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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)

### POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 22 MAY 2017

The Board hereby announces that at the AGM held on 22 May 2017, all of the proposed ordinary resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting of Truly International Holdings Limited (the “**Company**”) dated 13 April 2017 and the circular (the “**Circular**”) of the Company dated 13 April 2017. Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

At the AGM held on 22 May 2017, all of the proposed ordinary resolutions as set out in the AGM Notice were passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the AGM. The poll results in respect of the resolutions passed at the AGM are as follows:

	RESOLUTIONS	For	Against
		Number of Shares (%)	Number of Shares (%)
	<b>ORDINARY RESOLUTIONS</b>		
1.	To adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2016.	1,566,975,313 (100.00%)	0 (0.00%)
2.	To declare a final dividend for the year ended 31 December 2016.	1,567,060,153 (100.00%)	0 (0.00%)
3.	(a) To re-elect Mr. Cheung Tat Sang as an Executive Director of the Company.	1,564,736,341 (99.85%)	2,323,812 (0.15%)
	(b) To re-elect Mr. Li Jian Hua as a Non-executive Director of the Company.	1,563,175,115 (99.75%)	3,885,038 (0.25%)
	(c) To authorise the Board of Directors to fix the Directors’ remuneration.	1,566,686,153 (100.00%)	0 (0.00%)

	<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>
		<b>Number of Shares (%)</b>	<b>Number of Shares (%)</b>
	<b>ORDINARY RESOLUTIONS</b>		
4.	To re-elect Mr. Chung Kam Kwong (who has served as an Independent Non-executive Director for more than nine years) as an Independent Non-executive Director of the Company and to authorise the Board of Directors of the Company to fix his remuneration.	1,440,674,644 (91.93%)	126,385,509 (8.07%)
5.	To re-appoint Deloitte Touche Tohmatsu as the Company's external auditor and to authorise the Board of Directors to fix their remuneration.	1,502,095,246 (95.88%)	64,558,355 (4.12%)
6.	To approve the Ordinary Resolutions A to C as set out in the Notice of Annual General Meeting:		
	Resolution (A): To grant a general mandate to the Directors to repurchase shares of the Company up to 10% of the share capital in issue at the date of the resolution.	1,566,686,153 (100.00%)	0 (0.00%)
	Resolution (B): To grant a general mandate to the Directors to allot shares of the Company up to 20% of the share capital in issue at the date of the resolution.	1,438,467,679 (91.79%)	128,592,474 (8.21%)
	Resolution (C): To approve and extend the power granted to the Directors under Resolution No. 6(B) by the addition thereto of an amount representing the aggregate nominal amount of the shares repurchased by the Company pursuant to Resolution No. 6(A).	1,439,753,905 (91.88%)	127,306,248 (8.12%)

All of the resolutions set out above were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 2,907,099,398 shares, all the holders of which were entitled to attend and vote for or against the ordinary resolutions proposed at the AGM. There was no share of the Company entitling the holder to attend and vote only against the ordinary resolutions proposed at the AGM. No Shareholder was required to abstain from voting on the ordinary resolutions at the AGM.

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

Hong Kong, 22 May 2017

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