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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)

ANNOUNCEMENT OF INTERIM RESULTS 2025

FINANCIAL HIGHLIGHTS

	For the six months ended		
	30 June		
	2025	2024	Change
	Unaudited	Unaudited	
	HK\$'000	HK\$'000	
Revenue	8,098,185	8,585,292	-5.7%
Gross profit	637,047	697,377	-8.7%
Profit for the period attributable to the owners of the Company	140,686	174,151	-19.2%
EBITDA	920,193	987,395	-6.8%
Basic earnings per share (<i>HK cents</i>)	4.49	5.51	-18.5%
Dividend per share (<i>HK cents</i>)			
— Interim(s)	5	5	—

The board of directors (the “Board”) of Truly International Holdings Limited (the “Company”) is pleased to announce the unaudited interim condensed consolidated statement of profit or loss and other comprehensive income of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2025 (the “Period”), together with the comparative figures for the corresponding period of 2024 and the unaudited interim condensed consolidated statement of financial position of the Group as at 30 June 2025 together with audited comparative figures as at 31 December 2024 as follows and these unaudited condensed interim financial statements have been reviewed by the audit committee and approved by the board of directors of the Company:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025

		Six months ended 30 June	
		2025	2024
	<i>Notes</i>	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
REVENUE	3	8,098,185	8,585,292
Cost of sales		(7,461,138)	(7,887,915)
Gross profit		637,047	697,377
Other income		59,526	80,632
Other gains and losses		(33,211)	(17,299)
Net unrealized gain on financial assets at fair value through profit or loss (“FVTPL”)		2,126	7,595
Administrative expenses		(212,340)	(242,374)
Distribution and selling expenses		(127,901)	(154,224)
Finance costs	4	(157,953)	(193,061)
Share of results of an associate		(8,652)	(23,967)
PROFIT BEFORE TAX		158,642	154,679
INCOME TAX EXPENSE	5	(41,113)	(26,797)
PROFIT FOR THE PERIOD	6	117,529	127,882
OTHER COMPREHENSIVE INCOME (EXPENSE)			
<i>Items that may be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		314,800	(277,532)
TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE PERIOD		432,329	(149,650)

		Six months ended 30 June	
		2025	2024
<i>Notes</i>		<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)
Profit for the Period attributable to:			
Owners of the Company		140,686	174,151
Non-controlling interests		<u>(23,157)</u>	<u>(46,269)</u>
		<u>117,529</u>	<u>127,882</u>
Total comprehensive income (expense) for the Period attributable to:			
Owners of the Company		453,109	(99,471)
Non-controlling interests		<u>(20,780)</u>	<u>(50,179)</u>
		<u>432,329</u>	<u>(149,650)</u>
EARNINGS PER SHARE			
	7		
Basic — HK cents		<u>4.49</u>	<u>5.51</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025

		30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
	Notes		
NON-CURRENT ASSETS			
Property, plant and equipment		11,913,241	11,842,258
Right-of-use assets		599,781	570,210
Goodwill		499,403	499,403
Interest in an associate		2,692,473	2,619,779
Financial assets at fair value through profit or loss		4,533	2,407
Deferred tax assets		44,998	46,681
Deposits paid for acquisition of property, plant and equipment		26,545	3,899
Rental and other deposits		20,217	19,541
		<u>15,801,191</u>	<u>15,604,178</u>
CURRENT ASSETS			
Inventories		2,775,040	2,667,757
Trade and other receivables	9	3,364,238	3,721,412
Trade and bills receivables at fair value through other comprehensive income	10	1,535,504	1,185,198
Financial assets at fair value through profit or loss		–	33,068
Amounts due from an associate		504	392
Restricted bank deposits		483,148	502,066
Cash and cash equivalents		1,232,402	1,035,140
		<u>9,390,836</u>	<u>9,145,033</u>
CURRENT LIABILITIES			
Trade and other payables	11	7,733,873	7,643,378
Contract liabilities		287,138	235,921
Tax payable		104,137	109,128
Bank and other borrowings		6,497,604	6,275,862
Amounts due to an associate		428,128	537,521
Lease liabilities		19,221	9,994
Derivative financial instruments		99	–
		<u>15,070,200</u>	<u>14,811,804</u>
NET CURRENT LIABILITIES		<u>(5,679,364)</u>	<u>(5,666,771)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>10,121,827</u>	<u>9,937,407</u>

