THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Truly International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TRULY®

TRULY INTERNATIONAL HOLDINGS LIMITED

信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board of Directors of Truly International Holdings Limited is set out on pages 2 to 4 of this circular. A notice convening the Annual General Meeting of Truly International Holdings Limited to be held at 2nd Floor, Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 12 May 2026 at 10:00 a.m. (or any adjournment thereof), is set out on pages 13 to 16 of this circular.

Whether or not they intend to attend the AGM, Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so desire.

20 April 2026

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at 2nd Floor, Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 12 May 2026 at 10:00 a.m. (or any adjournment thereof)
"Board"	board of directors of the Company
"Company"	Truly International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	10 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing The Listing of Securities on the Stock Exchange
"Share(s)"	ordinary share(s) of HK$0.02 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of the Hong Kong

TRULY INTERNATIONAL HOLDINGS LIMITED
信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

Directors:
Lam Wai Wah
Wong Pong Chun, James
Cheung Wing Cheung
Song Bei Bei*
Lam Po Chun, Jane*
Chung Kam Kwong**
Cheung Wai Yin, Wilson**
Heung Kai Sing**

(Non-executive Directors)*
*(** Independent Non-executive Directors)*

Registered Office:
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

20 April 2026

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM. These include resolutions relating to, among other things, (i) the general mandates to issue and repurchase Shares; and (ii) the re-election of the Directors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to (i) grant a general mandate to the Directors to issue, allot and otherwise deal with Shares up to a maximum of 20 per cent. of the aggregate nominal amount of the issued and fully-paid share capital of the Company as at the date of passing of the resolution (the "Issue Mandate") and (ii) approve the addition to the Issue Mandate so granted to the Directors any Shares with a nominal amount equal to the

Shares repurchased by the Company under the authority and upon the granting of the Repurchase Mandate (as defined below). The Directors have no present intention to issue any new Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors to exercise the powers of the Company to repurchase its own securities on the Stock Exchange at any time during the period ended on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders and (iii) the date by which the next annual general meeting of the Company is required to be held by laws or the Articles of Association of the Company, provided that the aggregate nominal amount of Shares to be purchased shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the relevant resolution (the ''Repurchase Mandate'').

As at the Latest Practicable Date, the number of Shares in issue was 2,971,343,398. Accordingly, assuming no repurchase or issue of Shares prior to the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 297,134,339 Shares and the exercise of the Issue Mandate in full would enable the Company to allot and issue up to 594,268,679 Shares.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to Article 120 of the Articles of Association of the Company, not less than one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and the retiring Directors shall be eligible for re-election.

In accordance with Article 120, Mr. Wong Pong Chun, James (''Mr. Wong''), Mr. Cheung Wing Cheung (''Mr. Cheung'') and Mr. Heung Kai Sing (''Mr. Heung'') shall retire from their offices by rotation at the AGM.

Being eligible, Mr. Wong, Mr. Cheung and Mr. Heung will offer themselves for re-election as Directors. At the AGM, ordinary resolutions will be proposed for their respective re-election.

The Company has received from Mr. Heung a confirmation that he met the independence criteria set out in Rule 3.13 of the Listing Rules. Mr. Cheung has not engaged in any executive management of the Group.

Particulars relating to Mr. Wong, Mr. Cheung and Mr. Heung are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY PROCEDURE

A notice convening the AGM for the purpose of considering and, if thought fit, passing the above-mentioned ordinary resolutions is set out on pages 13 to 16 of this circular. A form of proxy is enclosed for use by Shareholders at the AGM. Shareholders are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The lodging of a form of proxy will not preclude a Shareholder from attending the AGM and voting in person should he so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of AGM shall be decided by poll.

RECOMMENDATIONS

The Directors believe that the proposed resolutions set out in the notice of AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Truly International Holdings Limited
LAM WAI WAH
Chairman

The following is the Explanatory Statement required to be sent to Shareholders for their consideration by the Listing Rules in relation to the Repurchase Mandate.

REPURCHASE MANDATE

It is proposed that, pursuant to the Repurchase Mandate, up to 10 per cent. of the fully-paid Shares in issue as at the date of the passing of the resolution for the grant of the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 2,971,343,398. Accordingly, assuming that no Shares will be issued or repurchased prior to the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 297,134,339 fully-paid Shares in issue.

Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when and to the extent that the Directors believe that such repurchases will benefit the Company and its Shareholders. Repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Shares and/or the earnings per Share.

Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the Shares to be repurchased and/or from the distributable profits of the Company.

