



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

Interim Report
2025

HIGHLIGHTS

For the six months ended 30 September 2025 (the “Period”) and 2024 (the “Previous Period”):

- Revenue of the Group for the Period was approximately HK\$260.3 million (Previous Period: HK\$180.7 million).
- The loss attributable to owners of the Company for the Period was approximately HK\$16.2 million (Previous Period: approximately HK\$13.8 million).
- The Board does not recommend the payment of an interim dividend for the Period (Previous Period: nil).
- Loss per share for the Period amounted to approximately HK2.02 cents (Previous Period: approximately HK1.72 cents).

The board (the “Board”) of directors (the “Directors”) of Thelloy Development Group Limited (the “Company”) is pleased to announce the unaudited results of the Company and its subsidiaries (collectively the “Group”) for the Period, together with the comparative figures for the Previous Period, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2025

		Six months ended 30 September	
	Notes	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	5	260,341	180,671
Direct costs		(255,559)	(176,170)
Gross profit		4,782	4,501
Other income	6	917	944
Impairment losses reversed (recognised) on financial assets and under expected credit loss model, net		185	(152)
Administrative expenses		(15,886)	(16,035)
Share of losses of joint ventures	19	(3,365)	(99)
Finance costs	7	(2,807)	(2,952)
Loss before taxation	8	(16,174)	(13,793)
Income tax expenses	9	–	–
Loss and total comprehensive expenses for the period attributable to owners of the Company		(16,174)	(13,793)
Loss per share	11		
– Basic (HK cents)		(2.02)	(1.72)

Unaudited Condensed Consolidated Statement of Financial Position

At 30 September 2025

	Notes	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment	12	87,099	89,698
Right-of-use assets		6,044	1,570
Interests in joint ventures	19	89,723	108,954
Rental deposits		93	93
		182,959	200,315
Current assets			
Trade and other receivables	13	44,130	59,597
Contract assets		110,897	95,320
Amount due from a joint venture	19	9,010	9,010
Tax recoverable		–	2,086
Pledged bank deposits	14	2,074	2,073
Cash and cash equivalents		39,261	31,381
		205,372	199,467
Current liabilities			
Trade and other payables	15	125,969	123,925
Lease liabilities		1,974	1,184
Deferred income		474	474
Bank borrowings		152,419	154,420
		280,836	280,003

Unaudited Condensed Consolidated Statement of Financial Position (Continued)

At 30 September 2025

	Notes	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Net current liabilities		(75,464)	(80,536)
Non-current liability			
Lease liabilities		4,075	185
Deferred tax liabilities		271	271
Deferred income		1,003	1,003
Net assets		102,146	118,320
Capital and reserves			
Share capital	16	8,000	8,000
Reserves		94,146	110,320
Equity attributable to owners of the Company		102,146	118,320

Unaudited Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2025

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 April 2025 (Audited)	8,000	42,490	18,800	49,030	118,320
Loss and total comprehensive expenses for the period	–	–	–	(16,174)	(16,174)
At 30 September 2025 (Unaudited)	8,000	42,490	18,800	32,856	102,146
At 1 April 2024 (Audited)	8,000	42,490	18,800	100,388	169,678
Loss and total comprehensive expenses for the period	–	–	–	(13,793)	(13,793)
At 30 September 2024 (Unaudited)	8,000	42,490	18,800	86,595	155,885

Unaudited Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2025

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
NET CASH USED IN OPERATING ACTIVITIES	(2,140)	(28,112)
NET CASH FROM (USED IN) INVESTING ACTIVITIES	15,853	(1,656)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	(5,833)	27,754
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	7,880	(2,014)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	31,381	32,066
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	39,261	30,052

Notes to the Unaudited Condensed Consolidated Financial Statements

1. GENERAL INFORMATION

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands on 28 May 2015 and its shares (the “Shares”) are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the Company’s registered office is PO Box 309, Ugland House, Grand Cayman, Cayman Islands, KY1-1104 and its principal place of business is 19/F, The Globe, 79 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong.

The Group is principally engaged in property construction services in Hong Kong.

The condensed consolidated financial statements have not been audited by the Company’s independent auditor, but have been reviewed by the Company’s audit committee.

