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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Truly International Holdings Limited (the “Company”) will be held at 2/F Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Monday, 27 May 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the equity transfer agreement dated 3 April 2024 entered into between Truly Opto-Electronics Limited* (信利光電股份有限公司), a non-wholly owned subsidiary of the Company, as the purchaser, and Renshou Jian No. 1 Investment Centre Limited Partnership* (仁壽集安一號投資中心(有限合夥)) as the vendor, regarding the acquisition of approximately 12.55% equity interest in Truly (Renshou) High-end Display Technology Limited* (信利(仁壽)高端顯示科技有限公司), a copy of which is tabled at the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) the guarantee agreement dated 3 April 2024 entered into between Truly Semiconductors Limited* (信利半導體有限公司), an indirect wholly-owned subsidiary of the Company as the guarantor and Renshou Jian No. 1 Investment Centre Limited Partnership* (仁壽集安一號投資中心(有限合夥)), pursuant to which the guarantor has agreed to guarantee the obligations of Truly Opto-Electronics Limited* (信利光電股份有限公司), a non-wholly owned subsidiary of the Company, to pay the consideration of RMB1,097,460,000 together with the interests accrued thereon (if any) and any other compensation, damages and expenses payable by the Purchaser in accordance with the terms of the equity transfer agreement dated 3 April 2024, a copy of which is tabled at the EGM and marked “B” and initialed by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and

- (c) any one director or company secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign all such documents and to enter into all such transactions and arrangements as may be necessary or expedient in order to ensure smooth implementation of and to give effect to the agreements and the transactions contemplated thereunder.”

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

Hong Kong, 26 April 2024

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or other authority, must be lodged at the Company’s principal office at 2nd Floor, Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) For determining the entitlement to attend and vote at the EGM, the Register of Members will be closed from Thursday, 23 May 2024 to Monday, 27 May 2024, during the period no transfer of shares can be registered. In order to be eligible to attend and vote at the EGM, all transfers accompanied by relevant share certificates must be lodged with the Company’s Branch Share Registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 May 2024.
- (4) Pursuant to the Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice shall be decided by poll.
- (5) A form of proxy for use at the above meeting is enclosed.

As at the date of this notice, the Board comprises Mr. Lam Wai Wah, Mr. Wong Pong Chun, James and Mr. Cheung Wing Cheung as executive directors; Mr. Song Bei Bei and Mr. Dai Cheng Yun as non-executive directors; and Mr. Chung Kam Kwong, Mr. Heung Kai Sing and Mr. Cheung Wai Yin, Wilson as independent non-executive directors.