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

**(Stock code: 8072)**

## **PROPOSED SUBDIVISION OF SHARES**

### **PROPOSED SHARE SUBDIVISION**

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below under the section headed “Conditions of the Share Subdivision” below.

### **GENERAL**

A circular containing, amongst other things, details of the Share Subdivision, the trading arrangements in respect of the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates together with a notice of the EGM, will be despatched to the Shareholders on or before 17 February 2014.

### **PROPOSED SHARE SUBDIVISION**

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of par value of HK\$0.001 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in section headed “Conditions of the Share Subdivision” below.

The Shares are currently traded in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the board lots size of the Subdivided Shares for trading on the Stock Exchange will remain as 10,000 Subdivided Shares.

\* *For identification purpose only*

The Share Subdivision will not be expected to result in any odd lots other than those already exist.

## **SHARE CAPITAL STRUCTURE OF THE COMPANY**

As at the date hereof, the authorised share capital of the Company is HK\$80,000,000.00 divided into 8,000,000,000 Shares, of which 800,000,000 Shares are in issue and fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$80,000,000.00 divided into 80,000,000,000 Subdivided Shares, of which 8,000,000,000 Subdivided Shares will be in issue and fully paid, assuming that no further Shares are issued or repurchased after the date hereof.

As at the date hereof, there are 57,800,000 and 8,800,000 outstanding share options granted by the Company under the Pre-IPO Share Option Scheme and the Share Option Scheme respectively. The Company will adjust the exercise prices and the number of the outstanding share options upon completion of the Share Subdivision. The Company will arrange its auditors or an independent financial adviser to certify the adjustments to the exercise prices and the number of the outstanding share options. The Company will inform each of the grantees of the share options regarding the adjustments to be made pursuant to the respective terms and conditions of the Pre-IPO Share Option Scheme and the Share Option Scheme. Further announcement will be made by the Company regarding the required adjustments in due course.

Save as disclosed above, the Company has no other outstanding share options or convertible securities to subscribe for any Share as at the date of this announcement.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not be expected to result in any change in the relevant rights of the Shareholders.

## **CONDITIONS OF THE SHARE SUBDIVISION**

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares.

## **REASONS FOR THE SHARE SUBDIVISION**

The proposed Share Subdivision will reduce the nominal value and trading price of each Share and increase the total number of Shares in issue. The Directors are of the view that the increase in number of the shares of the Company as a result of the Share Subdivision may improve the trading liquidity of the Subdivided Shares, thereby enabling the Company to broaden its Shareholders' base.

Other than the expenses incurred by the Company in relation to the Share Subdivision, the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interest of the Shareholders. The Board considers the Share Subdivision to be in the interests of the Company and its Shareholders as a whole.

### **EXPECTED TIMETABLE**

The expected timetable relating to the Share Subdivision and the associated trading arrangement are as follows:

|   | <b>Time</b> | <b>Date</b>              |
|---|-------------|--------------------------|
| Despatch of the circular (including the notice of the EGM) and the related form of proxy to the shareholders of the Company |             | Monday, 17 February 2014 |
| Latest date and time to return proxy form for the EGM   | 10:00 a.m.  | Monday, 3 March 2014     |
| EGM   | 10:00 a.m.  | Wednesday, 5 March 2014  |
| Publication of poll results of the EGM  |             | Wednesday, 5 March 2014  |

