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## **TRULY INTERNATIONAL HOLDINGS LIMITED**

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

**(Stock Code: 0732)**

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE PROPOSED BONUS ISSUE OF SHARES RECORD DATE AND BOOK CLOSURE PERIOD FOR BONUS ISSUE AND THIRD INTERIM DIVIDEND PAYMENT DATE OF THE THIRD INTERIM DIVIDEND**

Reference is made to the announcement of Truly International Holdings Limited (the “Company”) dated 30 November 2010 in relation to, among other things, proposed increase in authorized share capital of the Company, proposed share subdivision and change of board lot size, proposed bonus issue of shares and record date and book closure period for bonus issue and third interim dividend (the “Announcement”). Unless otherwise defined, terms and expressions defined in the Announcement shall have the same meanings when used herein.

#### **EXPECTED TIMETABLE**

**Tentative Expected Timetable for Increase of Authorized Share Capital, Share Subdivision and Bonus Issue, including record date and ex-entitlement date for Bonus Issue and third interim dividend of 8 HK cents per Share (as announced in the results announcement of the Company dated 30 November 2010) (the “Third Interim Dividend”):**

<b>Events</b>	<b>2010</b>
Despatch of circular to shareholders and notice of EGM (on or before) .....	Friday, 31 December

Last day of trading in Shares cum entitlements to the Bonus Issue and the Third Interim Dividend . . . . .	Wednesday, 12 January
First day of trading in Shares ex entitlements to the Bonus Issue and the Third Interim Dividend . . . . .	Thursday, 13 January
Latest time for lodging transfer forms of Shares to qualify for entitlements to the Bonus Issue and the Third Interim Dividend . . . . .	4:00p.m. on Friday, 14 January
Closure of register of members of the Company . . . . .	Monday, 17 January to Wednesday, 19 January (both days inclusive)
Latest time for lodging forms of proxy for use at the EGM . . . . .	11:00a.m. on Monday, 17 January
Date and time of EGM . . . . .	11:00 a.m. on Wednesday, 19 January
Publication of EGM results . . . . .	Wednesday, 19 January
Record date for determination of entitlement to the Bonus Shares and the Third Interim Dividend . . . . .	Wednesday, 19 January
Register of members re-opens . . . . .	Thursday, 20 January
Effective date of the Share Subdivision . . . . .	Thursday, 20 January
Dealings in the Subdivided Shares commence . . . . .	9:30a.m. on Thursday, 20 January
Original counter of trading in existing Shares in board lots of 2,000 Shares temporarily closes . . . . .	9:30a.m. on Thursday, 20 January
Temporary counter for trading in board lots of 10,000 Subdivided Shares (in the form of existing certificates) opens . . . . .	9:30a.m. on Thursday, 20 January
First day of free exchange for the new certificates for the Subdivided Shares commences . . . . .	Thursday, 20 January
Payment date of the Third Interim Dividend . . . . .	Wednesday, 26 January
Certificates for the Bonus Shares expected to be dispatched . . . . .	Friday, 28 January

Dealings in Bonus Shares commence . . . . . Tuesday, 1 February

Original counter for trading in board lots of  
2,000 Subdivided Shares (in the form  
of new certificates) re-opens . . . . . Monday, 7 February

Parallel trading in Subdivided Shares  
(in the form of existing and new certificates)  
commences . . . . . 9:30a.m. on Monday, 7 February

Parallel trading in Subdivided Shares  
(in the form of existing and new  
certificates) ends . . . . . 4:00p.m. on Friday, 25 February

Temporary counter for trading in board  
lot of 10,000 Subdivided Shares (in the form of existing  
certificates) ends . . . . . 4:00p.m. on Friday, 25 February

Last day for free exchange of existing  
share certificates for new share certificates . . . . . Friday, 4 March

*Note:* All times refer to Hong Kong local time in this announcement.

The dates and times specified in this announcement are indicative only and may be varied by the Company. Any change to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## **PROPOSED SHARE SUBDIVISION**

### **Share Subdivision**

The Board proposes to subdivide each existing issued and unissued Share of HK\$0.10 of the Company into 5 Subdivided Shares of HK\$0.02 each.

The Share Subdivision and the Board Lot Change will not result in any changes in the relevant rights of the Shareholders. The Share Subdivision and Board Lot Change will not result in any odd lots other than those already exist and from the Bonus Issue.

### **Free Exchange of Share Certificates**

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates for the Shares to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange for new share certificates for the Subdivided Shares free of charge during the business hours from Thursday, 20 January 2011 to Friday, 4 March 2011 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher).

It is expected that the new share certificates will be available for collection within a period of 10 business days after the submission of the existing share certificates. The new share certificates will be issued in blue colour in order to distinguish them from existing share certificates which are in yellow colour.

Existing share certificates will cease to be acceptable for dealing purposes after 25 February 2011.

## **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS – THIRD INTERIM DIVIDEND AND PROPOSED BONUS ISSUE**

The Board has resolved to pay the Third Interim Dividend of 8 HK cents per Share for the three months ended 30 September 2010. The Board has also resolved to propose a Bonus Issue to Shareholders by way of one (1) new Existing Share for every ten (10) Existing Shares held (equivalent to, upon the Share Subdivision becoming effective, one (1) new Subdivided Share for every two (2) Existing Shares held).

For the purpose of determining entitlement of the Shareholders to the Third Interim Dividend and to the Bonus Issue, the register of members of the Company will be closed from Monday, 17 January 2011 to Wednesday, 19 January 2011, both days inclusive, during which period no share transfer will be effected. The record date for the determination of such entitlement will be on Wednesday, 19 January 2011.

Shareholders are reminded that in order to qualify for the Third Interim Dividend and for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 14 January, 2011.

#### **PAYMENT DATE OF THE THIRD INTERIM DIVIDEND**

The Third Interim Dividend will be paid on Wednesday, 26 January 2011 to Shareholders whose names appear on the register of members of the Company on Wednesday, 19 January 2011.

#### **CERTIFICATES FOR BONUS SHARES**

It is expected that certificates for the Bonus Shares will be posted on or before Friday, 28 January 2011 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Tuesday, 1 February 2011.

#### **GENERAL**

A circular containing, among other things, details of the proposed Increase in Authorised Share Capital, the Bonus Issues and the Share Subdivision, together with a notice of the EGM and the related proxy form, will be despatched to Shareholders as soon as practicable.

On behalf of the board of  
**TRULY INTERNATIONAL HOLDINGS LIMITED**  
**Lam Wai Wah, Steven**  
*Chairman*

Hong Kong, 6 December 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.*