Market prices

The highest and lowest market prices at which the Shares have been traded on the Stock Exchange in the previous twelve months preceding the Latest Practicable Date are as follows:

	Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	1.18	0.83
May	1.06	0.96
June	1.10	0.96
July	1.24	1.07
August	1.26	1.12
September	1.24	1.16
October	1.23	1.14
November	1.16	1.03
December	1.09	1.04
2026		
January	1.12	1.03
February	1.05	0.97
March	0.99	0.90
April (up to the latest practicable date)	1.01	0.95

SHARE REPURCHASES MADE BY THE COMPANY

The Company repurchased a total 80,202,000 Shares on the Stock Exchange during the six months prior to the Latest Practicable Date at an aggregate consideration of approximately HK$87,250,800 (before expense). All the repurchased Shares were subsequently cancelled by the Company. Particulars of the repurchased are as follows.

Date	Number of Shares Repurchased	Purchase price per Share		Aggregate consideration
		Highest	Lowest	
		HK$	*HK$*	*HK$*
3/10/2025	1,000,000	1.19	1.19	1,190,000
6/10/2025	632,000	1.2	1.19	758,200
8/10/2025	1,658,000	1.21	1.20	1,999,600
9/10/2025	1,002,000	1.22	1.21	1,222,420
13/10/2025	1,000,000	1.17	1.17	1,170,000
14/10/2025	2,000,000	1.19	1.17	2,360,000
15/10/2025	34,000	1.17	1.17	39,780
16/10/2025	638,000	1.19	1.18	758,700
17/10/2025	1,214,000	1.19	1.17	1,440,380
20/10/2025	1,000,000	1.18	1.18	1,180,000
21/10/2025	1,000,000	1.19	1.19	1,190,000
23/10/2025	2,000,000	1.19	1.18	2,370,000
24/10/2025	578,000	1.19	1.19	687,820
27/10/2025	1,000,000	1.2	1.2	1,200,000
28/10/2025	416,000	1.2	1.19	498,340
30/10/2025	1,000,000	1.17	1.17	1,170,000
31/10/2025	1,420,000	1.15	1.14	1,628,800
3/11/2025	1,066,000	1.15	1.14	1,225,240
4/11/2025	3,444,000	1.14	1.09	3,873,960
5/11/2025	2,000,000	1.1	1.09	2,182,920
7/11/2025	1,000,000	1.07	1.07	1,070,000
10/11/2025	606,000	1.04	1.04	630,240
11/11/2025	1,000,000	1.07	1.07	1,070,000
12/11/2025	2,000,000	1.07	1.06	2,130,000
13/11/2025	1,000,000	1.06	1.06	1,060,000
14/11/2025	1,000,000	1.06	1.06	1,060,000
17/11/2025	1,072,000	1.06	1.05	1,135,600
19/11/2025	316,000	1.05	1.05	331,800
21/11/2025	1,000,000	1.06	1.06	1,060,000
24/11/2025	44,000	1.05	1.05	46,200
27/11/2025	1,000,000	1.06	1.06	1,060,000
1/12/2025	1,000,000	1.06	1.06	1,060,000
2/12/2025	228,000	1.05	1.05	239,400
5/12/2025	1,000,000	1.07	1.07	1,070,000
8/12/2025	1,000,000	1.07	1.07	1,070,000
9/12/2025	1,316,000	1.07	1.06	1,404,960
10/12/2025	926,000	1.06	1.06	981,560

