

# TRUE PARTNER CAPITAL HOLDING LIMITED

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

(Stock Code: 8657)

## PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 24 MARCH 2026 AND ANY ADJOURNMENT THEREOF

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares  
of HK\$0.01 each in the share capital (the "Shares") of True Partner Capital Holding Limited (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
the chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Company to  
be held at 9<sup>th</sup> Floor, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Tuesday, 24 March 2026 at 4:30 p.m. (and at any  
adjournment thereof) and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Meeting  
(the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to  
vote on any matters properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS*		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	(a) "THAT the Bond Subscription Agreement dated 28 January 2026 (as defined in the circular of the Company dated 6 March 2026 (the "Circular")) and entered into between the Company and True Partner International Limited (the "Subscriber") in respect of the issue of convertible bonds in the principal amount of US\$2,450,000 (the "Convertible Bonds") upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;"		
	(b) "THAT the issue of the Convertible Bonds by the Company in accordance with the terms and conditions of the Bond Subscription Agreement be and is hereby approved;"		
	(c) "THAT the allotment and issue of new ordinary shares of HK\$0.01 each in the share capital of the Company (the "Conversion Shares") which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions thereof be and are hereby approved;"		
	(d) "THAT conditional upon, among other matters, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the specific mandate to the directors of the Company (the "Directors") to exercise the powers of the Company for the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Bonds be and is hereby approved; and"		
	(e) "THAT any one or more Directors be and are hereby authorised to do all such things and acts as he/she/they may in his/her/their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Bond Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she/they considers necessary or expedient in his/her/their opinion to implement and/or give effect to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds."		
SPECIAL RESOLUTION*		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
2.	"THAT the terms of the application for a waiver (the "Whitewash Waiver") granted or to be granted by the Executive to the Subscriber pursuant to Note 1 on the Dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) from an obligation to make a mandatory general offer for all the issued Shares not already owned by the Subscriber and the parties acting in concert with it as a result of the conversion of the Convertible Bonds be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver."		

\* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 6 March 2026.

Date: \_\_\_\_\_ 2026 Signature(s) <sup>(Notes 5, 6, 7, 8 & 9)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out the words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A member 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. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting or the adjourned meeting (as the case may be), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting or the adjourned meeting (as the case may be) the votes of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting or the adjourned meeting (as the case may be). No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the meeting after having lodged the form of proxy, the form of proxy will be deemed to have been revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy has the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.