The unaudited condensed consolidated financial statements of the Group are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”). The unaudited condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2025, which have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”).

The Group recorded a net loss of approximately HK\$16,174,000 during the six-month period ended 30 September 2025 and, as of that date, the Group had net current liabilities of approximately HK\$75,464,000. Taking into account the ongoing availability of finance to the Group, including the unutilised credit facility granted from banks to the Group of HK\$178,204,000 (31 March 2025: HK\$229,479,000), which can be utilised if necessary subsequent to the reporting period, the directors of the Company are of the opinion that the Group has sufficient working capital to meet in full its financial obligations as they fall due for at least the next twelve months from the end of the reporting period and accordingly these consolidated financial statements have been prepared on a going concern basis.

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than changes in accounting policies resulting from application of amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the Period are the same as those presented in the Group's annual consolidated financial statements for the year ended 31 March 2025.

Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied the following amendments to a HKFRS Accounting Standard issued by the HKICPA for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2025 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of the amendments to a HKFRS Accounting Standard in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

4. SEGMENT INFORMATION

The Group's operations is solely derived from construction services in Hong Kong during the Period. For the purposes of resource allocation and performance assessment, the chief operating decision maker (i.e. the chief executive of the Group) reviews the overall results and financial position of the Group as a whole prepared based on the same accounting policies of the Group. Accordingly, the Group only has one single operating segment and no further analysis of this single segment is presented.

No geographical information is presented as the Group's revenue is all derived from Hong Kong based on the location of services delivered. As at 30 September 2025, the Group's non-current assets (excluding interests in joint ventures and rental deposits) amounting to HK\$93,143,000 (31 March 2025: HK\$91,268,000) are all physically located in Hong Kong.

5. REVENUE

Revenue represents the fair value of amounts received and receivable from the construction contracts by the Group to external customers.

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Recognised over time under HKFRS 15:		
Building construction	242,872	164,795
Repair, maintenance, alteration and addition ("RMAA") works	17,469	15,876
Revenue from contracts with customers	260,341	180,671

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

6. OTHER INCOME

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Bank interest income	137	29
Rental income	780	730
Government grants	–	185
	917	944

7. FINANCE COSTS

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Interest expense on:		
– bank borrowings	2,781	2,927
– lease liabilities	26	25
	2,807	2,952

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

8. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging:

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Total staff costs	8,606	8,975
Directors' remuneration	2,529	2,643
Other staff costs:		
– Salaries and allowance	5,955	6,171
– Contributions to retirement benefit schemes	122	161
Depreciation of	3,978	3,941
– Property, plant and equipment	2,748	2,809
– Right-of-use assets	1,230	1,132

9. INCOME TAX EXPENSES

	Six months ended 30 September	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Hong Kong Profits Tax	–	–

Provision for Hong Kong Profits Tax is not required as the Group sustained a taxation loss during the Period (2024: Nil).

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

10. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the six-month period ended 30 September 2025 (2024: Nil).

11. LOSS PER SHARE

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

	Six months ended 30 September	
	2025 (Unaudited)	2024 (Unaudited)
LOSS		
Loss for the period attributable to owners of the Company (HK\$'000)	(16,174)	(13,793)
Number of shares		
Number of ordinary shares in issue (thousand shares)	800,000	800,000

No diluted loss per share for both periods was presented as there were no potential ordinary shares in issue during both periods.

12. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired plant and equipment of approximately HK\$150,000 (Year ended 31 March 2025: HK\$803,000).

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

13. TRADE AND OTHER RECEIVABLES

The credit term granted by the Group to its customers is 30 days from the date of invoices on progress payments of contract works. The following is an ageing analysis of trade receivables, net of expected credit losses ("ECL"), is presented based on the invoice date at the end of the reporting period.

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Trade receivables 0 – 30 days	36,514	54,556
Less: Allowance for credit losses	(138)	(336)
	36,376	54,220
Rental deposits	688	765
Other deposits	6,652	2,605
Other receivable	17	14
Prepayments	490	604
	44,223	58,208
Less: Rental deposits (classified as non-current assets)	(93)	(93)
	44,130	58,115
Loan receivable from a related company	–	1,482
Total trade and other receivables, net of ECL	44,130	59,597

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

14. PLEDGED BANK DEPOSITS

Pledged bank deposits represent deposits pledged to banks to secure the banking facilities (including bank borrowings and performance guarantee) granted to the Group, and carry interest at prevailing market rate from 0.001% to 3.59% (31 March 2025: from 0.001% to 7.4%) per annum.

