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## **ROMA GROUP LIMITED**

**羅馬集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Roma Group Limited (the “**Company**”) hereby announces that on 25 April 2013, 10,000,000 share options (the “**Share Options**”) to subscribe for ordinary shares of HK\$0.01 each (the “**Shares**”) of the Company were granted to 9 individuals (the “**Grantees**”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 26 September 2011. Details of the Share Options granted are as follows:

Date of grant	:	25 April 2013 (the “ <b>Date of Grant</b> ”)
Exercise price of Share Options granted	:	HK\$1.00 per Share
Closing price of the Share on the Date of Grant	:	HK\$1.00 per Share
Number of Share Options granted	:	10,000,000 Share Options (each Share Option shall entitle the holder of the Share Options to subscribe for one Share)
Validity of the Share Options <sup>Note</sup>	:	25 April 2013 to 24 April 2017 (the “ <b>Option Period</b> ”)

- Vesting period of the Share Options <sup>Note</sup> : (i) 30% of the Share Options are exercisable after the expiry of the first anniversary of the Date of Grant;
- (ii) 30% of the Share Options are exercisable after the expiry of the second anniversary of the Date of Grant; and
- (iii) 40% of the Share Options are exercisable after the expiry of the third anniversary of the Date of Grant.

save that any of the outstanding and unexercised Share Options at the end of each of the aforesaid vesting periods may be rolled over to the next vesting period and thereafter and be exercisable before the expiry of the Option Period.

- Vesting conditions on exercise of the Share Options <sup>Note</sup> : 8 Grantees' Share Options may be exercised at any time during the period commencing on the Date of Grant and ending on the day falling on the fourth anniversary of the Date of Grant on the condition that:
- (i) the price of the Shares as stated in the Stock Exchange's daily quotations sheet reaches 2.5 times or above the Exercise Price; and
- (ii) the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheet have increased for 7 consecutive days.

*Note:* 1 Grantee's Share Options may be exercised at any time after the price of the Shares as stated in the Stock Exchange's daily quotations sheet reaches 2 times or above the Exercise Price from 25 April 2013 to 24 April 2023.

Each of the Grantees is neither a Director, nor a chief executive nor a substantial shareholder of the Company, nor an associate (as defined under the GEM Listing Rules) of any of them.

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$1.00 per Share, which represents the highest of (i) the closing price of HK\$1.00 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 25 April 2013, being the Date of Grant; (ii) the average closing price of HK\$0.90 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.

The Board believes the grant of the Share Options to be an effective means to provide incentives to the employees of the Group to further the long-term interests of the Company and to align their interests with those of the shareholders of the Company.

By order of the Board  
**Roma Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director and Company Secretary*

Hong Kong, 25 April 2013

*As at the date of this announcement, the executive directors of the Company are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken; and the independent non-executive directors of the Company are Mr. Chan, Ka Kit, Mr. Lam, Pak Cheong and Mr. Ng, Simon.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at [www.romagroup.com](http://www.romagroup.com).*

*\* for identification purpose only*