



TRULY INTERNATIONAL HOLDINGS LIMITED

信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING ("MEETING")

TO BE HELD ON 27 MAY 2024 AT 11:00 A.M. OR ANY ADJOURNMENT THEREOF

I/We ⁱ, _____
of _____
being the registered holder(s) of ⁱⁱ _____ shares of HK\$0.02 each in
the capital of Truly International Holdings Limited (the "Company"), HEREBY APPOINT ⁱⁱⁱ the Chairman of the Meeting
or _____
of _____
as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company (or any adjournment thereof) to be held at 2nd
Floor, Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Monday, 27 May 2024 at 11:00
a.m. for the purpose of considering and, if thought fit, passing the proposed resolutions set out in the Notice convening the Meeting and at
such Meeting (or at any adjournment thereof) to vote for me/us and my/our name(s) in respect of the resolutions as hereunder indicated,
and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTION | | FOR ^{iv} | AGAINST ^{iv} |
|---------------------|--|-------------------|-----------------------|
| 1. | (a) To approve, confirm and ratify the equity transfer agreement dated 3 April 2024 entered into between Truly Opto-Electronics Limited* (信利光電股份有限公司), a non-wholly owned subsidiary of the Company, as the purchaser, and Renshou Jian No. 1 Investment Centre Limited Partnership* (仁壽集安一號投資中心(有限合夥)) as the vendor, regarding the acquisition of approximately 12.55% equity interest in Truly (Renshou) High-end Display Technology Limited* (信利(仁壽)高端顯示科技有限公司) and the transactions contemplated thereunder | | |
| | (b) To approve, confirm and ratify the guarantee agreement dated 3 April 2024 entered into between Truly Semiconductors Limited* (信利半導體有限公司), an indirect wholly-owned subsidiary of the Company as the guarantor and Renshou Jian No. 1 Investment Centre Limited Partnership* (仁壽集安一號投資中心(有限合夥)) and the transactions contemplated thereunder | | |
| | (c) To authorize any one director or company secretary of the Company on behalf of the Company to do all such acts and sign all such documents and to enter into all such transactions and arrangements as may be necessary or expedient in order to ensure smooth implementation of and to give effect to the agreements and the transactions contemplated thereunder | | |

Dated this _____ day of _____ 2024

Signature ^v _____

Notes:

- I. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- II. Please insert the number of shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- III. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IV. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting.
- V. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- VI. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at the Company's principal office at 2nd Floor, Chung Shun Knitting Centre, 1-3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for the holdings of Meeting or any adjournment thereof.
- VII. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- VIII. Completion and return of this form of proxy will not preclude you from attending the Meeting if you so wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.
- IX. Voting by poll is required for any resolution put to vote at the Meeting.