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TRULY[®]

TRULY INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

ANNOUNCEMENT

**relating to share price increase and apparent concentration
of public float in hands of small number of shareholders**

The Stock Exchange has indicated that based on information it had received from the SFC, there was a high concentration of the Company’s public float in the hands of a small number of shareholders as at 31 October 2003. The Company has been advised by the Stock Exchange that the Stock Exchange had received information from the SFC that the total shareholding held by the 4 substantial shareholders and 9 other shareholders (and their close associates) was approximately 92.2% of the total issued share capital of the Company as at 31 October 2003 (to the best of the knowledge of Mr. Lam Wai Wah, the Chairman of the Company, who together with his wife is one of the 4 substantial shareholders of the Company, none of the other shareholders of the Company is related or otherwise connected to him and/or his wife).

In this connection, the Directors note that the closing prices of the Shares on the Stock Exchange surged from HK\$3.35 on 30 June 2003 to HK\$9.75 on 6 February 2004 and the daily volume of Shares traded on the Stock Exchange during that period ranged from the lowest of 10,000 Shares to the highest of 254,000 Shares, representing approximately 0.002% and 0.057% of the total issued share capital of the Company respectively.

On the basis of information available to the Directors, they believe that, as at 31 October 2003, approximately 52.38% of the total issued Shares were held in the hands of the public and the Company is in compliance with the public float requirement under Rule 8.08(1) of the Listing Rules. However, given the Stock Exchange’s indication that the Company’s public float is concentrated in the hands of a few individuals, shareholders and investors are advised to exercise extreme caution when dealing in Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In 2001, following a request from the Stock Exchange, which had expressed concern that there might be too few shares of the Company (“Shares”) in the public to maintain an orderly market, the Company exercised its statutory powers under section 18 of the Securities (Disclosure of Interests) Ordinance (the “SDIO”) and conducted an investigation to establish the identity of its shareholders and their respective shareholdings in the Company. On 26 May 2001, the Company announced the findings of the investigation. As mentioned in that announcement, there was a high

concentration of the Company's public float in the hands of a small number of individuals as at 30 March 2001 and shareholders and investors were reminded to exercise extreme caution when dealing in the Shares.

The directors of the Company (the "Directors") were advised by the Stock Exchange recently that information the Stock Exchange had received from the Securities and Futures Commission (the "SFC") indicated that there was again a high concentration of the public float in the Shares in the hands of a small number of shareholders as at 31 October 2003, and has requested the Company to issue this announcement to keep the market informed of the circumstances.

Based on notices filed under the SDIO and the Securities and Futures Ordinance (the "SFO") and confirmations received from the Directors, those persons known to the Directors to be interested in Shares, and their respective interests as at 31 October 2003, are set out below:

Name	No. of Shares	% of issued capital ^(Note 1)
1. Lam Wai Wah (Director) together with his spouse Chung King Yee Cecilia	211,298,000	47.56
2. Cheung Tat Sang, James (Director)	282,000	0.06
3. Wong Pong Chun, James (Director)	12,000	negligible
4. Chan Kin Sun together with his spouse Cheng Kwan Ying Jennifer ^(Note 2)	38,756,000	8.72
5. Chan Lai Lan ^(Note 2)	35,096,000	7.90
6. Yu Wing Keung Steven together with his spouse Chan Lai Lai Karen ^(Note 2)	<u>29,158,000</u>	<u>6.56</u>
	<u><u>314,602,000</u></u>	<u><u>70.80</u></u>

Notes:

1. Comprising 444,259,527 Shares as at 31 October 2003.
2. These shareholders are not related to any of the Directors or any of their respective associates. However, the Directors note that it was stated in a press release issued by the SFC on 10 June 2002 in connection with the sanctions imposed on Mr. Chan Kin Sun and his family members in relation to a breach of the Hong Kong Code on Takeovers and Mergers arising from their holding of Shares that Ms. Chan Lai Lan and Ms. Chan Lai Lai Karen are both sisters of Mr. Chan Kin Sun.

The Directors confirm that other than the aforesaid interests in Shares which had been previously notified to the Stock Exchange and the Company under the SDIO and/or the SFO, none of the Directors and their respective associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules")) had any direct or indirect interest in any Shares as at 31 October 2003. On the above basis, the Directors believe that, as at 31 October 2003, approximately 52.38% of the total issued Shares were held in the hands of the public and the Company is in compliance with the public float requirement under Rule 8.08(1) of the Listing Rules.

However, the Company has been advised by the Stock Exchange that the Stock Exchange had received information from the SFC that, as at 31 October 2003, in addition to the 4 substantial shareholders (and their close associates) each having an interest in Shares representing 5% or more of the Company's issued share capital and together held approximately 70% of the total issued share capital of the Company, there were another 9 shareholders (and their close associates) who together held 97,436,000 Shares representing 21.93% of the Company's issued share capital. Further, according to the SFC, one of such 9 shareholders (and their close associates) consisted of 3 family members of Mr. Chan Kin Sun. As a result, the Company has been advised by the Stock Exchange that the Stock Exchange had received information from the SFC that the total shareholding held by the 4 substantial shareholders and 9 other shareholders (and their close associates) was approximately 92.2% of the total issued share capital of the Company as at 31 October 2003 (to the best of the knowledge of Mr. Lam Wai Wah, the Chairman of the Company, who together with his wife is one of the 4 substantial shareholders of the Company, none of the other shareholders of the Company is related or otherwise connected to him and/or his wife).

In this connection, the Directors note that during the period of 30 June 2003 to 6 February 2004, the lowest and highest closing prices of the Shares on the Stock Exchange were HK\$3.35 and HK\$9.75 respectively and the daily volume of Shares traded on the Stock Exchange ranged from the lowest of 10,000 Shares to the highest of 254,000 Shares, representing approximately 0.002% and 0.057% of the total issued share capital of the Company respectively.

Given the Stock Exchange's indication that there was a high concentration of the Company's public float in the hands of a small number of shareholders, the Directors wish to remind shareholders and investors to exercise extreme caution when dealing in Shares.

The closing price of the Shares on the Stock Exchange surged from HK\$3.35 on 30 June 2003 to HK\$9.75 on 6 February 2004 and was HK\$9.40 on 18 February 2004. Based on the audited accounts of the Company for the year ended 31 December 2002, the consolidated earnings per Share was 22.1 Hong Kong cents, the price-earnings ratio (on the basis of the above closing price and earnings per Share) was approximately 42.53 and the consolidated net asset value per Share as at 31 December 2002 was HK\$1.986. Save for the disclosures contained in this announcement and in previously published announcements and published quarterly and half-year results announcements and interim report, the Directors are not aware of any reason for such price increase. The Directors also confirm that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under paragraph 3 of the Listing Agreement; neither is the Board of Directors aware of any matter discloseable under the general obligation imposed by paragraph 2 of the Listing Agreement, which is or may be of a price-sensitive nature.

Made by the order of the Board of Directors who individually and jointly accept responsibility for the accuracy of this statement.

(Note: All data on the closing prices and the traded volume in Shares contained in this announcement are sourced from the website www.hkex.com.hk of Hong Kong Exchanges and Clearing Limited.)

By Order of the Board
Lam Wai Wah, Steven
Chairman

Hong Kong, 19 February 2004

*Please also refer to the published version of this announcement in the (**The Standard**)*