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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8072)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Roma Group Limited (the “**Company**”) will be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on Wednesday, 7 May 2014 at 10:00 a.m. to consider and, if thought fit, passing each of the following resolutions, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below) to be issued pursuant to this resolution:
 - (a) upon the recommendation of the directors of the Company (the “**Directors**”), an amount standing to the credit of the share premium account of the Company be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par unissued ordinary shares of HK\$0.001 each in the share capital of the Company (the “**Bonus Share(s)**”), and that such Bonus Shares which shall be allotted and distributed, will be credited as fully paid at par, to and among the shareholders of the Company whose names appear on the register of members of the Company (the “**Register of Members**”) at the close of business on Thursday, 15 May 2014 (the “**Record Date**”), except those shareholders whose addresses as shown on the Register of Members at the close of business on the Record Date are in a jurisdiction outside Hong Kong or the People’s Republic of China (excluding Hong Kong, Macau and Taiwan) and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock

* *For identification purpose only*

Exchange (the “**Non-Qualifying Shareholders**”), on the basis of one Bonus Share for every existing share of HK\$0.001 each in the share capital of the Company then held on the Record Date (the “**Bonus Issue**”);

- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum and articles of association of the Company, rank pari passu in all respects with the shares of HK\$0.001 each in the share capital of the Company in issue on the day on which the Bonus Shares are allotted and issued, except that they will not be eligible for the Bonus Issue mentioned in this resolution;
- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

- 2. “**THAT** Mr. Ko Wai Lun Warren be elected as an independent non-executive director of the Company.”

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

Hong Kong, 16 April 2014

Registered office:
Cricket Square
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Unit 3806, 38th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

- 1. A member of the Company (the “Member”) entitled to attend and vote at the EGM convened by the above notice (the “Notice”) (or any adjournment thereof) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Member.
- 2. A form of proxy for use at the EGM is enclosed with this Notice.

3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's branch registrar in Hong Kong. Tricor Investor Services Limited (the "Share Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the EGM or at its adjourned meeting should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.

The contact phone number of the Share Registrar is (852) 2980 1333

4. To ascertain the entitlements to attend and vote at the EGM, Members must lodge all relevant transfer document(s) and share certificate(s) at the office of the Share Registrar not later than 4:30 p.m. on Monday, 5 May 2014 for registration.
5. Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the EGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto. However, should more than one of such joint holders be present at the EGM or its adjourned meeting (as the case may be), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
6. In compliance with Rules 17.47(4) on the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, voting on the resolution proposed in the Notice will be decided by way of a poll.
7. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 5:00 p.m. on the date of EGM, the EGM will be postponed and the members will be informed of the date, time and venue of the postponed EGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 9:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide whether they would attend the EGM under a bad weather condition after considering their own situation and if they do so, they are advised to exercise care and caution.

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. Ko, Wai Lun Warren and Mr. Ng, Simon.

This announcement, for which the Directors 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 of Hong Kong Limited 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 of Hong Kong Limited at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.romagroup.com.