
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are explained in the section headed “Glossary” in this prospectus.

“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time), a summary of which is set forth in Appendix III to this prospectus
“Board”	the board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the allotment and issue of 629,999,900 Shares to be made upon the capitalisation of certain sums standing to the credit of the share premium account of our Company as further described in the paragraph headed “Written resolutions of the sole Shareholder passed on 22 September 2015” under the section headed “Further information about our Company” in Appendix IV in this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Cheers Mate”	Cheers Mate Holding Limited, a company incorporated under the laws of the BVI with limited liability on 28 May 2015, one of our Controlling Shareholders and a direct wholly-owned company of Mr. Lam

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“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Law” or “Cayman Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”	Thelloy Development Group Limited (德萊建業集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 28 May 2015
“Compliance Adviser Agreement”	a compliance adviser agreement dated 22 September 2015 entered into between our Company and Anglo Chinese Corporate Finance, Limited pursuant to the requirement of Rule 6A.19 of the GEM Listing Rules, further details of which are set out in the section headed “Directors, senior management and employees” in this prospectus
“Controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules and, in the case of our Company, means Mr. Lam and Cheers Mate
“Deed of Indemnity”	the deed of indemnity dated 22 September 2015 and executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in the section headed “E. Other information — 1. Estate duty, tax and other indemnities” in Appendix IV in this prospectus
“Deed of Non-competition”	the deed of non-competition dated 22 September 2015 and executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in the section headed “Relationship with Controlling Shareholders — Non-competition undertaking” in this prospectus
“Director(s)” or “our Directors”	the director(s) of our Company
“GEM”	Growth Enterprise Market of the Stock Exchange

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries at the relevant time or, where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly
“HK\$” or “Hong Kong dollars”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected with (within the meaning of the GEM Listing Rules) any Directors, chief executive or substantial shareholders (within the meaning of the GEM Listing Rules), of our Company, our subsidiaries or any of their respective associates
“Internal Control Consultant”	internal control consultant of our Company
“Ipsos”	Ipsos Limited, the independent market research agency engaged by our Company to prepare the Ipsos Report
“Ipsos Report”	the market research report prepared by Ipsos
“Joint Global Coordinators”, “Joint Bookrunners”, “Joint Lead Managers” and “Joint Underwriters”	the Sole Sponsor together with South China Securities Limited, a corporation licensed to carry out type 1 (dealing in securities) regulated activity under the SFO, being the joint global coordinators, the joint bookrunners, the joint lead managers and the joint underwriters to the Placing

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“Latest Practicable Date”	20 September 2015, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Legal Counsels”	Mr. John Griffiths, SC, CMG, QC and Mr. Michael Lok, barristers-at-law in Hong Kong
“Listing”	listing of the Shares on GEM
“Listing Date”	the date on which dealings of our Shares on GEM first commence, which is expected to be Friday, 9 October 2015
“Listing Division”	the Listing Division of the Stock Exchange
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM and which, for avoidance of doubt, excludes GEM
“Memorandum of Association”	the memorandum of association of our Company (as amended from time to time), a summary of which is set forth in Appendix III to this prospectus
“Mr. Lam”	Mr. Lam Kin Wing Eddie (林健榮), an executive Director and one of our Controlling Shareholders
“New Shares”	170,000,000 new Shares being offered by our Group for subscription under the Placing
“Offer Size Adjustment Option”	the option to be granted by our Company to the Joint Global Coordinators (for themselves and on behalf of the Joint Underwriters) under the Underwriting Agreement to require our Company to issue up to an aggregate of 30,000,000 new Shares, representing 15% of the Placing Shares initially available, at the Placing Price, details of which are described in the section headed “Structure and Conditions of the Placing — Offer Size Adjustment Option” in this prospectus
“Placing”	the conditional placing of the Placing Shares by the Joint Underwriters on behalf of our Company and the Selling Shareholder at the Placing Price as further described in the section headed “Structure and Conditions of the Placing — Placing” in this prospectus

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“Placing Price”	the final placing price per Placing Shares in Hong Kong dollars (exclusive of any brokerage fee, SFC transaction levy and Stock Exchange trading fee) of being not more than HK\$0.40 and expected to be not less than HK\$0.30, at which the Placing Shares are to be subscribed for and issued, or purchased and sold, and which is to be determined by agreement between our Company and the Joint Global Coordinators on or before the Price determination Date, as described in the section headed “Structure and Conditions of the Placing — Placing Price” in this prospectus
“Placing Shares”	200,000,000 Shares comprising 170,000,000 New Shares being offered by our Company for subscription and 30,000,000 Sale Shares being offered by the Selling Shareholder for purchase at the Placing Price pursuant to the Placing, subject to the Offer Size Adjustment Option as mentioned in the section headed “Structure and Conditions of the Placing — Offer Size Adjustment Option” in this prospectus
“PMQ Project”	a project in relation to conservation and revitalisation of the Former Police Married Quarters by transforming it into the currently-known PMQ, a creative industry landmark on Hollywood Road, Hong Kong
“Popstate”	Popstate Limited (本林有限公司), a company incorporated under the laws of Hong Kong with limited liability on 3 January 1990 which is not a member of the Group and is wholly owned by Mr. Lam and accordingly a connected person of our Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this prospectus, Hong Kong, Macau Special Administrative Region and Taiwan
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“Price Determination Agreement”	the agreement to be entered into 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) on the Price Determination Date to record and fix the Placing Price
“Price Determination Date”	the date on which the Placing Price is expected to be fixed, which is expected to be on Tuesday, 6 October 2015

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“Principal Share Register and Transfer Office”	Maples Fund Services (Cayman) Limited, PO Box 1093, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands
“Reorganisation”	the corporate reorganisation of our Group prior to the issue of this prospectus, details of which are set out in the section headed “History and Development” in this prospectus
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Sale Shares”	30,000,000 Shares being offered for sale by Cheers Mate, the Selling Shareholder, at the Placing Price under the Placing
“Selling Shareholder”	Cheers Mate, particulars of which are set out in the section headed “Statutory and General Information — E. Other information — 11. Particulars of the Selling Shareholder” in Appendix IV in this prospectus
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on 22 September 2015, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV in this prospectus
“Sole Sponsor”	Innovax Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time

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“Techoy Construction”	Techoy Construction Company Limited (德材建築工程有限公司), a company incorporated under the laws of Hong Kong with limited liability on 2 July 1982 and an indirect wholly-owned subsidiary of our Company
“Techoy Holding”	Techoy Holding Limited, a company incorporated under the laws of the BVI with limited liability on 28 May 2015 and a direct wholly-owned subsidiary of our Company
“Track Record Period”	the period comprising the two years ended 31 March 2014 and 2015
“Underwriting Agreement”	the conditional underwriting agreement dated 29 September 2015 entered into between our Company, our executive Directors, our Controlling Shareholders, the Selling Shareholder, the Sole Sponsor, South China Securities Limited and the Joint Underwriters relating to the placing of the Placing Shares, further details of which are set out in the section headed “Underwriting” in this prospectus
“sq.m.” or “m ² ”	square metres
“%”	per cent.

In this prospectus, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction” and “substantial shareholder” shall have the meanings given to such terms in the GEM Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.