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# TRULY®

## TRULY INTERNATIONAL HOLDINGS LIMITED

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

(Stock Code: 0732)

### POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 2 JUNE 2010

The Board hereby announces that at the AGM held on 2 June 2010, all of the proposed ordinary and special resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting of Truly International Holdings Limited (the “**Company**”) dated 29 April 2010 and the circular (the “**Circular**”) of the Company dated 29 April 2010. Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

At the AGM held on 2 June 2010, all of the proposed ordinary and special resolutions as set out in the AGM Notice were passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the AGM. The poll results in respect of the resolutions passed at the AGM are as follows:

	RESOLUTIONS	For	Against
		Number of Shares (%)	Number of Shares (%)
	<b>ORDINARY RESOLUTIONS</b>		
1.	To adopt the audited financial statements and the reports of the Directors and auditors for the year ended 31 December 2009.	235,978,505 (99.98%)	58,000 (0.02%)
2.	To declare a final dividend for the year ended 31 December 2009.	236,212,505 (100%)	0 (0%)
3.	(a) To re-elect the retiring Directors:		
	- Mr. Heung Kai Sing	225,294,280 (95.38%)	10,918,225 (4.62%)
	- Mr. Lam Wai Wah, Steven	225,294,280 (95.38%)	10,918,225 (4.62%)
	- Mr. Ip Cho Ting, Spencer	236,212,505 (100%)	0 (0%)
	(b) To authorise the board of Directors to fix the remuneration of the Directors.	233,530,505 (98.86%)	2,682,000 (1.14%)
4.	To re-appoint the auditors and to authorise the board of Directors to fix their remuneration.	236,212,505 (100%)	0 (0%)
5.	To approve the Ordinary Resolutions (A)-(C):		

	Resolution (A): To grant a general mandate to the Directors to repurchase shares of the Company up to 10% of the share capital in issue at the date of the resolution.	236,212,505 (100%)	0 (0%)
	Resolution (B): To grant a general mandate to the Directors to allot shares of the Company up to 10% of the share capital in issue at the date of the resolution.	222,276,280 (94.10%)	13,936,225 (5.90%)
	Resolution (C): To approve and extend the power granted to the Directors under Resolution No. 5(B) by the addition thereto of an amount representing the aggregate nominal amount of the shares repurchased by the Company pursuant to Resolution No. 5(A).	222,334,280 (94.12%)	13,878,225 (5.88%)

All of the resolutions set out above were duly passed as ordinary resolutions of the Company respectively.

As at the date of the AGM, the total number of issued shares of the Company was 503,179,527 shares, all the holders of which were entitled to attend and vote for or against the ordinary resolutions proposed at the AGM. There was no share of the Company entitling the holder to attend and vote only against the ordinary resolutions proposed at the AGM. No Shareholder was required to abstain from voting on the ordinary resolutions at the AGM.

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

Hong Kong, 2 June 2010

*As at the date of this announcement, 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.*