	30 June 2025 <i>Notes</i> HK\$'000 (Unaudited)	31 December 2024 <i>HK\$'000</i> (Audited)
NON-CURRENT LIABILITIES		
Bank and other borrowings	372,798	380,191
Other payables	–	13,576
Lease liabilities	44,402	35,240
Deferred tax liabilities	155,704	155,844
	572,904	584,851
NET ASSETS	9,548,923	9,352,556
CAPITAL AND RESERVES		
Share capital	61,716	63,222
Share premium and other reserves	9,377,743	9,159,090
Equity attributable to owners of the Company	9,439,459	9,222,312
Non-controlling interests	109,464	130,244
TOTAL EQUITY	9,548,923	9,352,556

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (HKAS 34) *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

Other than additional accounting policies resulting from application of amendments to HKFRS Accounting Standards, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2025 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2024.

Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied the following amendment to HKFRS Accounting Standards issued by the HKICPA, for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2025 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKAS 21

Lack of Exchangeability

The directors of the Company anticipate that the application of the above amendments to HKFRS Accounting Standards in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision makers, for the purpose of resources allocation and assessment of performance focuses on the sales of different types of products. Inter-segment sales are charged at prevailing market rates. Thus the Group is currently organised into two operating segments which are sales of liquid crystal display (“LCD”) products and electronic consumer products. The information for each operating segment is as follows:

LCD products	—	manufacture and distribution of LCD and touch panel products
Electronic consumer products	—	manufacture and distribution of electronic consumer products such as compact camera module, fingerprint identification module, personal health care products and electrical devices

Segment revenues and results

The following is an analysis of the Group’s revenue and results by operating and reportable segments:

Six months ended 30 June 2025 (Unaudited)

	LCD products HK\$’000	Electronic consumer products HK\$’000	Segment total HK\$’000	Eliminations HK\$’000	Consolidated HK\$’000
REVENUE					
External sales	5,755,338	2,342,847	8,098,185	—	8,098,185
Inter-segment sales	—	290,099	290,099	(290,099)	—
	<u>5,755,338</u>	<u>2,632,946</u>	<u>8,388,284</u>	<u>(290,099)</u>	<u>8,098,185</u>
RESULT					
Segment result	442,215	(104,012)	338,203	(8,737)	329,466
Finance costs					(157,953)
Share of result of an associate					(8,652)
Unallocated expenses					<u>(4,219)</u>
Profit before tax					<u>158,642</u>

Six months ended 30 June 2024 (Unaudited)

	LCD products HK\$'000	Electronic consumer products HK\$'000	Segment total HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
REVENUE					
External sales	5,998,619	2,586,673	8,585,292	–	8,585,292
Inter-segment sales	–	502,986	502,986	(502,986)	–
	<u>5,998,619</u>	<u>3,089,659</u>	<u>9,088,278</u>	<u>(502,986)</u>	<u>8,585,292</u>
RESULT					
Segment result	451,131	(57,351)	393,780	(15,693)	378,087
Finance costs					(193,061)
Share of result of an associate					(23,967)
Unallocated expenses					<u>(6,380)</u>
Profit before tax					<u>154,679</u>

4. FINANCE COSTS

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest on bank and other borrowings wholly repayable within five years	<u>157,953</u>	<u>193,061</u>

5. INCOME TAX EXPENSE

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The Directors consider the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for both periods.

