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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)

**PROPOSED PLACING OF PLACING SHARES
UNDER GENERAL MANDATE**

Placing Agent



Infast Brokerage Limited

進滙證券有限公司

PROPOSED PLACING OF PLACING SHARES UNDER GENERAL MANDATE

On 15 August 2014 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent whereby the Company agreed to place, through the Placing Agent, on a best effort basis, a maximum of 963,096,000 Shares to not less than six (6) Placées at the Placing Price of HK\$0.0155 per Placing Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of 963,096,000 Shares represents approximately (i) 6.00% of the issued share capital of the Company of 16,051,600,000 Shares as at the date of this announcement; and (ii) 5.66% of the issued share capital of the Company of 17,014,696,000 Shares as enlarged by the issue of the Placing Shares. The aggregate nominal value of the maximum number of new Shares under the Placing will be HK\$963,096.

The Placing Price of HK\$0.0155 per Placing Share represents (i) a discount of approximately 18.42% to the closing price of HK\$0.019 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 18.42% to the average closing price of approximately HK\$0.019 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day.

* For identification purpose only

The Placing Shares will be allotted and issued under the General Mandate and therefore the issue of the Placing Shares will not be subject to the approval of the Shareholders. The maximum gross proceeds and net proceeds from the Placing will be approximately HK\$14.9 million and HK\$14.6 million respectively. The net placing price will be approximately HK\$0.0151 per Placing Share. The net proceeds from the Placing are intended to be used for the Group's provision of financing services.

Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date: 15 August 2014 (after trading hours)

Issuer: the Company

Placing Agent: Infast Brokerage Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules).

Number of Placing Shares

Pursuant to the Placing Agreement, the Company agreed to place, through the Placing Agent, on a best effort basis, a maximum of 963,096,000 Shares to not less than six (6) Places at the Placing Price of HK\$0.0155 per Placing Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of 963,096,000 Shares represents approximately (i) 6.00% of the issued share capital of the Company of 16,051,600,000 Shares as at the date of this announcement; and (ii) 5.66% of the issued share capital of the Company of 17,014,696,000 Shares as enlarged by the issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$963,096.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue at the time of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.0155 per Placing Share represents (i) a discount of approximately 18.42% to the closing price of HK\$0.019 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 18.42% to the average closing price of approximately HK\$0.019 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent on the date of the Placing Agreement with reference to the prevailing market price of the Shares.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and placing commission) are on normal commercial terms and are fair and reasonable and that the Placing is in the interests of the Company and the Shareholders as a whole.

Placees

The Placing Shares will be placed to not less than six (6) Placees, who and whose ultimate beneficial owners are independent institutional, professional and/or individual investors and not connected with any Directors, chief executive of the Company or substantial Shareholder(s) (if any) or the Company's subsidiaries and their respective associates. It is expected that none of the Placees will become a substantial Shareholder of the Company as a result of the Placing.

Conditions of the Placing Agreement

Completion of the Placing by the Placing Agent of the Placing Shares under the Placing Agreement is conditional upon:

- (i) the passing of resolution(s) by the Board to approve the Placing Agreement and the transactions contemplated thereunder;
- (ii) the GEM Listing Committee granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and
- (iii) the Placing Agreement not having been terminated in accordance with its terms.

The Company shall use its best endeavours to procure the fulfilment of the above conditions (i) and (ii) and in the event the above conditions (i), (ii) and (iii) are not fulfilled by 29 August 2014 (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and the Placing Agent shall be released from all obligations pursuant to the Placing Agreement and neither of the parties shall have any claim against the others in respect of the Placing save for any antecedent breach and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

As at the date of this announcement, save for condition (i) above being fulfilled, none of the above conditions has been fulfilled.

Termination

The Placing Agent shall be entitled to terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to 6:00 p.m. on the date immediately preceding the completion of the Placing Agreement if any Specific Event comes to the notice of the Placing Agent.

In the event that the Placing Agent terminates the Placing Agreement, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

Completion

Completion of the Placing will take place at 4:00 p.m. (Hong Kong time) on the third Business Day after the date on which all the conditions as set out in paragraph headed “Conditions of the Placing Agreement” above are satisfied or such other date as the Company and the Placing Agent may agree in writing.