15. TRADE AND OTHER PAYABLES

The credit period granted to the Group on subcontracting of contract work services is 30 to 45 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period.

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Trade payables		
0 – 30 days	68,133	66,091
31 – 60 days	16,399	10,619
61 – 90 days	17	35
	84,549	76,745
Other payables	5,244	5,244
Accrued charges	3,362	15,145
Retention payables	31,796	25,800
Deposits received from suppliers	65	65
Deposits received for rental	953	926
	41,420	47,180
Total	125,969	123,925

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

16. SHARE CAPITAL

	Number of shares thousand shares	Share capital HK\$'000 (Unaudited)
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Ordinary shares of HK\$0.01 each

Authorised:

At 31 March 2025 and 30 September 2025	2,000,000	20,000
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Issued and fully paid:

At 31 March 2025 and 30 September 2025	800,000	8,000
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All issued shares rank pari passu in all respects with each other.

17. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with related parties during the Period:

	Six months ended 30 September 2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
– Short term lease payment to Trunk Room Limited (<i>Note</i>)	182	–
– Construction contract revenue from World Partners Limited (“World Partners”)	30	1,167

Note:

Trunk Room Limited is wholly owned by Mr. Lam Arthur Chi Ping, an executive director of the Company.

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

18. PERFORMANCE GUARANTEE

At 30 September 2025, performance guarantee of approximately HK\$6,377,000 (31 March 2025: HK\$14,101,000) was given by banks or the insurance company in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and their customers for construction work. The Group has contingent liabilities to indemnify the banks or the insurance company for any claims from customers under the guarantee due to the failure of the Group's performance. The performance guarantee is secured by the project proceeds and will be released upon completion of the contract work.

19. INTERESTS IN JOINT VENTURES

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Cost of unlisted interests in joint ventures	96,871	112,737
Share of post-acquisition results	(7,148)	(3,783)
	89,723	108,954
Amount due from a joint venture – Non-trade nature	9,399	9,399
Less: Allowance for credit losses	(389)	(389)
	9,010	9,010

The amount due from a joint venture is unsecured, interest-free and repayable on demand.

Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)

19. INTERESTS IN JOINT VENTURES (CONTINUED)

Details of the Group's joint ventures at the end of the reporting period are as follows:

Name of entity	Country of incorporation	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activities
			30 September 2025	31 March 2025	30 September 2025	31 March 2025	
Nova Techoy <i>(Note)</i>	Hong Kong	Hong Kong	51%	51%	51%	51%	Sales of modular housing solutions
Great Glory Developments Limited ("Great Glory")	BVI	Hong Kong	49%	49%	49%	49%	Investment holding
Profit Apex Developments Limited ("Profit Apex")	BVI	Hong Kong	–	49%	–	49%	Investment holding and disposed during the Period
Sky Glory Properties Limited ("Sky Glory")	Hong Kong	Hong Kong	–	49%	–	49%	Properties developing and disposed during the Period
World Partners	Hong Kong	Hong Kong	34.3%	34.3%	34.3%	34.3%	Properties developing

Note: According to the shareholders' agreement of Nova Techoy, the relevant activities require unanimous consent from all shareholders. The Directors consider that the Group can only exercise joint control over these arrangements and therefore they are classified as joint venture of the Group.

Profit Apex and Sky Glory were subsidiaries of Great Glory of which Great Glory owned 100% interests. World Partners is a subsidiary of Great Glory of which Great Glory owns 70% interest.

The joint ventures are accounted for using the equity method in these condensed consolidated financial statements.

Management Discussion and Analysis

BUSINESS REVIEW AND OUTLOOK

Hong Kong's economy experienced moderate growth during the year, with real GDP increasing by 3.1% and 3.8% year-on-year in the second and third quarters of 2025 respectively. However, the labour market continued to weaken, with the unemployment rate rising to a three-year high of 3.9% between July and September 2025. External factors such as evolving US tariff policies, geopolitical tensions, and uncertainty around the timing of interest rate cuts further dampened local investment sentiment.

