



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Truly International Holdings Limited

Date Submitted 02/02/2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00732</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>650,000,000</u>	<u>0.10</u>	<u>65,000,000.00</u>
Increase/(decrease)	<u>(Remarks 1&2)</u>		<u>(Remarks 1&2)</u>
Balance at close of the month	<u>5,000,000,000 (Remarks 1&2)</u>	<u>0.02</u>	<u>100,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	503,269,527	-	-	-
Increase/ (decrease) during the month	(Remarks 2&3)	-	-	-
Balance at close of the month	2,767,982,398 (Remarks 2&3)	-	-	-

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1.Share Option Scheme</u> <u>approved by</u> <u>shareholders</u> <u>on 22/05/2001</u> <u>(ordinary shares)</u> <i>(Note 1)</i>	-	-	-	-	-	82,500 (Remark 4)
<u>2.Share Option Scheme</u> <u>approved by</u> <u>shareholders</u> <u>on 22/12/2003</u> <u>(ordinary shares)</u> <i>(Note 1)</i>	-	-	-	-	-	236,362,500 (Remark 5)
<u>3.Share Option Scheme</u> <u>approved by</u> <u>shareholders</u> <u>on 15/06/2006</u> <u>(ordinary shares)</u> <i>(Note 1)</i>	-	-	-	-	-	74,250,000 (Remark 6)
			Total A. (Ordinary shares)		-	
			(Preference shares)		-	
			(Other class)		-	
Total funds raised during the month from exercise of options (HK\$)					-	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
				Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
				Total C. (Ordinary shares) _____		
				(Preference shares) _____		
				(Other class) _____		

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable <u>Ordinary Shares</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (28/01/2011) EGM approval date: (dd/mm/yyyy) (19/01/2011)	<u>251,634,763</u>	<u>N/A</u>

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend At price : State currency _____	Class of shares issuable (Note 1) _____ N/A _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
6.	Repurchase of shares	Class of shares repurchased (Note 1) _____ N/A _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
7.	Redemption of shares	Class of shares redeemed (Note 1) _____ N/A _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
8.	Consideration issue At price : State currency _____	Class of shares issuable (Note 1) _____ N/A _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
10. Other (Please specify)	At price : State currency _____ Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
		Total E. (Ordinary shares)	251,634,763
		(Preference shares)	-
		(Other class)	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(Remarks 2&3)
	(2)	-
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		-
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		-
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

1. On 19 January 2011, an ordinary resolution was passed at the Extraordinary General Meeting of the Company to increase the authorised share capital from HK\$65,000,000 (divided into 650,000,000 ordinary shares of HK\$0.10 each) to HK\$100,000,000 (divided into 1,000,000,000 ordinary shares of HK\$0.10 each) by the creation of an additional 350,000,000 ordinary shares of HK\$0.10 each.

2. On 19 January 2011, an ordinary resolution was passed at the Extraordinary General Meeting of the Company to subdivide each existing issued and unissued share of HK\$0.10 each into 5 subdivided shares of HK\$0.02 each. The Share Subdivision was effective on 20 January 2011.

3. On 19 January 2011, an ordinary resolution was passed at the Extraordinary General Meeting of the Company to issue Bonus Shares on the basis of one new existing share for every 10 existing shares held. (equivalent to, upon the share subdivision becoming effective, one new subdivided share for every 2 existing shares held)
A total of 251,634,763 Bonus Shares of HK\$0.02 each were issued on 28 January 2011

4. The exercise price of the Options granted under the share option scheme which was approved on 22/05/2001 and the number of shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Options have been adjusted to HK\$0.3993 and 82,500 respectively as a result of the implementation of the Share Subdivision and the Bonus Issue as mentioned in Remarks 2 and 3 above.

5. The exercise price of the Options granted under the share option scheme which was approved on 22/12/2003 and the number of shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Options have been adjusted to HK\$2.109 and 236,362,500 respectively as a result of the implementation of the Share Subdivision and the Bonus Issue as mentioned in Remarks 2 and 3 above.

6. The exercise price of the Options granted under the share option scheme which was approved on 15/06/2006 and the number of shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Options have been adjusted to HK\$1.742 and 74,250,000 respectively as a result of the implementation of the Share Subdivision and the Bonus Issue as mentioned in Remarks 2 and 3 above.

Submitted by: Tricor Secretaries Limited

Title: Hong Kong Branch Share Registrar
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*