
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

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, Joint Lead Managers



Innovax Capital Limited



South China Securities Limited

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix V to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.

The Placing Price is expected to be determined by agreement between the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) and our Company (for ourselves and on behalf of our Selling Shareholder) on or before Tuesday, 6 October 2015 or such later date as may be agreed by the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) and our Company (for ourselves and on behalf of our Selling Shareholder). The Placing Price will not be more than HK\$0.40 per Placing Share and is currently expected to be not less than HK\$0.30 per Placing Share unless otherwise announced. If our Company 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 that date or such later date as agreed by our Company and the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters), the Placing will not become unconditional and will not proceed.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including but not limited to the risk factors set out in the section headed "Risk factors" of this prospectus.

Prospective investors of the Placing Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) are entitled to terminate its obligations under the Underwriting Agreement by means of a notice in writing given by the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) upon the occurrence of any of the events set out under section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds of termination" in this prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Should the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters and the Sole Sponsor) terminate the Underwriting Agreement, the Placing will not proceed and will lapse.

30 September 2015