Amid this economic backdrop, the property market remained subdued, leading to a sustained decline in new private construction activities as developers adopted a more cautious approach. Overall building and construction expenditure dropped by 9.5% year-on-year, with both private and public sectors experiencing declines as the Government's fiscal conditions came under significant pressure.

The construction industry in Hong Kong continued to face a slowdown, compounded by several challenges, including a shortage of skilled labour, rising labour costs, intense market competition, and fluctuating material prices. These pressures placed contractors under significant financial and operational strain, with narrowing profit margins and reduced liquidity. In particular, worsening liquidity across the supply chain led to project delays and wage arrears, further exacerbating cash flow pressures on main contractors. Additionally, tighter credit conditions made securing financing more difficult, further intensifying cash flow challenges during project execution.

The Group achieved moderate revenue growth during the Period, recording a turnover of HK\$260.3 million, supported by government and government-funded capital works projects. However, profitability struggled primarily due to: (a) lower gross profit being recognized for construction projects during the Year, owing to certain projects awarded in 2022 and 2023 which carried limited tender margins amid the prevailing intense market competition; (b) increase in staff and labour costs due to prolonged project duration without prolongation cost; (c) slow assessment and recognition of variation works for completed projects; (d) shortfall in the anticipated contract price fluctuation compensation for the public projects; and (e) delayed receipt of outstanding payment after project completion.

Management Discussion and Analysis (Continued)

We have undertaken a series of cost-saving initiatives designed to enhance sustainable operational efficiency and bolster our financial resilience. These efforts include streamlining our corporate structure and workforce, optimizing workflows, implementing stricter budget controls, and recovering capital through the divestment of land lots in Yuen Long.

Looking ahead, we anticipate that the construction industry will remain highly challenging due to continued softness in the property market, which dampens demand for private sector construction services. Additionally, competitive bidding strategies by contractors, high interest rates, and volatile material prices will present further obstacles. Despite these headwinds, the industry benefits from strong support from the public sector. In the recent Policy Address, it was announced that the Northern Metropolis development will be accelerated through dedicated legislation, the establishment of a new development committee, and streamlined administrative procedures. Furthermore, average annual capital works expenditure is projected to rise from approximately HK\$90 billion to around HK\$120 billion over the next five years.

In recent years, the majority of new public project tenders have focused on infrastructure development in the Northern Metropolis, a work type that has not been the Group's core specialty. However, as the Government expedites the Northern Metropolis development with infrastructure projects near completion, building works are expected to become a larger component of upcoming tenders. Leveraging our strong track record and expertise in public building works, the Group is well-positioned to seize these opportunities and enhance our competitiveness in the market.

Management Discussion and Analysis (Continued)

At the same time, we will place greater emphasis on renovation, maintenance, and alteration projects to meet the growing demands of Hong Kong's aging infrastructure. Additionally, we are seeking inclusion in approved contractor lists for government and institutional projects to expand our business opportunities. These initiatives will strengthen the Group's operational stability and lay a solid foundation for sustainable growth.

To prepare for future opportunities and drive sustainable development, the Group continues to integrate advanced technologies into our construction processes. We have made significant progress in strengthening our capabilities in MiC (Modular Integrated Construction) design-and-build, expanding the use of BIM (Building Information Modeling) technology, and adopting laser scanning to enhance productivity. Safety remains a core value, and the Group has implemented artificial intelligence and the Smart Site Safety System (4S) for real-time site monitoring, allowing early detection of safety risks and reducing the likelihood of accidents.

The Group is also involved in the property business through its interests in Great Glory, which is owed as to 49% by the Group, which can achieve synergy with the Group's existing business in building construction. The flagship project under Great Glory, through its interest in World Partners Limited ("World Partners") is to redevelop an industrial building in Tsuen Wan. To align with current market trend, a new town planning application was submitted in September 2025, proposing redevelopment into a hotel and/or student hostel to maximize its market potential. Meanwhile, Great Glory divested its interests in the land lots in Yuen Long in May 2025.

Management Discussion and Analysis (Continued)

FINANCIAL REVIEW

Revenue

The total revenue of the Group increased from approximately HK\$180.7 million for the Previous Period to approximately HK\$260.3 million for the Period, representing an increase of approximately 44.1%, which is driven by both increase in revenue in building construction services and RMAA services.

