True Partner Capital Holding

TRUE PARTNER CAPITAL HOLDING LIMITED

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

(Stock Code: 8657)

DELAY IN DESPATCH OF THE CIRCULAR IN RELATION TO (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

Gram Capital Limited
嘉林資本有限公司

This is made by the Company pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM ("**GEM**") of the Stock Exchange (the "**GEM Listing Rules**") and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of True Partner Capital Holding Limited (the "**Company**") in relation to (i) the proposed issue of Convertible Bonds under CB Specific Mandate and the application for Whitewash Waiver dated 4 February 2026 (the "**Rule 3.5 Announcement**"), (ii) the profit alert for the year ended 31 December 2025 dated 5 February 2026 and (iii) the clarification announcement in respect of the profit alert dated 24 February 2026 (together with the announcement dated 5 February 2026, the "**Profit Alert Announcement**"). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is obtained, the circular in relation to the proposed issue of Convertible Bonds under CB Specific Mandate and the application for Whitewash Waiver (the "**Whitewash Circular**") is required to be despatched to the Independent Shareholders within 21 days of the date of the Announcement, which is on or before 25 February 2026.

As additional time is required by the Company to prepare and finalise the information to be included in the Whitewash Circular, including but not limited to, (i) the statement of material change if any to the financial or trading position or outlook of the Group required under the Takeovers Code, (ii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and (iii) the preparation of certain reports to be contained in the Whitewash Circular in connection with certain statements contained in the Profit Alert Announcement which constituted profit forecast under Rule 10 of the Takeovers Code, the Company expects that the despatch of the Whitewash Circular will be postponed to a date not later than 4 March 2026.

The Company has made an application to the Executive for its consent to extend the despatch date of the Whitewash Circular, and the Executive has indicated that it is minded to grant its consent to extend the date of despatch of the Whitewash Circular to a date no later than 4 March 2026.

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, 25 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 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 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.