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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)

**FACILITY AGREEMENT WITH SPECIFIC
PERFORMANCE COVENANT**

This announcement is made by Truly International Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

FACILITY AGREEMENT

On 25 March 2025, the Company and a subsidiary of the Company, Truly Opto-Electronics Limited, as guarantors, and Truly Semiconductors Limited, as borrower (the “**Borrower**”), entered into a facility agreement (the “**Facility Agreement**”) with, among others, (i) The Bank of East Asia, Limited, OCBC Bank (Hong Kong) Limited and Hang Seng Bank Limited as mandated lead arrangers and bookrunners; (ii) Bank of Dongguan Co., Ltd. — Hong Kong Branch as lead arranger; (iii) Crédit Industriel et Commercial, Hong Kong Branch as arranger; (iv) East West Bank, Hong Kong Branch as senior manager; (v) The Bank of East Asia, Limited, OCBC Bank (Hong Kong) Limited and Hang Seng Bank Limited as sustainability-linked loan structuring coordinators; (vi) the financial institutions listed therein as original lenders; and (vii) The Bank of East Asia, Limited as agent (the “**Agent**”), in respect of a sustainability-linked term loan facility in the amount of HK\$1,035,000,000.

Pursuant to the terms of the Facility Agreement, the final maturity date is 364 days from the date of the Facility Agreement, which may be further extended to a date falling 36 months from the date of the Facility Agreement subject to satisfaction of certain conditions.

Pursuant to the terms of the Facility Agreement, it will be an event of default if Mr. Lam Wai Wah:

- (a) does not or ceases to own, directly or indirectly, at least 25% of the beneficial shareholding, carrying at least 25% of the voting rights, in the Company;
- (b) does not or ceases to have management control over the Company; or
- (c) is not or ceases to be the chairman of the Company.

As at the date of this announcement, Mr. Lam Wai Wah is the chairman of the Company and holds approximately 51.48% of the total issued share capital of the Company.

In case of an event of default that is continuing, the Agent may, and shall if so directed by the Majority Lenders (as defined in the Facility Agreement), by notice to the Borrower:

- (a) without prejudice to the participations of any lender in any loan then outstanding:
 - (i) cancel the available commitment of each lender, whereupon each such available commitment shall immediately be cancelled and the facility shall immediately cease to be available for further utilisation; or
 - (ii) cancel any part of any commitment (and reduce such commitment accordingly), whereupon the relevant part shall immediately be cancelled (and the relevant commitment shall be immediately reduced accordingly); and/or
- (b) declare that all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding under the Facility Agreement and other relevant documents be immediately due and payable, whereupon they shall become immediately due and payable; and/or
- (c) declare that all or part of the loans be payable on demand, whereupon they shall immediately become payable on demand by the Agent on instructions of the Majority Lenders.

The Company will comply with the continuing disclosure requirements under Rule 13.21 of the Listing Rules for so long as the circumstances giving rise to the above obligations continue to exist.

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

Hong Kong, 26 March 2025

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