Direct Costs

The Group's direct costs increased from approximately HK\$176.2 million for the Previous Period to approximately HK\$255.6 million for the Period, representing an increase of approximately 45.1%, such increase was mainly driven by the corresponding increase in revenue and an increase in subcontracting costs and direct staff costs. The Group's direct costs primarily consisted of subcontracting cost, material cost, direct staff costs and site overhead costs.

Gross Profit

The Group's gross profit amounted to approximately HK\$4.8 million for the Period (Previous Period: HK\$4.5 million), representing an increase of approximately 6.7%. The Group's overall gross profit margin dropped from 2.5% for the Previous Period to 1.8% for the Period. The decrease was mainly due to an increase in direct costs as discussed above.

Other Income

The Group's other income mainly represented bank interest income and rental income, which decreased by approximately HK\$27,000 and was mainly attributable to a decrease in the government grant from Construction Innovation and Technology Fund.

Administrative Expenses

The Group's administrative expenses amounted to approximately HK\$15.9 million for the Period (Previous Period: HK\$16.0 million), which remained stable as compared to Previous Period.

Management Discussion and Analysis (Continued)

Finance Costs

The Group's finance costs amounted to approximately HK\$2.8 million for the Period (Previous Period: HK\$3.0 million). The decrease in finance costs was mainly due to the decrease in interest on bank borrowings for the Period.

Income Tax Expenses

Provision for Hong Kong Profits Tax has not been made as the Group sustained a taxation loss during the Period (Previous Period: Nil).

Loss and total comprehensive expense

The Group recorded a net loss of approximately HK\$16.2 million for the Period compared to a loss for the Previous Period of approximately HK\$13.8 million. The increase in loss was mainly due to an increase in share of losses of joint ventures.

Interim Dividend

The Board does not recommend the payment of an interim dividend for the Period (Previous Period: Nil).

Liquidity and Financial Resources

The Group maintained a healthy financial position. As at 30 September 2025, the Group had bank balances and cash (including pledged bank deposits) of approximately HK\$41.3 million (31 March 2025: approximately HK\$33.5 million). Cash and cash equivalents and pledged deposits as at 30 September 2025 were all denominated in Hong Kong dollars. The total interest-bearing borrowings of the Group as at 30 September 2025 amounted to approximately HK\$158.5 million (31 March 2025: HK\$155.8 million), and the current ratio of the Group as at 30 September 2025 was approximately 0.73 (31 March 2025: 0.71). As at 30 September 2025, the interest-bearing bank borrowing was denominated in Hong Kong dollars, repayable within one year and bore interest at Hong Kong Interbank Offered Rate plus a spread of range from 1.35% to 2.5% per annum.

Management Discussion and Analysis (Continued)

Gearing Ratio

The gearing ratio of the Group as at 30 September 2025 was approximately 155.1% (31 March 2025: 131.7%). The gearing ratio is calculated as bank borrowings and lease liabilities divided by total equity as at the respective periods.

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Pledge of Assets

As at 30 September 2025, the Group had pledged bank deposits of approximately HK\$2.1 million (31 March 2025: approximately HK\$2.1 million) to secure the banking facilities granted to the Group. Save for the above, the Group did not have any charges on its assets.

Capital Structure

There has been no change in capital structure of the Company during the Period. The capital of the Company comprises ordinary shares and other reserves.

Capital and Other Commitment

On 5 March 2021, in order to finance the land acquisition plan of Great Glory, the Group agreed to provide the additional capital contribution in the aggregate amount of HK\$188.65 million to Great Glory and such contributions shall be payable upon request of Great Glory from time to time. As at 30 September 2025, the outstanding commitment was HK\$72.9 million (31 March 2025: HK\$77.6 million). Save as disclosed, as at 30 September 2025 and 31 March 2025, the Group had no other significant capital commitment.

Management Discussion and Analysis (Continued)

Human Resources Management

As at 30 September 2025, the Group had a total of 140 employees (31 March 2025: 164 employees). To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance. The Group sponsored staff to attend seminars and training courses.

