific)	Oversaw the overall business operations and expansion of proprietary trading business in Asian market	June 2008 to March 2009
All Options Hong Kong Limited	Derivative trading	Chief executive officer	Oversaw the overall business operations and expansion of proprietary trading business in Asian market	April 2009 to March 2011

Prior to joining the Group, Mr. van Put founded and managed SFT, a technology company providing software and tools for market makers. Mr. van Put immersed himself into both technology and trading business by serving as a chief executive officer in both SFT and Saen Options. Leveraging his experience in developing option trading and risk management software in SFT and directing the expansion of proprietary trading business in Saen Options, he has led the development of our proprietary trading technology system for trading, execution, portfolio management and risk management purposes.

Mr. van Put has been an adjunct professor in the Department of Finance of the Chinese University of Hong Kong since April 2013 and an adjunct specialist professor in the Department of Finance of National Taiwan University from August 2012 to July 2016.

Mr. van Put obtained a bachelor's degree in Engineering from the School of Technology Inholland Alkmaar in the Netherlands in June 1991.

Mr. van Put 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 Put is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. van Put is entitled to a director's fee of US\$1 per annum.

As at the Latest Practicable Date, Mr. van Put has a corporate interest in 55,577,399 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. van Put (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 Put that need to be brought to the attention of the Shareholders.

(2) Godefriedus Jelte Heijboer (alias: Govert Heijboer)

Mr. Godefriedus Jelte Heijboer ("**Mr. Heijboer**"), aged 45, is the executive Director and the co-chief investment officer of the Company. He is also a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Heijboer joined the Group in May 2010 and is co-responsible for all trading and fund management and research activities of the Group. He is a director of various subsidiaries of the Company.

Mr. Heijboer has over 17 years of experience in the area of proprietary trading and quantitative research. Prior to joining the Group, from July 2003 to September 2008, Mr. Heijboer worked in Saen Options Holding B.V., a derivative trading company, as a researcher, trader and the head of derivatives trading. He was mainly responsible for derivative trading in the major European markets. From September 2008 to March 2009, Mr. Heijboer was the head of trading in Saen Options Hong Kong Ltd. where he was responsible for managing trading activities. From April 2009 to January 2010, Mr. Heijboer was a senior trader in All Options Hong Kong Limited after All Options International B.V. acquired Saen Options Hong Kong Ltd. He was responsible for the trading activities in the Hong Kong office of All Options International B.V. With the diversified experience and knowledge across different trading areas, Mr. Heijboer's versatility offered immense value to the Group.

Mr. Heijboer obtained a master's degree in Applied Physics from University of Twente in the Netherlands in August 1998. In May 2003, Mr. Heijboer obtained a doctorate in Management Science from University of Twente.

Mr. Heijboer 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. Heijboer is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Heijboer is entitled to a director's fee of US\$1 per annum.

As at the Latest Practicable Date, Mr. Heijboer is personally interested in 55,607,644 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Heijboer (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. Heijboer that need to be brought to the attention of the Shareholders.

(3) Tobias Benjamin Hekster

Mr. Tobias Benjamin Hekster ("**Mr. Hekster**"), aged 47, is the executive Director and the co-chief investment officer of the Company. Mr. Hekster joined the Group in August 2011 and is co-responsible for all trading and fund management and research activities of the Group. He is a director of various subsidiaries of the Company.

Mr. Hekster has over 22 years of experience in the area of proprietary trading. Prior to joining the Group, Mr. Hekster worked for IMC, a large-scale proprietary trading firm and market maker, for an extended period of time. He was a market maker in IMC Trading BV from January 1998 to December 1999 and a special products trader in the same company from January 2000 to February 2004 where he was responsible for developing and trading arbitrage strategies. From March 2004 to December 2007, Mr. Hekster was a senior supervising trader in Holland Trading House LLC (IMC Chicago), where he was involved in development of arbitrage strategy on a major American exchange-traded fund and managed its equity options trading operations. From February 2008 to February 2010, Mr. Hekster was a head of volatility arbitrage in IMC Asia Pacific Limited, one of the leading trading firms, where he was principally responsible for establishing a framework for high-frequency volatility arbitrage. In March 2010, Mr. Hekster founded and acted as a director of RVT Hong Kong Limited, a proprietary trading firm transacting equity index derivatives, where he developed trading strategy and infrastructure for dynamic volatility arbitrage between the main Hong Kong equity indices.

