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TRULY[®]

TRULY INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0732)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Truly International Holdings Limited will be held at 2nd Floor, Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Wednesday, 19 January 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as an ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the authorised share capital of the Company be increased from HK\$65,000,000 (divided into 650,000,000 ordinary shares (the **“Shares”**) of HK\$0.10 each) to HK\$100,000,000 (divided into 1,000,000,000 Shares of HK\$0.10 each) by the creation of an additional 350,000,000 Shares of HK\$0.10 each, and that each such new Share, upon issue, shall rank pari passu in all respects with the existing Shares (the **“Increase in Authorised Share Capital”**) and further that any director of the Company be and is hereby authorised to do all things and acts and sign all documents which he or she considers necessary, desirable or expedient in connection with the implementation of the Increase in Authorised Share Capital and the matters contemplated under this resolution.”
2. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Listing Committee”**) granting the listing of and permission to deal in shares of HK\$0.02 each in the issued share capital of the Company, each of the issued and unissued shares of HK\$0.10 each in the share capital of the Company be subdivided into five shares of HK\$0.02 each (the **“Share Subdivision”**) so that the authorised share capital of the Company will be HK\$65,000,000 divided into 3,250,000,000 shares of HK\$0.02 each (or, subject to the Increase in Authorised Share Capital (as defined in the resolution set out as Resolution No. 1 in the notice convening this meeting) having become effective, HK\$100,000,000 divided into 5,000,000,000 shares of HK\$0.02 each) immediately following the Share Subdivision, and any director of the Company be and is hereby authorised to do all things and acts and sign all documents which he or she consider necessary, desirable or expedient in connection with the implementation of the Share Subdivision and the matters contemplated under this resolution.”

3. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as hereinafter defined):
- (a) upon the recommendation of the Directors, such sum as shall be equal to the aggregate amount required to pay up in full the Bonus Shares referred to below at their nominal amount of HK\$0.10 per share (which would be reduced to HK\$0.02 per share upon the Share Subdivision (as defined in the resolution set out as Resolution No. 2 in the notice convening this meeting) taking effect), being part of the Company’s share premium account, be capitalised and accordingly such sum be applied in paying up in full at par the relevant numbers of shares of HK\$0.10 each in the capital of the Company (or, upon the Share Subdivision taking effect, the relevant number of Shares of HK\$0.02 each in the capital of the Company) (“**Bonus Shares**”), such Bonus Shares to be allotted and issued and distributed (subject to paragraph (C) below) credited as fully paid among the persons whose names appear on the registers of members of the Company at the close of business on Wednesday, 19 January 2011 and whose addresses as shown in such registers are in Hong Kong or whose addresses as shown in such registers are outside Hong Kong if the Directors, based on legal advice, do not consider it necessary or expedient to exclude any such shareholder of the Company on account either of the legal restrictions under the laws of the place of that shareholder’s registered address or the requirements of the relevant regulatory body or stock exchange in that place, on the basis of one (1) new share of HK\$0.10 each for every ten (10) existing shares of HK\$0.10 each held (equivalent to, upon the Share Subdivision becoming effective, one (1) new share of HK\$0.02 each for every two (2) existing shares of HK\$0.10 each held);
 - (b) such Bonus Shares shall not rank for the third quarterly dividend for the three months ended 30 September 2010 or the issue of Bonus Shares pursuant to the authority of this resolution, but shall, subject to the Memorandum of Association and Articles of Association of the Company, rank *pari passu* in all other respects with the shares in the capital of the Company in issue at the time of the issue of the Bonus Shares;
 - (c) no fractional Bonus Shares shall be allotted and distributed as aforesaid, but the fractional entitlements shall be aggregated, rounded down to the nearest whole number and sold for the benefit of the Company; and
 - (d) the directors of the Company be authorised to do all such acts and things as may be necessary or expedient in relation to the issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (A) of this resolution.”

By Order of the Board
Lo Chi Chiu
Company Secretary

Hong Kong, 31 December 2010

Notes:

1. The register of members of the Company will be closed from Monday, 17 January 2011 to Wednesday, 19 January 2011 (both days inclusive) during which no transfer of shares will be registered, in order to determine the entitlement of the shareholders under the bonus issue of shares and the third interim dividend. Shareholders are reminded that in order to qualify for the bonus issue of shares and the third interim dividend, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Friday, 14 January 2011.
2. A member entitled to attend and vote at 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.
3. 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 branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
5. The enclosed form of proxy must be signed by the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. Pursuant to the amended 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.

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