In addition, the Group adopted a share option scheme. No share option has been granted, exercised, cancelled or lapsed since its adoption. The share option scheme has expired on 21 September 2025 and the Company has no share option scheme currently in force.

Foreign Currency Risk

The Group's business operations were conducted in Hong Kong. The transactions, monetary assets and liabilities of the Group were mainly denominated in Hong Kong dollars. During the Period, there was no material impact on the Group arising from the fluctuation in the foreign exchange rates between currencies. The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the Period.

Significant Investments, Capital Assets, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

As at 30 September 2025, the Company held a significant investment, with a value of over 5% of the Company's total assets as at 30 September 2025, in Great Glory. The Group's total investment in Great Glory is HK\$188.65 million, and the amount provided up to 30 September 2025 was approximately HK\$117.2 million (31 March 2025: approximately HK\$112.5 million). As at 30 September 2025, the Group owned 49 shares in Great Glory. Such ownership represents 49% equity interests in Great Glory with a carrying amount of the Group's interests in Great Glory of approximately HK\$89.7 million, representing approximately 23.1% of the total assets of the Company as at 30 September 2025. No market value was available for this investment as at 30 September 2025.

Management Discussion and Analysis (Continued)

On 15 May 2025, Great Glory, which is owned as to 49% by the Group, disposed of its entire equity interests in Profit Apex and Sky Glory for a total cash consideration of HK\$42,000,000.

As the Group held 49% of the paid-up share capital of the disposed entities, the attributable consideration to the Group amounted to HK\$20,580,000. The financial effects of the disposal were included in the share of losses of joint ventures.

Great Glory is a company established in the British Virgin Islands with limited liability and mainly carries on the business of property investment and development in Hong Kong.

Please refer to the section headed “Management Discussion and Analysis – Business Review and Outlook” for further details of the progress of the property project and interests in land lots under Great Glory. The Board considers that the investments in Great Glory can expand the Group’s business interests in Hong Kong’s property market and can achieve synergy with the Group’s existing business in building construction.

During the Period, there were no material acquisitions and disposals of subsidiaries, associates and joint ventures by the Group.

Save as disclosed above, there were no other significant investments held as at 30 September 2025.

Contingent Liabilities

On 5 March 2021, the Group provided a guarantee to a bank in respect of a bank facility to World Partners up to a maximum amount of HK\$124.0 million, provided that the liability of the Group in respect of any part of the guaranteed indebtedness shall be several with that of other joint venture partners, and be limited to 34.3% of the guaranteed indebtedness, representing the effective interest of the Group in World Partners.

Other Information

SUBSEQUENT EVENT

The Group had no material event subsequent to the end of the Period and up to the date of this report.

FUTURE PLANS FOR MATERIAL INVESTMENTS

The Group does not have any plans for material investments and capital assets acquisitions for the coming 12 months.

CORPORATE GOVERNANCE CODE

The Company's corporate governance code is based on the principles and code provisions of the Corporate Governance Code (the "CG Code") as set out in Part 2 of Appendix C1 of the Listing Rules. The Company is committed to ensuring a quality Board and transparency and accountability to the shareholders of the Company (the "Shareholder(s)"). The code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. Lam Kin Wing Eddie ("Mr. Lam") serves as the chairman of the Board and also acts as chief executive of the Company, which constitutes a deviation from the code provision C.2.1 of the CG Code.

The Board is of the view that the vesting of both roles in Mr. Lam will allow for more effective planning and execution of business strategies. The Board has a total of seven Directors and four of them are independent non-executive Directors ("INEDs") who are qualified professionals and/or experienced individuals. As all major decisions are made in consultation with the members of the Board which meet on a regularly quarterly basis to review the operations of the Group, and shall be approved by majority approval of the Board, with the four INEDs on the Board scrutinising important decisions and offering independent perspectives, the Board believes that there are adequate safeguards in place to ensure sufficient balance of powers within the Board.

The Company applied the principles and complied with all applicable code provisions in the CG Code during the Period, save for the deviation disclosed above.

Other Information (Continued)

MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the Model Code For Securities Transaction by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules (the “Model Code”) as code of conduct governing the Directors’ securities transaction. Having made specific enquiry of all Directors, each of the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the Period.