Mr. Hekster was an adjunct specialist professor in the department of finance in National Taiwan University from August 2014 to July 2016 and an adjunct associate professor in the department of finance in the Chinese University of Hong Kong from October 2014 to October 2017.

Mr. Hekster obtained a master's degree in Economics from University of Groningen in the Netherlands in November 1996.

Mr. Hekster 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. Hekster is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Hekster is entitled to a director's fee of US\$1 per annum.

As at the Latest Practicable Date, Mr. Hekster is personally interested in 55,609,018 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Mr. Hekster (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. Hekster 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 5 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 2020) 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 the period from 16 October 2020 (being the Listing Date) up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2020		
October (<i>since the Listing Date</i>)	1.40	0.86
November	1.03	0.78
December	0.95	0.70
2021		
January	0.91	0.81
February	1.28	0.86
March (<i>up to the Latest Practicable Date</i>)	1.40	1.03

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 ⁽¹⁾	62,122,908	15.53%	17.26%
Chan Kong Yoke Keow ⁽¹⁾	62,122,908	15.53%	17.26%
Tobias Benjamin Hekster	55,609,018	13.91%	15.45%
Franca Kurpershoek-Hekster ⁽²⁾	55,609,018	13.91%	15.45%
Godefriedus Jelte Heijboer	55,607,644	13.90%	15.45%
Wong Rosa Maria ⁽³⁾	55,607,644	13.90%	15.45%
Ralph Paul Johan van Put ⁽⁴⁾	55,577,399	13.89%	15.44%
Kung Yun Ching ⁽⁴⁾	55,577,399	13.89%	15.44%
True Partner Participation Limited	55,577,399	13.89%	15.44%
True Partner International Limited ⁽¹⁾	44,808,908	11.20%	12.45%

Notes:

- (1) Mr. Chan Heng Fai Ambrose is personally interested in 17,314,000 Shares and True Partner International Limited is wholly owned by Mr. Chan Heng Fai Ambrose. True Partner International Limited holds 44,808,908 Shares. By virtue of the SFO, Mr. Chan Heng Fai Ambrose is deemed to be interested in the Shares held by True Partner International Limited under the SFO. Mrs. Chan Kong Yoke Keow is the spouse of Mr. Chan Heng Fai Ambrose. 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.
- (2) Mrs. Franca Kurpershoek-Hekster is the spouse of Mr. Tobias Benjamin Hekster, an executive Director, and Mr. Tobias Benjamin Hekster holds 55,609,018 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.
- (3) Ms. Wong Rosa Maria is the spouse of Mr. Godefriedus Jelte Heijboer, an executive Director, and Mr. Godefriedus Jelte Heijboer holds 55,607,644 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.
- (4) 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 55,577,399 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.

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 period from the Listing Date 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 Monday, 3 May 2021 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 2020.
2.
 - (a) To re-elect Mr. Ralph Paul Johan van Put as an executive Director.
 - (b) To re-elect Mr. Godefriedus Jelte Heijboer as an executive Director.
 - (c) To re-elect Mr. Tobias Benjamin Hekster as an executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
3. To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2020.
4. To re-appoint PKF Hong Kong Limited as auditors of the Company and to authorise the Board to fix their remuneration.
5. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

- 6. 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

NOTICE OF ANNUAL GENERAL MEETING

(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;
- (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).”

7. 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 5 and 6 of the notice convening this Annual General Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 5 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

NOTICE OF ANNUAL GENERAL MEETING

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.
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).
4. 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.
5. 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.
6. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 28 April 2021 to Monday, 3 May 2021, 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 Tuesday, 27 April 2021.
7. For determining the entitlement to the proposed final dividend for the year ended 31 December 2020, the register of members of the Company will be closed from Friday, 7 May 2021 to Tuesday, 11 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 December 2020, 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, 6 May 2021.
8. If typhoon signal no. 8 or above, or a “black” rainstorm warning is hoisted or remains hoisted at 11:00 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.
9. 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.
10. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF ANNUAL GENERAL MEETING

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.