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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)

**DISCLOSEABLE TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE
AND ADVANCE TO AN ENTITY**

PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY

The Board is pleased to announce that on 2 May 2014, the Loan Agreement was entered into between M Success as lender and the Customer as borrower. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan to the Customer.

GEM LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the amount of financial assistance granted to the Customer were more than 5% but less than 25%, the grant of the Loan constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

As the amount of the financial assistance granted to the Customer exceeds 8% under the assets ratio as defined under Rule 17.15 of the GEM Listing Rules, the grant of the Loan is also subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

It is required under Rule 17.17 of the GEM Listing Rules to disclose the identity of the Customer. As the Customer has confirmed to the Group that it does not consent to the disclosure of its identity in this announcement, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 17.17(3) of the GEM Listing Rules. Result of the application of the waiver will be published or notified to the shareholders of the Company by way of announcement as and when appropriate.

* For identification purpose only

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THE LOAN AGREEMENT

Summarised below are the principal terms of the Loan Agreement.

Date of the Loan Agreement	:	2 May 2014
Lender	:	M Success
Borrower	:	The Customer
Principal	:	HK\$10,500,000
Interest rate	:	P + 17% per annum, where P represented the prime rate of 5% offered by Bank of China (Hong Kong) Limited as of the date of the Loan Agreement, subject to fluctuation
Term	:	One year commencing from the date of the Loan Agreement
Security	:	A second legal charge in respect of a residential property located in Sheung Shui, New Territories, Hong Kong with a valuation conducted by an independent property valuer on 2 May 2014 with an amount of approximately HK\$41,000,000 as at 28 April 2014 (the “Market Value”)
Repayment	:	The Customer shall repay the interest payments on a monthly basis with the principal amount at loan maturity
Early repayment	:	An administrative fee of 2% of the principal amount of the Loan, if repayment of principal being made within six months from the date of the Loan Agreement

OTHER TERM OF THE LOAN AGREEMENT

Pursuant to the Loan Agreement, the Loan is guaranteed by the shareholders of the Customer who are Independent Third Parties.

FUNDING OF THE LOAN

The Group finances the Loan with its internal resources.

INFORMATION ON THE CUSTOMER

The Customer is a company incorporated in Hong Kong principally engaged in investment holding, property investment and trading of brassieres. The Customer is a new client to the Group. Based on public search, no legal action in relation to the mortgaged property, being the collateral of the Loan, was taken against the Customer. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Customer and its ultimate beneficial owners are Independent Third Parties and not connected with the Company.

INFORMATION ON THE GROUP AND THE LENDER

The principal activity of the Company is investment holding. The major activities of the Group are currently provision of valuation and technical advisory services and financing services in Hong Kong. M Success, as the lender of the Loan, is an indirect wholly-owned subsidiary of the Company and is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance.

REASONS FOR THE LOAN AGREEMENT

The terms of the Loan Agreement were negotiated on an arm's length basis between M Success and the Customer. The Directors consider that the granting of the Loan is a financial assistance provided by the Company within the meaning of the GEM Listing Rules. The Directors are of the view that the terms of the Loan Agreement were entered into on normal commercial terms based on the Group's credit policy. The Group has taken into account the latest market value of the mortgaged property and the latest outstanding balance of the first legal charge of such property, which was approximately 48.5% of the Market Value. Besides, the Group has also assessed the credit rating of the shareholders of the Customer and record of default on the Customer's mortgage loan in relation to the mortgaged property, the results of the financial background of the Customer and its shareholders are satisfactory. Based on the foregoing and a stable revenue and cashflow stream from the interest income is expected, the Directors consider that the terms of the Loan Agreement are fair and reasonable and the entering into of the Loan Agreement is in the interests of the Company and its shareholders as a whole.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	Roma Group Limited, a company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on GEM
“Customer”	the borrower being a company incorporated in Hong Kong and an Independent Third Party entered into of the Loan Agreement with M Success
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	party(ies) who is/are independent of the Company and its connected person(s)
“Loan”	a mortgage loan in the amount of HK\$10,500,000 provided by M Success to the Customer
“Loan Agreement”	the loan agreement dated 2 May 2014 entered into between M Success and the Customer in respect of the Loan
“M Success”	M Success Finance Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company

“Money Lenders Ordinance” the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Hong Kong, 5 May 2014

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 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 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.