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## **TRUE PARTNER CAPITAL HOLDING LIMITED**

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

**(Stock Code: 8657)**

### **DESPATCH OF THE CIRCULAR (1) CONNECTED TRANSACTION IN RELATION TO PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE AND (2) APPLICATION FOR WHITEWASH WAIVER**

**Independent Financial Adviser to the  
Independent Board Committee and Independent Shareholders**



References are made to the publications of True Partner Capital Holding Limited (the “**Company**”) relating to (i) the announcement dated 4 February 2026 in relation to the proposed issue of Convertible Bonds under CB Specific Mandate and the application for the Whitewash Waiver, (ii) the announcements dated 5 February 2026 and 24 February 2026 in relation to the profit alert for the year ended 31 December 2025 (the “**Profit Alert Announcements**”), (iii) the announcements dated 25 February 2026 and 4 March 2026 in relation to delay in despatch of the circular regarding the proposed issue of Convertible Bonds under CB Specific Mandate and the application for the Whitewash Waiver (the “**Whitewash Circular**”), and (v) the Whitewash Circular dated 6 March 2026. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Whitewash Circular.

The Company is pleased to announce that the Whitewash Circular containing, among other things, (i) further details of the Subscription, the Bond Subscription Agreement and the transactions contemplated thereunder as well as the application for the Whitewash Waiver, (ii) a letter from the Independent Board Committee, (iii) a letter from Gram Capital to the Independent Board Committee and the Independent Shareholders in respect of the Bond Subscription Agreement and the transactions contemplated thereunder as well as the Whitewash Waiver, (iv) the relevant reports prepared in connection with certain statements contained in the Profit Alert Announcements which constituted profit forecast under Rule 10 of the Takeovers Code, (v) other information required under the GEM Listing Rules and the Takeovers Code, and (vi) a notice convening the EGM together with the form of proxy, has been despatched to the Shareholders on 6 March 2026. The EGM will 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.. Details of the EGM are set out in the notice of the EGM despatched together with the Whitewash Circular.

**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  
**True Partner Capital Holding Limited**  
**Ralph Paul Johan van Put**  
*Chairman and Chief Executive Officer*

Hong Kong, 6 March 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 information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in 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).*