Income tax arising in the PRC and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Pursuant to the relevant law and regulations in the PRC, PRC subsidiaries qualified as Hi-Tech Enterprise or eligible to enjoy the western region preferential income tax policies are subject to 15% PRC enterprise income tax. The tax rate of the other PRC subsidiaries is 25%.

Pursuant to the PRC Enterprise Income Tax Law and the detailed implementation rules, distribution of the profits earned by the PRC subsidiaries since 1 January 2008 to holding companies incorporated in Hong Kong is subject to PRC withholding tax at the applicable tax rate of 5% to 10%.

6. PROFIT FOR THE PERIOD

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit for the period has been arrived at after charging:		
Auditor's remuneration	2,400	2,400
Cost of inventories recognised as an expense	6,181,421	6,573,149
Depreciation and amortisation on:		
Property, plant and equipment	588,062	630,687
Right-of-use assets	15,536	8,968
Loss on disposal of property, plant and equipment	27,626	43,493
Operating lease rental in respect of rented premises	5,061	2,515
Staff costs, inclusive of directors' remuneration	844,694	840,771
Other taxes	24,087	41,929

7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

<u>Earnings</u>	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings for the purposes of basic and diluted earnings per share attributable to the owners of the Company	140,686	174,151
<u>Number of shares</u>	2025	2024
	'000	'000
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	3,131,259	3,161,105

No diluted earnings per share is presented as there was no significant potential ordinary shares outstanding at the end of 30 June 2025 and 2024, respectively.

The weighted average number of shares for the purpose of basic earnings per share has been adjusted for the shares repurchased during the interim period.

8. DIVIDENDS

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Dividend paid:		
2024 final		
— HK\$5 cents (2023: HK\$5 cents) per ordinary share	<u>157,189</u>	<u>158,055</u>
Dividend proposed:		
2025 interim proposed for the period		
— HK\$5 cents (2024: HK\$5 cents) per ordinary share	<u>153,248</u>	<u>158,055</u>

9. TRADE AND OTHER RECEIVABLES

	30 June	31 December
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Trade receivables	3,198,136	3,396,196
Less: Allowance for credit losses	<u>(25,720)</u>	<u>(25,648)</u>
	<u>3,172,416</u>	<u>3,370,548</u>
Other receivables, deposits and prepayments	<u>212,039</u>	<u>370,405</u>
Total trade and other receivables	3,384,455	3,740,953
Less: Rental deposits shown under non-current assets	<u>(20,217)</u>	<u>(19,541)</u>
Amounts shown under current assets	<u>3,364,238</u>	<u>3,721,412</u>

The following is an ageing analysis of trade receivables presented based on the invoice date at the end of the reporting period, net of the allowance for credit losses, at the reporting date:

	30 June	31 December
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Within 60 days	2,157,640	2,387,530
61 to 90 days	600,004	547,918
More than 90 days	<u>414,772</u>	<u>435,100</u>
	<u>3,172,416</u>	<u>3,370,548</u>

Movement in the allowance for credit losses:

	30 June 2025 HK\$'000 (Unaudited)
Balance at the beginning of the reporting period	25,648
Impairment losses recognised on receivables (net of impairment losses reversed) and new financial assets originated	575
Amounts reversed as collectible	(503)
	<hr/>
Balance at the end of the reporting period	25,720
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10. TRADE RECEIVABLES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Trade receivables	136,765	199,349
Bills receivables	1,398,739	985,849
	<hr/>	<hr/>
	1,535,504	1,185,198
	<hr/> <hr/>	<hr/> <hr/>

The following is an ageing analysis of trade and bills receivables at fair value through other comprehensive income presented based on the invoice date at the end of the reporting period:

	30 June 2025			31 December 2024		
	Trade receivables HK\$'000 (Unaudited)	Bills receivables HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)	Trade receivables HK\$'000 (Audited)	Bills receivables HK\$'000 (Audited)	Total HK\$'000 (Audited)
Within 60 days	130,320	932,181	1,062,501	160,840	663,167	824,007
61–90 days	6,445	180,157	186,602	35,490	78,185	113,675
More than 90 days	–	286,401	286,401	3,019	244,497	247,516
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	136,765	1,398,739	1,535,504	199,349	985,849	1,185,198
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11. TRADE AND OTHER PAYABLES

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	30 June 2025			31 December 2024		
	Trade payables	Bills payables	Total	Trade payables	Bills payables	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Within 60 days	3,068,233	853,608	3,921,841	2,771,151	776,954	3,548,105
61 to 90 days	575,135	422,744	997,879	691,444	73,074	764,518
More than 90 days	960,439	790,168	1,750,607	871,002	1,184,110	2,055,112
	<u>4,603,807</u>	<u>2,066,520</u>	<u>6,670,327</u>	<u>4,333,597</u>	<u>2,034,138</u>	<u>6,367,735</u>

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is one of the largest manufacturers of smartphone component parts in China and worldwide top-level automotive display suppliers. The Group is principally engaged in the manufacture and sale of (i) liquid crystal display products, including touch panel products and (ii) electronic consumer products, including compact camera module, fingerprint identification modules, personal health care products and electrical devices.

BUSINESS REVIEW

During the first half of 2025, the global economy remained challenging due to factors such as high interest rate and the ongoing U.S.-China trade dispute and associated tariffs during the second quarter. The competition in smartphone market remained fierce in the first half of 2025.

The Group's revenue of HK\$8.10 billion for the six months ended 30 June 2025 (the "Period") was approximately 5.7% lower than that for the same period in 2024, with the smartphone related products business decreasing by 12.1% year-on-year, while the non-smartphone related products business, including vehicle-mounted, industrial, medical and Internet of Things related products, recording slight decrease of 0.4% year-on-year. The Group's gross profit margin for the Period decreased to 7.9%, representing a decrease of approximately 0.2% when compared to the corresponding period in 2024.

FINANCIAL REVIEW

Revenue

The Group's revenue for the Period was approximately HK\$8,098 million, representing a decrease of approximately 5.7% or approximately HK\$487 million when compared with the corresponding period of 2024. The decrease in revenue was mainly attributable to the decrease in smartphone related sales in the People's Republic of China ("PRC") for the Period when compared to the corresponding period of 2024.

Gross Profit and Margin

The Group's gross profit for the Period was approximately HK\$637 million and the gross profit margin was approximately 7.9%, which were approximately 8.7% and 0.2% lower than those for the corresponding period of 2024 respectively. The slight decrease in gross profit margin was mainly due to the fierce competition in smartphone market.

Other Income

The Group's other income for the Period was approximately HK\$59.5 million, representing a decrease of approximately 26.2% or approximately HK\$21.1 million when compared with the corresponding period of 2024. Other income decreased mainly because the government subsidies of approximately HK\$25.0 million were received in the Period, compared with approximately HK\$41.3 million in the corresponding period of 2024.

Other Gains and Losses

The Group's other gains and losses for the Period was approximately HK\$33.2 million net other losses (2024 H1: approximately HK\$17.3 million). The increase in net other losses in the Period was mainly because the net foreign exchange loss of approximately HK\$5.3 million were recorded in the Period while a net foreign exchange gain of approximately HK\$15.5 million were recorded in the corresponding period of 2024.

Administrative Expenses

The Group's administrative expenses for the Period decreased by approximately 12.4% or approximately HK\$30.0 million to approximately HK\$212.3 million when compared to the corresponding period of 2024. The decrease in administrative expenses in the Period was mainly due to the decrease of other PRC taxes and salary and allowance.

Distribution and Selling Expenses

The Group's distribution and selling expenses for the Period decreased by approximately 17.1% or approximately HK\$26.3 million to approximately HK\$127.9 million when compared to the corresponding period of 2024. The decrease in distribution and selling expenses in the Period was mainly due to the decrease of freight costs and after sales service fee during the Period.

