
DEFINITIONS

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

“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 document
“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 [REDACTED] 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 [●]” under the section headed “Further information about our Company” in Appendix IV in this document
“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
[REDACTED]	[REDACTED]
“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 [●] 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 document
“Deed of Non-competition”	the deed of non-competition dated [●] 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 document
“Director(s)” or “our Directors”	the director(s) of our Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time

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“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”	[REDACTED]
“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 Hong Kong Limited, the independent market research agency engaged by our Company to prepare the Ipsos Report;
“Ipsos Report”	the market research report prepared by Ipsos
“Latest Practicable Date”	30 June 2015, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document prior to its publication
“Legal Counsels”	Mr. John Griffiths, SC, CMG, QC and Mr. Lok Hui Yin Michael, barristers-at-law in Hong Kong
[REDACTED]	[REDACTED] of the Shares on GEM
[REDACTED]	the date on which dealings of our [REDACTED] on GEM first commence, which is expected to be [REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“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 document
“Mr. Lam”	Mr. Lam Kin Wing Eddie (林健榮), an executive Director and one of our Controlling Shareholders
“[REDACTED]”	[REDACTED] new Shares being [REDACTED] by our Group for subscription under the [REDACTED]
[REDACTED]	the option to be granted by our Company to the [REDACTED] (for itself and on behalf of the Sole [REDACTED]) under the [REDACTED] Agreement to require our Company to issue up to an aggregate of [REDACTED] [REDACTED] Shares, representing [15]% of the [REDACTED] Shares initially available, at the [REDACTED], details of which are described in the section headed “Structure and Conditions of the [REDACTED] — [REDACTED]” in this document
[REDACTED]	the conditional [REDACTED] of the [REDACTED] Shares by the Sole [REDACTED] on behalf of our Company and the [REDACTED] at the [REDACTED] as further described in the section headed “Structure and Conditions of the [REDACTED] — [REDACTED]” in this document
“[REDACTED] Price”	the final [REDACTED] per [REDACTED] Shares in Hong Kong dollars (exclusive of any brokerage fee, SFC transaction levy and Stock Exchange trading fee) of being not more than HK\$[REDACTED] and expected to be not less than HK\$[REDACTED], at which the [REDACTED] 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 Sole [REDACTED] on or before the [REDACTED], as described in the section headed “Structure and Conditions of the [REDACTED]” in this document

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[REDACTED]	[REDACTED] Shares comprising [REDACTED] [REDACTED] being offered by our Company for subscription and [REDACTED] [REDACTED] being offered by the [REDACTED] for purchase at the [REDACTED] pursuant to the [REDACTED], subject to the [REDACTED] as mentioned in the section headed “Structure and Conditions of the [REDACTED]” in this document
“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 document, 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
[REDACTED]	the agreement to be entered into by the Sole [REDACTED] (for itself and on behalf of the Sole [REDACTED]) and our Company (for ourselves and on behalf of our [REDACTED]) on the [REDACTED] to record and fix the [REDACTED]
[REDACTED]	the date on which the [REDACTED] is expected to be fixed, which is expected to be on [REDACTED]
“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 document, details of which are set out in the section headed “History and Development” in this document
“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
[REDACTED]	[REDACTED] Shares being offered for sale by Cheers Mate, the [REDACTED], at the [REDACTED] under the [REDACTED]

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[REDACTED]	Cheers Mate, particulars of which are set out in the section headed “Statutory and General Information — E. Other information — 11. Particulars of the [REDACTED]” in Appendix IV in this document
“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 [●], the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV in this document
“Sole Sponsor”, “Sole [REDACTED]”, “Sole [REDACTED]”, “Sole [REDACTED]” and “Sole [REDACTED]”	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, the sole [REDACTED], the sole [REDACTED], the sole [REDACTED] and the sole [REDACTED] to the [REDACTED]
“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
“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

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“[REDACTED] Agreement”	the conditional [REDACTED] agreement dated [●] entered into between our Company, our executive Directors, our Controlling Shareholders, our [REDACTED], the Sole Sponsor, the Sole [REDACTED] and the Sole [REDACTED] in relation to, <i>inter alia</i> , the [REDACTED] of the [REDACTED] Shares, further details of which are set out in the section headed “[REDACTED]” in this document
“sq.m.” or “m ² ”	square metres
“%”	per cent.

In this document, 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 document 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.