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WORLD NEXUS HOLDINGS LIMITED
(Incorporated in the British Virgin Islands with limited liability)

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)

JOINT ANNOUNCEMENT
(1) COMPLETION OF THE SALE AND PURCHASE AGREEMENT IN
RELATION TO SALE SHARES IN
THELLOY DEVELOPMENT GROUP LIMITED;
AND
(2) DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT
RELATING TO
THE MANDATORY UNCONDITIONAL CASH OFFER BY
LEGO SECURITIES LIMITED
FOR AND ON BEHALF OF WORLD NEXUS
HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
THELLOY DEVELOPMENT GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
THE OFFEROR CONCERT PARTIES)

Financial adviser to the Offeror



Joint Independent Financial Advisers to the Independent Board Committee



RAINBOW CAPITAL (HK) LIMITED
流博資本有限公司

Reference is made to the announcement jointly issued by the Offeror and the Company dated 28 January 2026 in relation to, among others, the Sale and Purchase Agreement and the Offer (the “**Joint Announcement**”). Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The Offeror and the Company (as informed by the Vendor and the Offeror) are pleased to announce that all the Conditions under the Sale and Purchase Agreement have been fulfilled and Completion took place on 12 February 2026. Pursuant to the Sale and Purchase Agreement, the Offeror acquired a total of 500,800,000 Shares at the consideration of HK\$95,152,000 (representing HK\$0.19 per Sale Share). Immediately before Completion, none of the Offeror and the Offeror Concert Parties held, owned, controlled or had the right of direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Upon Completion, the Offeror and the Offeror Concert Parties owned a total of 500,800,000 Shares, representing 62.6% of the total issued shares of the Company as at the date of this joint announcement.

MANDATORY UNCONDITIONAL CASH OFFER

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the Offeror Concert Parties). Lego Securities, for and on behalf of the Offeror, will make the Offer in compliance with the Takeovers Code to acquire all the Offer Shares on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror and the Company that the offer document from the Offeror and the offeree board circular from the Company be combined into a Composite Document.

Given that the pre-condition to the making of the Offer (being Completion took place) has been fulfilled on 12 February 2026, in accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from Cinda International Capital Limited and Rainbow Capital (HK) Limited (the “**Joint Independent Financial Advisers**”) to the Independent Board Committee in relation to the Offer, together with the form of acceptance and transfer, is required to be despatched to the Shareholders within 21 days of the date of the Joint Announcement (i.e. 18 February 2026) or such later date as the Executive may approve.

As additional time is required to finalise certain information to be included in the Composite Document, including but not limited to the indebtedness statement of the Group, the letter of advice from the Joint Independent Financial Advisers to the Independent Board Committee in connection with the Offer, and the statement in relation to any material changes in the financial, trading position or outlook of the Group pursuant to Rule 10.11 of the Takeovers Code, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document to a date falling on or before 20 March 2026. The Executive has indicated that it is minded to grant its consent for such extension.

Further announcement(s) in relation to the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

Shareholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offer. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If the Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

For and on behalf of	By order of the Board of
WORLD NEXUS HOLDINGS LIMITED	Thelloy Development Group Limited
Choi Chi Wan	Lam Kin Wing Eddie
<i>Director</i>	<i>Chairman and Executive Director</i>

Hong Kong, 12 February 2026

As at the date of this joint announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Offeror Concert Parties), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Ng JY, Mr. Choi and Mr. Soong.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.