**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in this announcement.**

|   | <b>Time</b> | <b>Date</b>            |
|---|-------------|------------------------|
| Effective date of Share Subdivision   |             | Thursday, 6 March 2014 |
| Dealings in Subdivided Shares   | 9:00 a.m.   | Thursday, 6 March 2014 |
| Original counter of trading in Shares in board lot of 10,000 Shares temporarily closes  | 9:00 a.m.   | Thursday, 6 March 2014 |
| Temporary counter for trading in Subdivided Shares in board lot of 100,000 Subdivided Shares (in the form of Existing Share Certificates) opens | 9:00 a.m.   | Thursday, 6 March 2014 |
| First day of free exchange of Existing Share Certificates for the New Share Certificates for the Subdivided Shares                              |             | Thursday, 6 March 2014 |

|   | <b>Time</b> | <b>Date</b>             |
|---|-------------|-------------------------|
| Original counter for trading in Subdivided Shares in board lot of 10,000 Subdivided Shares (only New Share Certificates for the Subdivided Shares can be traded at this counter) re-opens | 9:00 a.m.   | Thursday, 20 March 2014 |
| Parallel trading in the Shares and Subdivided Shares (in the form of Existing Share Certificate and New Share Certificates) commences   | 9:00 a.m.   | Thursday, 20 March 2014 |
| Temporary counter for trading in board lot of 100,000 Subdivided Shares (in the form of Existing Share Certificates) closes   | 4:00 p.m.   | Wednesday, 9 April 2014 |
| Parallel trading in Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) ends  | 4:00 p.m.   | Wednesday, 9 April 2014 |
| Last day for free exchange of Existing Share Certificates for the Shares for New Share Certificates for the Subdivided Shares   |             | Friday, 11 April 2014   |

*Note:* All times and dates refer to Hong Kong local times and dates.

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision and the associated trading arrangements as aforesaid.

## **EXCHANGE OF SHARE CERTIFICATES**

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 9 April 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for ten (10) Subdivided Shares.

The Existing Share Certificates will be exchanged free of charge for the New Share Certificates for Subdivided Shares between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 6 March 2014 to Friday, 11 April 2014 (both dates inclusive) at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

On any Business Day after Friday, 11 April 2014, the Existing Share Certificates will be exchanged on payment of a prescribed fee of HK\$2.50 (or such higher amount as may, from time to time, be allowed by the Stock Exchange) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates cancelled or issued is higher.

It is expected that the New Share Certificates will be available for collection within a period of ten (10) Business Days after submission of the Existing Share Certificates. The New Share Certificates will be pink in colour so as to be distinguished from the Existing Share Certificates which are red in colour.

## **GENERAL**

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares. A circular containing, amongst other things, details of the Share Subdivision, the trading arrangements in respect of the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates together with a notice of the EGM, will be despatched to the Shareholders on or before 17 February 2014.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meaning:

|                                 |  |
|---------------------------------|--|
| “Board”                         | board of directors of the Company  |
| “Business Day”                  | any day on which the Stock Exchange is open for the business of dealing in securities  |
| “Company”                       | Roma Group Limited, a company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed on the Growth Enterprise Market of the Stock Exchange |
| “Director(s)”                   | director(s) of the Company   |
| “EGM”                           | the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the proposed Share Subdivision                                      |
| “Existing Share Certificate(s)” | existing share certificate(s) of the Shares  |
| “GEM Listing Rules”             | the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, as amended from time to time  |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Listing Committee”             | has the meaning ascribed to it in the GEM Listing Rules  |

|                               |  |
|-------------------------------|--|
| “New Share Certificate(s)”    | share certificate(s) of the Subdivided Shares  |
| “Pre-IPO Share Option Scheme” | the share option scheme adopted by the Company on 26 September 2011  |
| “Share(s)”                    | share(s) of HK\$0.01 each in the share capital of the Company before the Share Subdivision becoming effective  |
| “Shareholders”                | holders of the Shares  |
| “Share Option Scheme”         | the share option scheme adopted by the Company on 26 September 2011  |
| “Share Subdivision”           | the proposed subdivision of each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into ten (10) Subdivided Shares of par value of HK\$0.001 each |
| “Stock Exchange”              | The Stock Exchange of Hong Kong Limited  |
| “Subdivided Shares(s)”        | share(s) of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective   |
| “HK\$”                        | Hong Kong dollar(s), the lawful currency of Hong Kong  |

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

Hong Kong, 29 January 2014

*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 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 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).*