Placing commission

The Placing Agent shall receive a placing commission of 2.0% of the amount equal to the Placing Price multiplied by the number of the Placing Shares successfully placed. The placing commission was determined after arm’s length negotiations between the Company and the Placing Agent with reference to the market rate.

General Mandate

The maximum of 963,096,000 Shares will be allotted and issued under the General Mandate. Under the General Mandate, the Company is authorised to issue up to 3,210,320,000 Shares. As at the date of this announcement, no Share has been allotted and issued under the General Mandate. Accordingly, the allotment and issue of the Placing Shares will not be subject to the approval of the Shareholders.

Application for listing

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Placing Shares.

EFFECT OF SHAREHOLDING STRUCTURE OF THE COMPANY

	As at the date of this announcement		Upon completion of the Placing	
	Number of Shares	%	Number of Shares	%
Aperto Investments Limited (Note 1)	4,092,000,000	25.49	4,092,000,000	24.05
Chan Ka Kit (Note 2)	3,600,000	0.02	3,600,000	0.02
Places	—	—	963,096,000	5.66
Other public Shareholders	<u>11,956,000,000</u>	<u>74.49</u>	<u>11,956,000,000</u>	<u>70.27</u>
Total	<u>16,051,600,000</u>	<u>100</u>	<u>17,014,696,000</u>	<u>100</u>

Notes:

1. The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk, Kee Yan Kelvin being an executive Director, the chairman and the chief executive officer of the Company. Under the SFO, Mr. Luk, Kee Yan Kelvin is deemed to be interested in all the Shares held by Aperto Investments Limited.
2. Mr. Chan Ka Kit is an independent non-executive Director.

REASONS FOR THE PLACING AND USE OF PROCEEDS

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.

The maximum gross proceeds and net proceeds from the Placing will be approximately HK\$14.9 million and HK\$14.6 million respectively. The net placing price will be approximately HK\$0.0151 per Placing Share. The net proceeds from the Placing are intended to be used for the Group's provision of financing services.

The Directors are of the view that the completion of the Placing will provide additional fund for the Group's provision of financing services and will also broaden the capital and shareholder base of the Company. The Directors also consider that the terms of the Placing, including the rate of the placing commission, are fair and reasonable based on current market conditions. Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities during the 12 months immediately preceding the date of this announcement.

GENERAL

The Placing Shares will be allotted and issued under the General Mandate and therefore the allotment and issue of the Placing Shares will not be subject to any Shareholders' approval.

Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company held on 31 July 2014
“associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“Company”	Roma Group Limited, a company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on GEM
“connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee of GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as maybe amended, supplemented or otherwise modified from time to time
“General Mandate”	the general mandate granted to the Board pursuant to the resolution passed by the Shareholders at the AGM to allot, issue and deal with up to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Last Trading Day”	15 August 2014, being the last full trading day of the Shares on the Stock Exchange immediately prior to the publication of this announcement
“Placee(s)”	any independent institutional, professional and/or individual investors who are not connected with any Directors, chief executive or substantial Shareholder(s) (if any) of the Company or its subsidiaries and their respective associates
“Placing”	the placing of the Placing Shares on a best effort basis pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Infast Brokerage Limited, a corporation licensed to carry on type 1 (dealing in securities) regulated activity under the SFO, acting as the placing agent of the Placing Shares under the Placing Agreement
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 15 August 2014 in respect of the Placing
“Placing Price”	HK\$0.0155 per Placing Share (excluding any transaction levy, Stock Exchange trading fee and other fees or levies as maybe payable by the Placees)
“Placing Share(s)”	a maximum of 963,096,000 Shares to be allotted and issued pursuant to the Placing Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the existing share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Specific Event”	an event occurring or matter arising on or after the date of the Placing Agreement and prior to the completion of the Placing Agreement which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations contained in the Placing Agreement untrue or incorrect and such would have an adverse impact or effect on the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“substantial shareholder(s)” having the meaning ascribed thereto under the GEM Listing Rules

“%” per cent.

Certain amounts and percentage figures included in this announcement have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

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

Hong Kong, 15 August 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. Lou Ming.

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 website of the Company at www.romagroup.com.