



# TRULY INTERNATIONAL HOLDINGS LIMITED

信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

## SECOND FORM OF PROXY “SECOND PROXY FORM” FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 26 MAY 2022 AT 10:00 A.M. OR ANY ADJOURNMENT THEREOF

I/We <sup>I</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>II</sup> \_\_\_\_\_ shares of HK\$0.02 each in  
the capital of Truly International Holdings Limited (the “Company”), HEREBY APPOINT <sup>III</sup> the Chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Annual General Meeting (“Meeting” or “AGM”) of the Company (or any adjournment thereof) to be held at 2/F., Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Thursday, 26 May 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the proposed resolutions set out in the notice dated 22 April 2022 (“Original Notice”) and supplemental notice dated 13 May 2022 convening the Annual General Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and my/our name(s) in respect of the resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>IV</sup>	AGAINST <sup>IV</sup>
1.	To adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2021.		
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.		
2.	(a) To re-elect Mr. Song Bei Bei as an Executive Director of the Company.		
	(b) To re-elect Mr. Dai Cheng Yun as an Executive Director of the Company.		
	(c) To authorise the Board of Directors of the Company to fix the Directors’ remuneration.		
3.	To re-elect Mr. Ip Cho Ting, Spencer (who has served as an Independent Non-executive Director for more than nine years) as an Independent Non-executive Director of the Company and to authorize the Board of Directors of the Company to fix his remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Company’s external auditor and to authorise the Board of Directors of the Company to fix their remuneration.		
5.	To approve the Ordinary Resolutions A to C as set out in the Original Notice of Annual General Meeting:		
	Ordinary Resolution A		
	Ordinary Resolution B		
	Ordinary Resolution C		
SPECIAL RESOLUTION			
6.	To approve proposed amendments to the existing memorandum and articles of association of the Company and proposed adoption of the amended and restated memorandum and articles of association of the Company		

Email address of the proxy <sup>X</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature <sup>V</sup> \_\_\_\_\_

### Notes:

- I. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- II. Please insert the number of shares registered in your name(s) and to which this second form of proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- III. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting or” and insert the name, email address (for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System) address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person or via online to represent you. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IV. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
- V. This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- VI. To be valid, this second form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at the Company’s principal office in Hong Kong at 2/F., Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for the holdings of Meeting or any adjournment thereof. In case of appointment of proxies submitted in electronic form, the proxy appointments must be received by not less than 48 hours before the time appointed for the holding of the meeting (or at any adjournment thereof). You may submit your form of proxy electronically by scanning the QR code or visiting the designated URL (<https://spot-emeeting.tricor.hk>). Please use the username and password provided on the notification letter sent to you by the Company.
- VII. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding. Only **ONE PAIR** of log-in username and password will be provided to the joint holders.
- VIII. Completion and return of this second form of proxy will not preclude you from attending the Meeting in person or via online if you so wish. In the event that you, having lodged this second form of proxy, attend the Meeting in person or via online, this second form of proxy will be deemed to have been revoked.
- IX. Voting by poll is required for any resolution put to vote at the Annual General Meeting.
- X. You must provide a valid email address of your proxy in the space provided (except when the chairman of the meeting is appointed as your proxy). If no email address is provided, your proxy cannot attend and vote online.
- XI. A Shareholder who has already lodged the proxy form (“First Proxy Form”), which was sent together with the circular dated 22 April 2022, 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>).