



**SOMERLEY CAPITAL LIMITED**

20/F., China Building, 29 Queen's Road Central, Hong Kong

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Date: 5 October 2018

The board of directors  
Truly International Holdings Limited  
2/F., Chung Shun Knitting Centre,  
1-3 Wing Yip Street, Kwai Chung,  
N.T., Hong Kong

Dear Sirs/Madams,

**Truly International Holdings Limited**  
(the "Company", together with its subsidiaries, the "Group")

**(1) CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTION OF NEW  
SHARES BY THE CONTROLLING SHAREHOLDER; AND  
(2) APPLICATION FOR WHITEWASH WAIVER**

We refer to the circular issued by the Company on 5 October 2018 (the "Circular") relating to the captioned matter. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise defined.

We hereby give our formal consent, and confirm that we have not withdrawn our consent, to the issue of the Circular with the inclusion of our letter of advice and references to our name in the form and context in which they respectively appear.

We also confirm that as at the Latest Practicable Date, Somerley Capital did not have: (a) any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (b) any direct or indirect interest in any assets acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2017, being the date to which the latest published audited financial statements of the Group were made up.

Yours faithfully,  
For and on behalf of  
**SOMERLEY CAPITAL LIMITED**

David Ching  
Director