Date	Number of Shares Repurchased	Purchase price per Share Highest *HK$*	Lowest *HK$*	Aggregate consideration *HK$*
11/12/2025	1,000,000	1.06	1.06	1,060,000
12/12/2025	1,000,000	1.07	1.07	1,070,000
15/12/2025	1,000,000	1.08	1.08	1,080,000
16/12/2025	1,000,000	1.08	1.08	1,080,000
17/12/2025	2,000,000	1.08	1.07	2,150,000
18/12/2025	1,428,000	1.08	1.07	1,537,960
19/12/2025	1,000,000	1.08	1.08	1,080,000
22/12/2025	822,000	1.08	1.08	887,760
23/12/2025	476,000	1.08	1.08	514,080
29/12/2025	1,000,000	1.08	1.08	1,080,000
30/12/2025	218,000	1.07	1.07	233,260
2/1/2026	406,000	1.07	1.07	434,420
5/1/2026	1,000,000	1.08	1.08	1,080,000
6/1/2026	214,000	1.08	1.08	231,120
8/1/2026	1,484,000	1.1	1.09	1,627,560
9/1/2026	370,000	1.09	1.09	403,300
12/1/2026	1,000,000	1.1	1.1	1,100,000
13/1/2026	1,338,000	1.1	1.09	1,468,420
14/1/2026	2,000,000	1.1	1.09	2,190,000
16/1/2026	1,000,000	1.09	1.09	1,090,000
20/1/2026	1,000,000	1.08	1.08	1,080,000
21/1/2026	1,000,000	1.07	1.07	1,070,000
22/1/2026	448,000	1.06	1.06	474,880
23/1/2026	1,000,000	1.05	1.05	1,050,000
26/1/2026	1,000,000	1.04	1.04	1,040,000
27/1/2026	164,000	1.03	1.03	168,920
2/2/2026	1,000,000	1.03	1.03	1,030,000
3/2/2026	1,000,000	1.04	1.04	1,040,000
4/2/2026	1,000,000	1.04	1.04	1,040,000
6/2/2026	1,000,000	1.03	1.03	1,030,000
9/2/2026	1,000,000	1.03	1.03	1,030,000
10/2/2026	1,000,000	1.03	1.03	1,030,000
11/2/2026	1,000,000	1.03	1.03	1,030,000
12/2/2026	2,000,000	1.03	1.03	2,060,000
13/2/2026	1,000,000	1.03	1.03	1,030,000
23/2/2026	374,000	1.02	1.02	381,480
27/3/2026	2,000,000	0.96	0.94	1,898,820
30/3/2026	1,002,000	0.94	0.93	941,860
2/4/2026	1,000,000	0.97	0.97	970,000
8/4/2026	848,000	0.98	0.98	831,040
10/4/2026	1,000,000	1	1	1,000,000
	80,202,000			87,250,800

Save as disclosed above, during the six months prior to the Latest Practicable Date, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's Shares.

General

The Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2025. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements or the gearing levels of the Company at the time of the relevant purchases.

None of the Directors nor, to the best of the knowledge and belief of the Directors (having made all reasonable enquiries), any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this Explanatory Statement nor the Buy-back mandate has any unusual features.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company will increase, such increase will be treated as an acquisition for the purposes of Rules 26 and 32 of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, Mr. Lam Wai Wah ("Mr. Lam") and his family are beneficially interested in approximately 57.29 per cent. of the issued share capital of the Company. In the event the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the percentage of the issued share capital of the Company in which Mr. Lam and his family would be beneficially interested would increase to 63.65 per cent. Such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

According to the Listing Rules, a company is prohibited from making buy-back of its shares on the Stock Exchange if the result of the buy-back of the company would result in the company's public float being less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital. Based on information that is publicly available to the Company and within the knowledge of the Directors, the public float of the Shares was in compliance with the minimum requirement of 25% as at the date of this circular. The Directors will not propose to repurchase Shares if it would result in the Company's public float falling below a prescribed minimum percentage.

The details of the Directors who will retire from their offices at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. Wong Pong Chun, James ("**Mr. Wong**"), aged 67, is an executive Director of the Company, the Chief Operating Officer of the Group and a member of the Remuneration Committee and Nomination Committee of the Company. He is responsible for the Group's operations in respect of internal controls and risk management, investors' relationship and external affairs. He joined the Group in 1987. Mr. Wong has been an independent non-executive director of Vital Innovations Holdings Limited (stock code: 06133) listed in Hong Kong since 30 December 2020. Mr. Wong does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company, and, as at the date hereof, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

There is no service contract between the Company and Mr. Wong. His total remuneration was in the total sum of HK$1,272,000 for the financial year ended 31 December 2025. The amount comprised basic salary of HK$1,272,000 per annum. The level of this remuneration was reviewed by the Remuneration Committee and determined on the basis of his responsibilities involved in the Company, the prevailing market conditions and the performance of the Company's results. His employment with the Company may be terminated by either party at any time upon one party giving to the other party three months' prior notice in writing or payment in lieu of notice.

Save as disclosed above, Mr. Wong does not have any interest of short position in the shares underlying shares of debentures of the Company or any of its association corporation within Part XV of the Securities and Future Ordinance.

Save as disclosed above, Mr. Wong did not have other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter concerning Mr. Wong that need to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Cheung Wing Cheung ("**Mr. Cheung**"), age 55, is an Executive Director of the Company. He holds a Master of Philosophy Degree and a Bachelor of Engineering Degree from The University of Hong Kong, and a Bachelor of Laws Degree from the University of London. He is responsible for overseas sales and marketing affairs (excluding handheld phone products) of the Group. Mr. Cheung has been serving the Group since year 2000 and in the senior management position for more than 10 years. Before joining the Group, he worked for the technical position from a multi-national technology company. Mr. Cheung does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company, and, as at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

There is no service contract between the Company and Mr. Cheung. His total remuneration was in the total sum of HK$1,708,000 for the financial year ended 31 December 2025. The amount comprised basic salary of HK$1,560,000, a performance bonus of HK$130,000 and contribution to retirement benefit scheme of HK$18,000. The level of this remuneration was reviewed by the Remuneration Committee and determined on the basis of his responsibilities involved in the Company, the prevailing market conditions and the performance of the Company's results. His employment with the Company may be terminated by either party at any time upon one party giving to the other party three months' prior notice in writing or payment in lieu of notice.

