

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

TRULY®

TRULY INTERNATIONAL HOLDINGS LIMITED

信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 29 OCTOBER 2018
AND
(2) GRANT OF WHITEWASH WAIVER**

Reference is made to the circular (the “**Circular**”) issued by Truly International Holdings Limited (the “**Company**”) dated 5 October 2018 in relation to, among others, the Subscription and application for the Whitewash Waiver. Unless otherwise the context requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The EGM was held on 29 October 2018 to consider an ordinary resolution (the “**Ordinary Resolution**”) and a special resolution (the “**Special Resolution**”) (together, the “**Resolutions**”) approving the Subscription Agreement, the transactions contemplated thereunder, including the grant of the Specific Mandate, and the Whitewash Waiver.

As at the date of the EGM, the total number of Shares in issue was 3,120,429,398. As stated in the Circular, save for the Subscriber and his associates and parties acting in concert with him, including Mr. Wong Pong Chun, James and his spouse, Mr. Cheung Tat Sang and Mr. Li Jian Hua and his spouse, no Shareholder was required to abstain from voting on the relevant Resolution(s) at the EGM. Save as disclosed above, no other Shareholder has a material interest in the transactions contemplated under the Subscription Agreement, the Specific Mandate or the Whitewash Waiver and is required to abstain from voting on the relevant Resolution(s) at the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the EGM was 1,750,184,898.

The Board is pleased to announce that the Resolutions were duly passed by way of poll by Shareholders at the EGM. The poll results of the EGM are as follows:

ORDINARY RESOLUTION <i>(Note)</i>		Number of votes (Approximately %)	
		For	Against
1.	To approve the Subscription Agreement and the transaction contemplated thereunder including the Specific Mandate	99,219,234 (100%)	0 (0%)
SPECIAL RESOLUTION <i>(Note)</i>		Number of votes (Approximately %)	
		For	Against
1.	To approve the Whitewash Waiver	95,071,829 (95.82%)	4,147,405 (4.18%)

Note: Please refer to the Notice of EGM for full version of the above Resolutions.

As more than 50% and 75% of the votes were cast in favour of the Ordinary Resolution and the Special Resolution respectively, all of the Resolutions were duly passed by the Shareholders by way of poll at the EGM.

Tricor Secretaries Limited, the branch share registrar and transfer office of the Company, was appointed to act as the scrutineer for the vote-taking at the EGM.

CHANGES IN THE SHAREHOLDING OF THE COMPANY

Set out below is a table showing the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming there will be no other change in the number of issued Shares between the date of this announcement and the date of Completion, save for the issue and allotment of the Subscription Shares).

	As at the date of this announcement		Immediately upon Completion (assuming there will be no other change in the number of issued Shares between the date of this announcement and the date of Completion, save for the issue and allotment of the Subscription Shares)	
	No. of Shares	Approximately %	No. of Shares	Approximately %
Subscriber (as beneficial owner)	1,273,052,000	40.80	1,441,852,000	43.84
Spouse of Subscriber (Note 1)	74,844,000	2.40	74,844,000	2.28
Mr. Wong Pong Chun, James (as beneficial owner) (Note 2)	—	—	—	—
Spouse of Mr. Wong Pong Chun, James (Note 3)	1,650,000	0.05	1,650,000	0.05
Mr. Cheung Tat Sang (as beneficial owner) (Note 4)	6,129,000	0.20	6,129,000	0.19
Mr. Li Jian Hua (as beneficial owner) (Note 5)	14,547,000	0.47	14,547,000	0.44
Spouse of Mr. Li Jian Hua (Note 6)	22,500	0.00	22,500	0.00
		(Note 7)		(Note 7)
Sub-total of the Subscriber and parties (as at the Latest Practicable Date) acting in concert with him	1,370,244,500	43.91	1,539,044,500	46.79
Public shareholders	<u>1,750,184,898</u>	56.09	<u>1,750,184,898</u>	53.21
Total	<u>3,120,429,398</u>	<u>100.00</u>	<u>3,289,229,398</u>	<u>100.00</u>

Notes:

1. The Subscriber is deemed to be interested in 74,844,000 Shares, being interests held beneficially by his spouse.
2. Mr. Wong Pong Chun, James is an executive Director and is presumed to be acting in concert with the Subscriber under class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Completion. This class (6) presumption will cease to apply after Completion.
3. Mr. Wong Pong Chun, James is deemed to be interested in 1,650,000 Shares, being the interests held beneficially by his spouse, Lai Ching Mui, Stella.

4. Mr. Cheung Tat Sang is an executive Director and is presumed to be acting in concert with the Subscriber under class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Completion. This class (6) presumption will cease to apply after Completion.
5. Mr. Li Jian Hua is a non-executive Director and is presumed to be acting in concert with the Subscriber under class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Completion. This class (6) presumption will cease to apply after Completion.
6. Mr. Li Jian Hua is deemed to be interested in 22,500 Shares, being the interests held by his spouse, Guo Yu Yan.
7. Rounded to two decimal places.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver subject to (i) the approval of the issue of the Subscription Shares by a vote of the Independent Shareholders taken by way of poll at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the date of the Announcement, i.e. 31 July 2018, and the date of Completion. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscriber as a result of the Subscription pursuant to the Subscription Agreement. As at the date of this announcement, the aforementioned condition (i) has been satisfied.

By order of the Board
Truly International Holdings Limited
Ma Wai Tong
Company Secretary

Hong Kong, 29 October 2018

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, their 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.