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THELLOY DEVELOPMENT GROUP LIMITED

德萊建業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1546)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 AUGUST 2022; AND AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2022 AGM.
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POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 AUGUST 2022

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Thelloy Development Group Limited (the “**Company**”) is pleased to announce that all the proposed resolutions as set out in the notice of the annual general meeting of the Company dated 21 July 2022 (the “**AGM Notice**” and the “**Proposed Resolution(s)**”, respectively) were duly passed by the holders of the Company’s ordinary shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the annual general meeting of the Company held on Monday, 22 August 2022 (the “**2022 AGM**”).

As at the date of the 2022 AGM, there were 800,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2022 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2022 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Stock Exchange**”, respectively).

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2022 AGM. None of the Shareholders have stated in the Company's circular dated 21 July 2022 (the "**Circular**") their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2022 AGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2022 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2022 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 March 2022.	570,392,240 (100%)	0 (0%)
2.	(a) To re-elect Mr. Lam Arthur Chi Ping as an executive Director.	555,000,240 (97.30%)	15,392,000 (2.70%)
	(b) To re-elect Mr. Lam Kin Wing Eddie as an executive Director.	570,392,240 (100%)	0 (0%)
	(c) To re-elect Mr. Wong Kwong On as an independent non-executive Director.	570,392,240 (100%)	0 (0%)
	(d) To authorize the Board to fix the remuneration of each of the Directors.	570,392,240 (100%)	0 (0%)
3.	To re-appoint Deloitte Touche Tohmatsu as independent auditor of the Company and to authorize the Board to fix its remuneration.	570,392,240 (100%)	0 (0%)
4.	To give a general mandate to the Board to allot, issue and deal with the Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution.	555,000,240 (97.30%)	15,392,000 (2.70%)

Ordinary Resolutions		Number of Votes (Approximate %)	
		<i>Note</i>	
		For	Against
5.	To give a general mandate to the Board to repurchase the Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of this resolution.	570,392,240 (100%)	0 (0%)
6.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company.	555,000,240 (97.30%)	15,392,000 (2.70%)
Special Resolution		Number of Votes (Approximate %)	
		<i>Note</i>	
		For	Against
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.	570,392,240 (100%)	0 (0%)

For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Note: The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the 2022 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions numbered 1 to 6, such Proposed Resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the Proposed Resolution numbered 7, such Proposed Resolution was duly passed as a special resolution of the Company.

The following Directors, namely, Mr. Lam Kin Wing Eddie, Mr. Shut Yu Hang, Mr. Lam Arthur Chi Ping, Mr. Tang Chi Wang and Mr. Wong Kwong On, attended the 2022 AGM in person. The following Director, namely, Mr. Tse Ting Kwan, attended the 2022 AGM via real-time communication facilities.

AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The adoption of the new memorandum and articles of association of the Company has been approved by the Shareholders by way of a special resolution at the 2022 AGM. The full text of the new memorandum and articles of association of the Company will be published on the websites of the Company and the Stock Exchange.

By Order of the Board
Thelloy Development Group Limited
Lam Kin Wing Eddie
Chairman and executive Director

Hong Kong, 22 August 2022

As at the date of this announcement, the Board comprises three executive Directors namely Mr. Lam Kin Wing Eddie, Mr. Shut Yu Hang and Mr. Lam Arthur Chi Ping, and three independent non-executive Directors namely Mr. Tang Chi Wang, Mr. Tse Ting Kwan and Mr. Wong Kwong On.