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# **TRULY®**

## **TRULY INTERNATIONAL HOLDINGS LIMITED**

### **信利國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00732)**

#### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agents**

*(by alphabetical order)*

**HSBC** 

**MIZUHO**  


Reference is made to the announcement of Truly International Holdings Limited (the “**Company**”) dated 12 September 2017 (the “**Announcement**”) in relation to the Placing. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

#### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all conditions of the Placing Agreement have been fulfilled and the completion of Placing took place on 20 September 2017 in accordance with the terms and conditions of the Placing Agreement. A total of 160,000,000 Placing Shares have been successfully placed by the Placing Agents to not less than six Placees at the Placing Price of HK\$2.02 per Placing Share pursuant to the terms and conditions of the Placing Agreement. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owner(s) are third parties independent of the Company and its connected persons, and not acting for or presumed to be acting in concert with the Subscriber.

The gross proceeds and net proceeds from the Placing amounted to HK\$323.2 million and approximately HK\$319.7 million respectively. The Company intends to apply the net proceeds from the Placing as general working capital of the Group and to enhance the Group’s equity capital to rectify its breach of financial covenants on 30 June 2017 under various bank loan agreements.

## EFFECTS ON SHAREHOLDING STRUCTURE

The 160,000,000 Placing Shares represent approximately (i) 5.5% of the existing issued share capital of the Company immediately before the completion of the Placing; and (ii) 5.2% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Shareholders	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Subscriber	1,219,722,000	41.96	1,219,722,000	39.77
Spouse of Subscriber <sup>(1)</sup>	74,844,000	2.57	74,844,000	2.44
Other Directors	37,997,500	1.31	37,997,500	1.24
Placees	—	—	160,000,000	5.22
Public shareholders	<u>1,574,535,898</u>	<u>54.16</u>	<u>1,574,535,898</u>	<u>51.33</u>
<b>Total</b>	<b><u>2,907,099,398</u></b>	<b><u>100.00</u></b>	<b><u>3,067,099,398</u></b>	<b><u>100.00</u></b>

*Note:*

- 1 The Subscriber is deemed to be interested in 74,844,000 ordinary shares of the Company, being interests held beneficially by his spouse.

By order of the Board  
**Truly International Holdings Limited**  
**Lam Wai Wah**  
*Chairman*

Hong Kong, 20 September 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Lam Wai Wah, Mr. Wong Pong Chun, James, Mr. Cheung Tat Sang; the non-executive director of the Company is Mr. Li Jian Hua and the independent non-executive directors of the Company are Mr. Chung Kam Kwong, Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing.*

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*