CHANGE IN INFORMATION OF DIRECTOR

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information of Director, as notified to the Company, subsequent to the date of the annual report of the Company for the year ended 31 March 2025 is set out below:

Director	Details of Change
Tse Ting Kwan	With effect from 18 November 2025, resigned as an independent non-executive director of Superactive Group Company Limited (stock code: 176).

Save as disclosed above, there is no change in Directors’ information required to be disclosed.

Other Information (Continued)

Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures

As at 30 September 2025, the interests and short positions of the Directors and the chief executive of the Company in the shares (the "Shares"), underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director	Nature of interests	Number of shares held	Percentage of
			shareholding in the Company's issued share capital (Note 2)
Mr. Lam	Interest in controlled corporation (Note 1)	580,000,000 (L)	72.5%

(L) denotes long position.

Notes:

1. Mr. Lam beneficially owns 100% of the issued share capital of Cheers Mate Holding Limited ("Cheers Mate"). By virtue of the SFO, Mr. Lam is deemed to be interested in 580,000,000 Shares held by Cheers Mate.
2. As at 30 September 2025, the number of issued Shares was 800,000,000.

Other Information (Continued)

Save as disclosed above, as at 30 September 2025, none of the Directors nor chief executive of the Company has registered any interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

So far as the Directors are aware, as at 30 September 2025, the following persons (not being the Directors or chief executive of the Company) had or were deemed or taken to have an interest and/or short position in the Shares or the underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO:

Name of Shareholder	Nature of interests	Number of shares held	Percentage of
			shareholding in the Company's issued share capital (Note 3)

Cheers Mate	Beneficial owner (Note 1)	580,000,000 (L)	72.5%
Ms. Cheng Pui Wah Theresa ("Ms. Cheng")	Interest of spouse (Note 2)	580,000,000 (L)	72.5%

(L) denotes long position.

Notes:

- (1) Mr. Lam beneficially owns 100% of the issued share capital of Cheers Mate. By virtue of the SFO, Mr. Lam is deemed to be interested in 580,000,000 Shares held by Cheers Mate.

Other Information (Continued)

- (2) Ms. Cheng is the spouse of Mr. Lam. By virtue of the SFO, Ms. Cheng is deemed to be interested in the same number of Shares in which Mr. Lam is deemed to be interested under the SFO.
- (3) As at 30 September 2025, the number of issued Shares was 800,000,000.

There is a duplication of 580,000,000 shares between Mr. Lam, Cheers Mate and Ms. Cheng.

Save as disclosed above, as at 30 September 2025, the Directors were not aware of any other persons who had any interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SECURITIES OR DEBENTURE

At no time during the Period were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouses or children under 18 years of age to acquire such rights in the Company or any other body corporate.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the Period (including sale of treasury shares). As at 30 September 2025, no treasury shares were held by the Company.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's memorandum and articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

Other Information (Continued)

Share Option Scheme

The Company's share option scheme (the "Share Option Scheme") was conditionally approved by the Company pursuant to the written resolutions of the then sole Shareholder on 22 September 2015.

At the beginning of the Period and on the date of expiry of the Share Option Scheme on 21 September 2025, the number of Shares available for grant under the Share Option Scheme was 80,000,000 shares, representing 10% of the issued Shares and no service provider sublimit was set under the Share Option Scheme.

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption.

The Share Option Scheme has expired on 21 September 2025 and the Company has no share option scheme currently in force.

AUDIT COMMITTEE

The Company has set up an audit committee (the "Audit Committee") on 22 September 2015 with written terms of reference as revised by the Board with effect from 24 January 2019. The duties of the Audit Committee are (among other things) to review the relationship with the Company's external auditor, review the Company's financial information, oversee the Company's financial reporting system and internal control procedures and oversee the Company's connected transactions. The Audit Committee comprises three independent non-executive Directors, namely Mr. Tse Ting Kwan, who is the chairman of the Audit Committee, Mr. Tang Chi Wang and Mr. Wong Kwong On.

Other Information (Continued)

The condensed consolidated financial statements of the Group for the Period have not been audited nor reviewed by the Company's external auditor, but have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Listing Rules and legal requirements, and adequate disclosures have been made.

By order of the Board
Thelloy Development Group Limited
Lam Kin Wing Eddie
Chairman and Executive Director

Hong Kong, 27 November 2025

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