



TRULY INTERNATIONAL HOLDINGS LIMITED

信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 29 OCTOBER 2018

I/We (Name) _____
 (Block capitals, please) of (Address) _____
 being the holder(s) of _____ (see Note 1) shares of HK\$0.02 each of
 Truly International Holdings Limited (the "Company") hereby appoint (Name) _____
 of (Address) _____
 or failing him/her (Name) _____
 of (Address) _____
 or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at
 the Extraordinary General Meeting of the Company to be held at 2/F Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai
 Chung, N.T., Hong Kong, Monday, 29 October 2018 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion
 which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the
 undermentioned resolution:

Ordinary Resolution		FOR(see note 3)	AGAINST(see note 3)
1.	To approve the Subscription Agreement and the transactions contemplated thereunder including the Specific Mandate		
Special Resolution		FOR(see note 3)	AGAINST(see note 3)
1.	To approve the Whitewash Waiver		

Dated this _____ day of _____, 2018 Signature(s) _____ (see Note 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on their behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share and that person shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a shareholder of the Company.

A resolution put to vote at the Meeting is to be decided by way of a poll. On a poll, every member present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share held by him/her/it and a member entitled to more than one vote need not, if he/she/it votes, use all votes or cast all the votes he/she/it uses in the same way. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.truly.com.hk following the Meeting.