



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 30/11/2014

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Roma Group Limited

 Date Submitted 3 December 2014
I. Movements in Authorised Share Capital
1. Ordinary Shares

(1) Stock code : <u>8072</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding month	<u>80,000,000,000</u>	<u>0.001</u>	<u>80,000,000.00</u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u>5,000,000,000 (See Remark 1)</u>	<u>0.016</u>	<u>80,000,000.00 (See Remark 1)</u>
(2) Stock code : <u>N/A</u> Description : <u> </u>			
	No. of ordinary shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

2. Preference Shares

Stock code :	<u> N/A </u>		
Description :	_____		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u> N/A </u>		
Description :	_____		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : **80,000,000.00**

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes shares
	(1)	(2)		
Opening at close of preceding month	<u>16,976,600,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u></u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,061,037,500</u> (See Remark 1)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Pre-IPO Share Option Scheme adopted on 26 September 2011</u>						
Ordinary shares				12,000,000		
Exercise Price HK\$0.216 per share (adjusted price)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	(before Share Consolidation becoming effective)	<u>Nil</u>	65,775,000 (adjusted after Share Consolidation becoming effective)
(Note 1)						
<u>2. Share Option Scheme adopted on 26 September 2011</u>						
Ordinary shares						
Exercise Price HK\$0.800 per share (adjusted price)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	11,000,000	<u>Nil</u>	11,000,000 (adjusted after Share Consolidation becoming effective)
(Note 1)						
				Total A. (Ordinary shares)	<u>Nil</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
2. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
3. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
4. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
				Total C. (Ordinary shares) (Preference shares) (Other class)	_____ _____ _____	N/A N/A N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. An extraordinary general meeting was held on 24 November 2014 to approve a rights issue of 3,183,112,500 rights shares on the basis of three rights shares for every one (1) Consolidated Share held by the qualifying shareholders on 3 December 2014 at a subscription price of HK\$0.09 per rights share payable in full on acceptance. For further details, please refer to the announcements of the Company dated 20 October 2014, 24 November 2014 and 25 November 2014, respectively. <div style="text-align: right;">_____ shares (Note 1)</div>	N/A	N/A
2. _____ _____ _____ _____ _____ <div style="text-align: right;">(/ /) _____ shares (Note 1)</div>		
3. _____ _____ _____ <div style="text-align: right;">(/ /) _____ shares (Note 1)</div>		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	N/A N/A N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1.	Rights issue	At price : _____	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) _____ (/ /) _____ Nil	Nil
2.	Open offer	At price : _____	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) _____ (/ /) _____ Nil	Nil
3.	Placing	At price : _____	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) _____ (/ /) _____ Nil	Nil
4.	Bonus issue			Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) _____ (/ /) _____ Nil	Nil

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
5.	Scrip dividend	At State price : currency	_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
					Nil	Nil
6.	Repurchase of shares			Class of shares _____ repurchased (Note 1) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
					Nil	Nil
7.	Redemption of shares			Class of shares _____ redeemed (Note 1) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
					Nil	Nil
8.	Consideration issue	At State price : currency	_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
					Nil	Nil

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	Nil	Nil
10. Other (Please specify)	At State price : currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	Nil	Nil
Total E.		(Ordinary shares) Nil	
		(Preference shares) Nil	
		(Other class) Nil	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Remark 1: An ordinary resolution was passed at the extraordinary general meeting of Roma Group Limited (the “Company”) held on 24 November 2014, which approved the consolidation of every 16 issued and unissued ordinary shares of the Company of HK\$0.001 each into one (1) consolidated share of HK\$0.016 each (with effect from 25 November 2014).

Submitted by: Yue Kwai Wa Ken
Title: Director / Company Secretary
(Director, Secretary or other duly authorised officer)



Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.