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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)

**DESPATCH OF CIRCULAR IN RELATION TO
(1) CONNECTED TRANSACTION IN RELATION TO
SUBSCRIPTION OF NEW SHARES BY
THE CONTROLLING SHAREHOLDER;
(2) PROPOSED SHARE ISSUANCE UNDER SPECIFIC MANDATE;
(3) APPLICATION FOR WHITEWASH WAIVER;
AND
(4) NOTICE OF EGM**

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**



SOMERLEY CAPITAL LIMITED

Reference is made to (1) the announcement (the “**Announcement**”) issued by Truly International Holdings Limited (the “**Company**”) dated 31 July 2018 in relation to, among others, the Subscription and application for the Whitewash Waiver; (2) the Company’s announcement dated 21 August 2018 in relation to the delay in despatch of the Circular (as defined below); (3) the Company’s announcement dated 14 September 2018 in relation to the further delay in despatch of the Circular (as defined below); and (4) the Company’s announcement dated 28 September 2018 in relation to the extension of the Long Stop Date. Unless otherwise the context requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the circular (the “**Circular**”) containing, among others, (i) further details of the Subscription Agreement and the Whitewash Waiver; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; (iii) a letter of advice from the Independent Financial Adviser in relation to the Subscription Agreement, the transactions contemplated thereunder and the

Whitewash Waiver; (iv) a notice convening the EGM; and (v) other information as required under the Listing Rules and the Takeovers Code, has been despatched to the Shareholders on 5 October 2018.

The EGM will be held at 2/F Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, N.T., Hong Kong on Monday, 29 October 2018 at 10:00 a.m., details of which are set out in the notice of the EGM contained in the Circular.

Shareholders are advised to review the Circular carefully and in particular the letter from the Independent Board Committee and the letter from the Independent Financial Adviser contained in the Circular before making any voting decision at the EGM.

Shareholders and potential investors should also be aware that Completion is subject to the fulfillment of all the Conditions which are set out in the paragraph headed “Conditions precedent” under the section headed “The Subscription Agreement” under the section headed “THE SUBSCRIPTION OF NEW SHARES” in the Circular. As such, the Subscription Agreement and the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

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

Hong Kong, 5 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 information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, 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.