

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Roma Group Limited (羅馬集團有限公司*) (the “Company”) dated 31 January 2013.

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING OF SHARES

- Number of Placing Shares** : 200,000,000 Shares comprising 120,000,000
New Shares and 80,000,000 Sale Shares
- Placing Price** : Not more than HK\$0.50 per Share and
expected to be not less than HK\$0.25 per
Share, payable in full upon application,
plus brokerage of 1%, Stock Exchange
trading fee of 0.005% and SFC transaction
levy of 0.003%
- Nominal value** : HK\$0.01 per Share
- Stock code** : 8072

Sponsor



Sole Bookrunner & Lead Manager



太平基業證券有限公司
PACIFIC FOUNDATION SECURITIES LIMITED

Co-Manager



As required by the GEM Listing Rules and the Companies Ordinance, copies of the Prospectus are available, for information purpose only, during normal business hours at the offices of Quam Capital at 18/F–19/F, Aon China Building, 29 Queen’s Road Central, Hong Kong and the Lead Manager at 11/F, New World Tower II, 16–18 Queen’s Road Central, Hong Kong from 4:00 p.m. to 5:00 p.m. (Hong Kong time) on Thursday, 31 January 2013, and from 9:00 a.m. to 5:00 p.m. (Hong Kong time) from Friday, 1 February 2013 to Friday, 8 February 2013 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 120,000,000 New Shares for subscription and Aperto Investments Limited is offering 80,000,000 Sale Shares for purchase by way of Placing at the Placing Price on and subject to the terms and conditions as set forth in the Prospectus and the Underwriting Agreement.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as set forth in the Prospectus and the Underwriting Agreement. The Placing is conditional upon the fulfillment of the conditions as set out under the paragraph headed “Conditions” in the section headed “Structure and conditions of the Placing” in the Prospectus. If such conditions are not fulfilled in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and time as specified therein, the Placing will not proceed and will lapse and the application monies received will be returned to the placees or the Underwriter without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com on the next business day immediately following the date of such lapse.

Investors should note that the Lead Manager (for itself and on behalf of the Underwriter) shall have the absolute right to terminate the Underwriting Agreement by giving notice in writing to the Company (for itself and on behalf of Aperto Investments Limited) upon the occurrence of any of the events set forth under the paragraph “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Application has been made to the Listing Division for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing and the Capitalisation Issue and upon the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or which may be granted under the Share Option Scheme as described in the Prospectus.

Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is expected to be fixed by agreement between the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) on the Price Determination Date, which is expected to be on or around Monday, 18 February 2013 and in any event, not later than Monday, 25 February 2013. The Placing Price will not be more than HK\$0.50 per Share and is expected to be not less than HK\$0.25 per Share unless otherwise announced.

The Lead Manager (for itself and on behalf of the Underwriter) may, with the consent of the Company (for itself and on behalf of Aperto Investments Limited), reduce the indicative Placing Price range below that stated in the Prospectus at any time prior to the Price Determination Date. If this occurs, notice of reduction of the indicative Placing Price range will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com no later than the morning of the Price Determination Date. Such notice will also include confirmation or revision, as appropriate, of the placing statistics as currently set out in the section headed “Summary” in the Prospectus, and any other financial information which may change as a result of such reduction.

If, for whatever reason, the Lead Manager (for itself and on behalf of the Underwriter) and the Company (for itself and on behalf of Aperto Investments Limited) are unable to reach any agreement on the final Placing Price by Monday, 25 February 2013, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. All share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. Hong Kong time on the Listing Date.

The announcement of the final Placing Price, the level of interests for the Placing and the basis of allocation of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.romagroup.com on or before Friday, 22 February 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. Hong Kong time on Monday, 25 February 2013. Shares will be traded on GEM in board lots of 10,000 Shares each. The stock code of the Shares is 8072.

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

Hong Kong, 31 January 2013

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and, in the case of this announcement, on the “Latest Listed Company Information” page for at least seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.romagroup.com.

** for identification purpose only*