Profit for the Period Attributable to Owners of the Company

The profit for the Period attributable to owners of the Company decreased to approximately HK\$140.7 million by approximately 19.2% when compared to the corresponding period of 2024. It was mainly because the revenue and gross profit for the Period had decreased by approximately HK\$487 million and approximately HK\$60 million, respectively, when compared to the corresponding period of 2024.

OUTLOOK

Looking ahead to the second half of 2025, the global economic environment and geopolitical landscape remain uncertain, which will impact demand in the consumer electronics sector. The smartphone and non-smartphone related product business is expected to remain stable. The management will uphold a cautiously optimistic attitude, and keep abreast of the development of technological demand and changes in the supply chain of the display and non-display business market, as well as pursue the continuous upgrading of R&D technology and production processes. We are also committed to maintaining close communication with customers of various products, and providing high-quality products and solutions to ensure that product quality, pricing, and delivery schedules meet the requirements of customers, thereby achieving steady business expansion.

SIGNIFICANT INVESTMENTS, ACQUISITIONS, ASSETS AND LIABILITIES

Investment in an associate, Truly (Renshou) High-end Display Technology Limited* (信利(仁壽)高端顯示科技有限公司) (“Truly Renshou”)

Truly Renshou has completed the building construction of the fifth generation of TFT-LCD factory in Renshou in 2018. The full installation of the machineries was completed in 2020 and full-scale trial operation commenced in late 2020 and entered mass production in 2021.

Truly Renshou is accounted for as an associate of the Group during the Period because the Group has significant influence over Truly Renshou by virtue of the substantial voting right of 67.1% granted to the Group in the first ten years since the incorporation of Truly Renshou in 2017. Thus, the results, assets and liabilities of Truly Renshou are incorporated in the Group’s consolidated financial statements using equity method of accounting.

In May 2024, the Group acquired additional 12.55% equity interest from another shareholder in Truly Renshou at a cash consideration of RMB1,097,460,000, which were fully settled in 2024. The effective interest of the Group in Truly Renshou increased from 17.14% to 29.69%. There is no change to the terms of the Articles of Association of Truly Renshou including the voting rights of the shareholders, and Truly Renshou remains as an associate of the Group. For details, please refer to the Company’s related Circulars dated 26 April 2024.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's assets increased by approximately HK\$443 million and liabilities increased by approximately HK\$246 million during the Period.

As at 30 June 2025, the outstanding lease liabilities, and bank and other borrowings, net of restricted bank deposits, bank balances and cash, were approximately HK\$5,218 million (31 December 2024: approximately HK\$5,164 million). It was increased by approximately 1.0% or HK\$54 million when compared to these net borrowings as at 31 December 2024. These borrowings bear interest at prevailing market rate and their maturity profiles are shown in the financial statements. For non-current portion of these borrowings were matured within 5 years.

As at 30 June 2025, the Group had net current liabilities of approximately HK\$5,679 million (as at 31 December 2024, net current liabilities of approximately HK\$5,667 million) and its current ratio was maintained at 0.62 times as same as 31 December 2024. The major reason for the increase in net current liabilities position as at 30 June 2025 was because the Group has increased the current portion of bank borrowings during the Period. The management would continue to improve the Group's net current liabilities position.

As at 30 June 2025, the Group had restricted bank deposits, bank balances and cash approximately HK\$1,716 million together with adequate unutilized banking facilities. The Group's working capital is mainly financed by internal cash flow generated from its operation and banking facilities granted by financial institutions. The gearing ratio based on total interest bearing debts, net of restricted bank deposits, cash and bank balances was approximately 55%, which has decreased from 56% at 31 December 2024.

Pledge of Assets

As at 30 June 2025, the Group had no assets pledged.

