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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 CONNECTED TRANSACTION RELATING TO  
SUBSCRIPTION OF NEW SHARES**

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.

**COMPLETION OF THE SUBSCRIPTION**

The Board is pleased to announce that all conditions precedent have been fulfilled and the Completion took place on 6 November 2018 in accordance with the terms and conditions of the Subscription Agreement. A total of 168,800,000 Subscription Shares, representing approximately 5.13% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares, have been allotted and issued by the Company to the Subscriber at the Subscription Price of HK\$1.18 per Subscription Share. Accordingly, immediately after the Completion, the issued share capital of the Company is 3,289,229,398.

The gross proceeds and net proceeds from the Subscription amounted to approximately HK\$199 million and approximately HK\$198 million respectively. The net proceeds from the Subscription will mainly be used for general working capital of the Group and to strengthen the Group’s financial position.

## CHANGES IN THE SHAREHOLDING OF THE COMPANY

Set out below is a table showing the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion.

	Immediately before Completion		Immediately upon Completion	
	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	1,750,184,898	56.09	1,750,184,898	53.21
Total	3,120,429,398	100.00	3,289,229,398	100.00

### Notes:

- The Subscriber is deemed to be interested in 74,844,000 Shares, being interests held beneficially by his spouse.
- 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.
- 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.
- 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.
- 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.

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

Hong Kong, 6 November 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.*