

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 September 2015 (the “**Prospectus**”) issued by Thelloy Development Group Limited (the “**Company**”).

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Prospective investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

## **THELLOY DEVELOPMENT GROUP LIMITED**

**德萊建業集團有限公司**

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

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares : 200,000,000 Shares (comprising 170,000,000  
New Shares and 30,000,000 Sale Shares  
subject to adjustment and exercise of the  
Offer Size Adjustment Option)**

**Placing Price : Not more than HK\$0.40 per Placing Share and  
expected to be not less than HK\$0.30 per  
Placing Share, plus brokerage of 1%,  
SFC transaction levy of 0.0027% and  
Stock Exchange trading fee of 0.005%  
(payable in full on application in Hong Kong  
dollars and subject to refund)**

**Nominal value : HK\$0.01 per Share**

**Stock code : 8122**

**Sole Sponsor**



**Innovax Capital Limited**

**Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers**



**Innovax Capital Limited**



**South China Securities Limited**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing and any Shares to be issued upon the exercise of (i) the Offer Size Adjustment Option; and (ii) any options which may be granted under Share Option Scheme.

Pursuant to Underwriting Agreement, the Company is initially offering 170,000,000 New Shares for subscription by way of Placing and our Selling Shareholder is offering for sale 30,000,000 Sale Shares by way of Placing, in aggregate representing approximately 25% of the issued share capital of the Company upon completion of the Placing at the Placing Price on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus. In connection with the Placing, the Company granted to the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) the Offer Size Adjustment Option, which is exercisable by the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) prior to the Listing Date, to require the Company to allot and issue, at the final Placing Price, up to an aggregate of 30,000,000 additional new Shares, representing 15% of the Placing Shares initially available under the Placing. The Offer Size Adjustment Option can only be exercised prior to the Listing Date, otherwise it will lapse. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilisation purpose and are not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus.

Printed copies of the Prospectus required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the laws of Hong Kong) are available, for information purpose only, at the offices of (i) Innovax Capital Limited at Office 1, 1st Floor Lucky Building, 39 Wellington Street, Central, Hong Kong; and (ii) South China Securities Limited at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, during normal office hours from 9:00 a.m. (Hong Kong time) to 5:00 p.m. (Hong Kong time) from Wednesday, 30 September 2015 to Thursday, 8 October 2015 (both dates inclusive and for business days only).

The Placing is conditional upon the fulfilment of the conditions set forth in the section headed “Structure and conditions of the Placing — Conditions of the Placing” in the Prospectus. The Placing Shares are fully underwritten by the Joint Underwriters pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Sole Sponsor and the Joint Underwriters) are entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Sole Sponsor, the Joint Global Coordinators or the Joint Underwriters, upon the occurrence of any of the events set forth under the section headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that conditions of the Placing as mentioned therein are not fulfilled or waived prior to the date specified in the Prospectus, the Placing will lapse and thereafter, all money received will be

refunded to applicants of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.thelloy.com](http://www.thelloy.com).

Subject to the granting by the Listing Division of the listing of, and permission to deal in, the Shares on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted in CCASS.

The Placing Price will be not more than HK\$0.40 per Placing Share and not less than HK\$0.30 per Placing Share.

The Placing Price is currently expected to be fixed by an agreement between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on Tuesday, 6 October 2015 (or such later date as may be agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters)). If the Company (for itself and on behalf of the Selling Shareholder) and the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) are unable to reach an agreement on the Placing Price by the Price Determination Date or such later date as may be agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters), the Placing will not become unconditional and will not proceed. Prospective investors of the Placing Shares should be aware that the Placing Price to be determined on the Price Determination Date may be, but is currently not expected to be, lower than the indicative range of the Placing Price stated in the Prospectus.

Dealings in the Shares are expected to commence on GEM at 9:00 a.m. (Hong Kong time) on Friday, 9 October 2015. The Shares will be traded in board lot of 8,000 Shares each. The stock code of the Shares is 8122.

The share certificates for the Placing Shares are expected to be issued in the name of HKSCC Nominees Limited or in the name of the placee(s) or their agent(s) as designated by the Joint Underwriters and/or the placing agents. The share certificates for the Placing Shares to be distributed via CCASS will be deposited into CCASS on or about Thursday, 8 October 2015 for credit to the respective CCASS participant's stock accounts designated by the Joint Underwriters, the placing agents, the placees or their agents, as the case may be. No temporary documents or evidence of title will be issued.

All share certificates will only become valid documents of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms. If the Placing does not become unconditional or the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.thelloy.com](http://www.thelloy.com) as soon as possible.

No receipt will be issued for subscription monies received in respect of the Placing Shares.

The level of indications of interests in the Placing and the basis of allocations of the Placing Shares will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.thelloy.com](http://www.thelloy.com) on Thursday, 8 October 2015.

By order of the Board  
**Thelloy Development Group Limited**  
**Lam Kin Wing Eddie**  
Chairman

Hong Kong, 30 September 2015

*As at the date of this announcement, the executive Directors are Mr. Lam Kin Wing Eddie and Mr. Shut Yu Hang; and the independent non-executive Directors are Mr. Tang Chi Wang, Mr. Wong Kwong On and Mr. Tse Ting Kwan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (a) the information contained in this announcement is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this announcement misleading; and (c) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions which are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of the announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.thelloy.com](http://www.thelloy.com).*