General

The state of the Group's current order books is strong.

Around 14,400 workers and staff are currently employed in factories of the Company in the PRC and around 40 personnel in the Group's Hong Kong office. Total staff costs for the Period were approximately 845 million.

Capital Commitments

Capital expenditure commitment of around 164 million in respect of acquisition of property, plant and equipment was contracted for but not provided as at 30 June 2025.

Contingent Liabilities

We had no material contingent liabilities as at 30 June 2025.

Exposure to fluctuations in exchange rates will be considered to hedge, if any.

OTHER INFORMATION

Interim Dividend

The Directors have resolved to declare an interim dividend of 5 HK cents per ordinary share (2024: 5 HK cents) for the period payable in cash to shareholders whose names appear on the register of members of the Company on Monday, 3 November 2025. It is expected that the interim dividend payments will be made to shareholders on Monday, 1 December 2025.

Closure of Register of Members

The register of members of the Company will be closed on Monday, 3 November 2025 during which day no transfer of shares can be registered. The record date for entitlement to the interim dividend is Monday, 3 November 2025. In order to qualify for the interim dividend, all transfers of shares accompanied by relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 31 October 2025.

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2025, pursuant to the mandates to repurchase shares of the Company obtained from the Company's shareholders at the annual general meeting of the Company held on 13 May 2024 and 12 May 2025, the Company repurchased an aggregate of 75,312,000 ordinary shares on The Stock Exchange of Hong Kong Limited for an aggregate consideration of approximately HK\$80 million and accounted for approximately 2.44% of the total issued share capital of the Company as at 30 June 2025. An aggregate 44,718,000 shares were cancelled during the Period by the Company. The remaining 30,594,000 shares were cancelled on 18 July 2025 and 11 August 2025.

Except as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2025.

Model Code

Specific enquiry has been made to all Directors, and none of the Directors of the Company is aware of information that would reasonably indicate that the Directors were not in the period under review in compliance with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Audit Committee

The Company has an audit committee which was established in accordance with the code provisions of the Corporate Governance Code contained in Appendix C1 to the Listing Rules for the purposes of reviewing and providing supervision over the Group’s financial reporting matters and internal controls. The Audit Committee comprises all the three independent non-executive directors, namely, Mr. Chung Kam Kwong, being the Committee Chairman, Mr. Cheung Wai Yin, Wilson and Mr. Heung Kai Sing. They meet at least four times a year.

The Audit Committee of the Company has reviewed this unaudited interim condensed consolidated financial statements of the Group for the period and was satisfied that such financial statements were prepared in accordance with applicable accounting standard.

Corporate Governance

We have complied with all the applicable code provisions set out in the Corporate Governance Code contained in Appendix C1 of the Listing Rules throughout the six months ended 30 June 2025, except for major deviations as below:

— Code Provision C.2.1

The roles of the chairman and the chief executive are not separated and are performed by the same individual, Mr. Lam Wai Wah. The Board believes that this structure will enable the Company to achieve higher efficiency and effectiveness when formulating business strategies and executing business plans. The Board will meet regularly to consider major matters affecting the operations of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the Company’s management.

— Code Provision F.1.3

The Chairman did not attend the annual general meeting of the Company held on 12 May 2025 in Hong Kong because he has been stationed at the Shanwei factory of the Group.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this announcement, there was no other important event affecting the Group that occurred after 30 June 2025 and up to the date of this announcement.

Publications of Interim Results and Interim Report

This interim results announcement is published on the HKEXnews website at www.hkexnews.hk and on the website of the Company at www.truly.com.hk. The 2025 Interim Report containing all the information required under Appendix D2 to the Listing Rules will be published on the HKEXnews website and on the website of the Company in due course.

By Order of the Board
Truly International Holdings Limited
Lam Wai Wah
Chairman

Hong Kong, 27 August 2025

As at the date of this announcement, 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.

* *For identification purpose only*