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# **TRULY®**

## **TRULY INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 732**

### **DISCLOSEABLE TRANSACTION PURCHASE OF EQUIPMENT**

On 21 January 2008, two orders were placed by the Purchaser for the purchase of the Equipment at the consideration of US\$26,000,000 and JPY7,900,000,000 (approximately HK\$776,340,000 in aggregate) from the Supplier. Both Purchase Orders were confirmed and accepted by the relevant Supplier on 21 January 2008. The transactions contemplated under the Purchase Orders together constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing further details relating to the purchase of the Equipment will be despatched to the shareholders of the Company as soon as practicable in accordance with the Listing Rules.

#### **THE PURCHASE ORDERS**

Date : 21 January 2008

Supplier : Nakan Corporation

Purchaser : Truly Semiconductors Limited, a wholly-owned subsidiary of the Company

Equipment : (1) colour STN LCD production equipment; and (2) transfective LCD production machine & equipment

Consideration : (1) US\$26,000,000 for the colour STN LCD production equipment and (2) JPY7,900,000,000 for the transfective LCD production machine & equipment (approximately HK\$776,340,000 in aggregate)

Payment Terms : (1) For the colour STN LCD production equipment, 10% of the consideration will be settled after entering into the relevant Purchase Order and the balance will be settled at the end of January 2009 against the final acceptance of the relevant Equipment to the satisfaction of the Company. (2) For the transfective LCD production machine & equipment, 20% of the consideration will be paid after the signing of the relevant Purchase Order, 70% of the consideration will be paid by a 90-day letter of credit and the remaining balance will be paid against the final acceptance of the relevant Equipment to the satisfaction of the Company

The Directors confirm that the Consideration was determined after arm's length negotiations between the relevant Supplier and the Purchaser by reference to the market value of similar type of equipment.

### **REASONS FOR AND BENEFITS OF THE PURCHASE OF THE EQUIPMENT**

The Group is principally engaged in the manufacture and sale of liquid crystal display products and electronic consumer products including calculators, electric toothbrush and electronic components. The Supplier is a Japanese company principally engaged in the development and production of plant, machinery and equipment for LCDs and related products.

To the best of the Director's knowledge, information and belief after making all reasonable enquiries, the Supplier and its respective ultimate beneficial owners are Independent Third Parties.

The Equipment is to be applied towards the production of colour LCD products by the Group. The Directors believe that the purchase of the Equipment will enhance the production capacity and efficiency of the Group. The purchase of the Equipment will be funded principally by internal resources of the Group.

The Directors are of the view that the purchase of the Equipment is in the interest of the Company and the terms of the Purchase Orders are on normal commercial terms, and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company does not have prior transactions with the Supplier and/or its ultimate beneficial owner which would require to be aggregated under Rule 14.22 of the Listing Rules. The Company holds less than 5% in the share capital of the Supplier.

### **GENERAL**

The transactions contemplated under the Purchase Orders together constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular in connection with the purchase of the Equipment will be despatched to the shareholders of the Company as soon as practicable in accordance with the Listing Rules.

## DEFINITIONS

“Board”	the board of Directors
“Company”	Truly International Holdings Limited, a company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange
“Consideration”	the aggregate consideration for the purchase of the Equipment pursuant to the Purchase Orders
“Directors”	the directors of the Company
“Equipment”	(1) colour STN LCD production equipment; and (2) transfective LCD production machine & equipment
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Group and connected person(s) (as defined in the Listing Rules) of the Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LCD”	liquid crystal displays
“Purchase Orders”	two purchase orders dated 21 January 2008 placed by the Purchaser with the Supplier for the purchase of the Equipment
“STN”	super twisted nematic
“Purchaser”	Truly Semiconductors Limited, a wholly-owned subsidiary of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supplier”	Nakan Corporation, a company incorporated in Japan
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“JPY” Japanese yen, the lawful currency of Japan

“US\$” United States dollars, the lawful currency of the United States of America

By Order of the Board  
**Lam Wai Wah, Steven**  
Chairman

*As at the date of this announcement, the Board comprises four executive directors, Mr. Lam Wai Wah, Steven, Mr. Wong Pong Chun, James, Mr. Cheung Tat Sang, James and Mr. Li Jian Hua; and three independent non-executive directors, Mr. Chung Kam Kwong, Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing.*

Hong Kong, 21 January 2008

*In this announcement, for the purpose of illustration only, amounts quoted in JPY and US\$ have been converted into HK\$ at the rate of JPY100 to HK\$7.26 and US\$1.00 to HK\$7.80 respectively, and vice versa. Such exchange rate has been used, where applicable, for the purposes of illustration only and do not constitute a representation that any amounts were or may have been exchanged at such rate or any other rates or at all.*

*“Please also refer to the published version of this announcement in **South China Morning Post.**”*