Save as disclosed above, Mr. Cheung does not have any interest of short position in the shares underlying shares of debentures of the Company or any of its association corporation within Part XV of the Securities and Future Ordinance.

Save as disclosed above, Mr. Cheung did not have other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter concerning Mr. Cheung that need to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Heung Kai Sing ("**Mr. Heung**"), aged 77, is an Independent Non-executive Director of the Company since April 1995 and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He has experience in textile industry. Mr. Heung does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company and, as at the date hereof, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

There is no service contract between the Company and Mr. Heung. The appointment of Mr. Heung as an Independent Non-executive Director of the Company is for a term of one year. The term shall continue thereafter for successive terms of one year unless terminated by either party giving not less than one month's notice in writing to the other party. For the financial year ended 31 December 2025, Mr. Heung received an annual director's fee of HK$180,000. The amount of director's fee of Mr. Heung was reviewed by the Remuneration Committee and determined by reference to his duties and responsibilities involved in the Company and the prevailing market conditions.

Save as disclosed above, Mr. Heung did not have other directorships held in listed public companies in the last three years.

Mr. Heung does not have any interest of short position in the shares, underlying shares or debentures of the Company or any of its association corporation within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed above, there is no other matter concerning Mr. Heung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

TRULY INTERNATIONAL HOLDINGS LIMITED
信利國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at 2nd Floor, Chung Shun Knitting Centre, 1–3 Wing Yip Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 12 May 2026 at 10:00 a.m. for the following purposes and, if thought fit, passing, with or without modification, the following resolutions, as Ordinary Resolutions:

1. To receive and adopt the audited consolidated financial statements and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2025.

2. To consider and approve the final dividend of 5 HK cents per ordinary share of the Company in respect of the year ended 31 December 2025.

3. (a) To re-elect Mr. Wong Pong Chun, James as an executive Director of the Company.

   (b) To re-elect Mr. Cheung Wing Cheung as an executive Director of the Company.

   (c) To re-elect Mr. Heung Kai Sing as an independent non-executive Director of the Company.

   (d) To authorise the Board of Directors of the Company to fix the Directors' remuneration.

4. To re-appoint Deloitte Touche Tohmatsu as the Company's external auditor and to authorise the Board of Directors of the Company to fix their remuneration.

5. As special business, to consider and, if thought fit, pass the following resolutions, with or without modifications, as Ordinary Resolutions:

   A. "**THAT**:

      (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company in accordance with all the applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares which may be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution "**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next Annual General Meeting of the Company;

(ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Company in general meeting."

B. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries and/or other persons of options to subscribe for, or rights to acquire, shares of the Company, or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any other securities which are convertible into shares of the Company, and from time to time outstanding, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next Annual General Meeting of the Company;

(ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Company in general meeting; and

"**Rights Issue**" means an offer of shares or other securities open for a period fixed by the Directors of the Company to holders of shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

C. "**THAT**, subject to the passing of the Resolutions set out as Resolutions A and B in paragraph 5 of the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to Resolution B referred to above be and is hereby extended by adding thereto an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company pursuant to Resolution A referred to above (provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution)."

By Order of the Board
Truly International Holdings Limited
Lau Fan Yu
Company Secretary

Hong Kong, 20 April 2026

Notes:

(1) A member entitled to attend and vote at the AGM 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.

(2) 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

(3) For determining the entitlement to attend and vote at the AGM, the Register of Members will be closed from Thursday, 7 May 2026 to Tuesday, 12 May 2026, during the period no transfer of shares can be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 May 2026.

(4) Pursuant to the Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice shall be decided by poll.

(5) A form of proxy for use at the above meeting is enclosed.

As at the date of this notice, the Board comprises Mr. Lam Wai Wah, Mr. Wong Pong Chun, James and Mr. Cheung Wing Cheung as executive directors; Mr. Song Bei Bei and Ms. Lam Po Chun, Jane as non-executive directors; and Mr. Chung Kam Kwong, Mr. Heung Kai Sing and Mr. Cheung Wai Yin, Wilson as independent non-executive directors.