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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular, notice (the “**Original Notice**”) and form of proxy (the “**First Proxy Form**”) of annual general meeting of Truly International Holdings Limited (the “**Company**”) dated 22 April 2022 in relation to the annual general meeting (the “**AGM**”) to be held on Thursday, 26 May 2022.

Supplemental notice is hereby given that the annual general meeting of the Company will be held on Thursday, 26 May 2022 at 10:00 a.m. at 2nd Floor, Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong for considering and, if thought fit, passing the following resolution as ordinary resolution of the Company in addition to the resolutions set out in the Original Notice:

- 1A. To consider and approve the final dividend of 5 HK cents per ordinary share of the Company in respect of the year ended 31 December 2021.

By order of the Board
Truly International Holdings Limited
Lau Fan Yu
Company Secretary

Hong Kong, 13 May 2022

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

Notes:

- (1) A member entitled to attend and vote at the above meeting 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) Since the First Proxy Form does not contain the proposed resolution numbered 1A above, the second form of proxy ("**Second Proxy Form**") has been prepared and is enclosed with this announcement. In order to be valid, the Second Proxy Form 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 in Hong Kong at 2nd Floor, Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong or to submit the Second Proxy Form electronically via designated URL (<https://spot-emeeting.tricor.hk>) not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- (3) Completion and delivery of the Second Proxy Form shall not preclude a member from attending and voting in person at the AGM if the member so wish and in such event, the Second Proxy Form shall be deemed to be revoked.
- (4) A Shareholder who has not yet lodged the First Proxy Form at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>) is requested to lodge the Second Proxy Form if he/she/it wishes to appoint proxies to attend and vote at the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>).
- (5) A Shareholder who has already lodged the First Proxy Form at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>) should note that:
 - (a) If no Second Proxy Form is lodged at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>), the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her/it. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her/its discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, a resolution for the proposed final dividend as set out in this supplemental notice) except for the resolution to which the Shareholder has indicated his/her/its voting direction in the First Proxy Form.
 - (b) If the Second Proxy Form is lodged at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>), not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her/it. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - (c) If the Second Proxy Form is lodged at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>), less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>).

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form at the Company's principal office in Hong Kong or electronically via designated URL (<https://spot-emeeting.tricor.hk>) by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

- (6) For determining the entitlement to attend and vote at the 2022 Annual General Meeting, the Register of Members will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, during the period no transfer of shares can be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 May 2022.
- (7) In relation to proposed resolution numbered 1A above, in order to qualify for the proposed final dividend for the year ended 31 December 2021, all transfers of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on Tuesday, 31 May 2022. The period of closure of the register of members of the Company will be changed from Friday, 20 May 2022 to Wednesday, 1 June 2022 during which period no transfer of Shares will be registered. The proposed final dividend will be paid to shareholders whose names appear on the Register of Members on Wednesday, 1 June 2022, subject to the approval by the Company's shareholders at the AGM.
- (8) Pursuant to the Rule 13.39 of the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided by poll.
- (9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.