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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 SHARE CONSOLIDATION

The Board wishes to put forward to the Shareholders a proposal of Share Consolidation on the basis that every 16 issued and unissued Shares of HK\$0.001 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.016 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

A circular containing, among other things, further details of the Share Consolidation together with a notice of EGM, will be despatched to the Shareholders as soon as practicable.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every 16 issued and unissued Shares of HK\$0.001 each will be consolidated into one (1) Consolidated Share of HK\$0.016 each. Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated, sold and retained for the benefits of the Company, if possible and applicable.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of the necessary ordinary resolution(s) to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval to the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective; and

* for identification purpose only

(iii) the compliance with the relevant procedures and requirements under the Cayman Islands law (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company amounted to HK\$80,000,000 divided into 80,000,000,000 Shares, of which 16,051,600,000 Shares had been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will become HK\$80,000,000 divided into 5,000,000,000 Consolidated Shares, of which 1,003,225,000 Consolidated Shares will be in issue, which are fully paid or credited as fully paid.

	As at the date of this announcement	Immediately upon the Share Consolidation becoming effective
Nominal value of each Share/Consolidated Share	HK\$0.001 per Share	HK\$0.016 per Consolidated Share
Number of authorised Shares/Consolidated Shares	80,000,000,000 Shares	5,000,000,000 Consolidated Shares
Number of issued Shares	16,051,600,000 Shares	1,003,225,000 Consolidated Shares
Amount of authorised share capital	HK\$80,000,000	HK\$80,000,000
Amount of issued and fully paid-up share capital	HK\$16,051,600	HK\$16,051,600

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Articles of Association.

Other than the expenses, including but not limited to the professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business operations, management or financial position of the Group or result in any change in the rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

Application for Listing of the Consolidated Shares

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective. All necessary arrangements will be made for the Consolidated Shares to be admitted into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited. The Share Consolidation will be conducted in accordance with the provisions of the Articles of Association.

No part of the securities of the Company is listed or dealt in on any other stock exchange, or on which listing or permission to deal is being or is proposed to be sought.

Reasons for the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.001 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading prices of the Shares, the Board proposes to effect the Share Consolidation in order to comply with the trading requirements of the GEM Listing Rules.

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares. As a result, the Share Consolidation would not only enable the Company to comply with the trading requirements under the GEM Listing Rules, but would also attract more investors and extend the base of the Shareholders.

Accordingly, the Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Fractional Consolidated Shares and Odd Lots Arrangements

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Infast Brokerage Limited to stand in the market and provide matching services for the sale and purchase of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for Shareholders on a best effort basis during the period from 9:00 a.m. on Friday, 17 October 2014 to 4:00 p.m. on Thursday, 6 November 2014 (both dates inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their

holding of odd lots of the Consolidated Shares may contact Mr. Paul Lam of Infast Brokerage Limited by phone at (852) 2853 1078 or by fax at (852) 2544 3976 during the office hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

Exchange of Share Certificates

Should the Share Consolidation become effective, which is currently expected to be Friday, 3 October 2014, Shareholders may, during the period from Friday, 3 October 2014 to Monday, 10 November 2014 (both days inclusive), submit the existing share certificates for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the above branch share registrar of the Company for exchange. Thereafter, the existing share certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new share certificate for the Consolidated Shares issued or each existing share certificate for the Shares submitted for cancellation, whichever the number of certificates involved is higher. However, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time at the expense of the Shareholders but are not acceptable for trading, settlement and registration upon the Share Consolidation becoming effective.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the date of this announcement, there were outstanding options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme to subscribe for a total of 1,240,400,000 Shares. The Share Consolidation will cause adjustments to the exercise price and/or the number of the Consolidated Shares to be issued upon the exercise of the outstanding options granted or may be granted under the above share option schemes of the Company. The Company will appoint an independent auditor of the Company or a financial advisor to review and certify the basis of such adjustments as soon as possible. Further announcement will be made by the Company in respect of such adjustments (if any) as and when appropriate.

NO CHANGE IN BOARD LOT SIZE

The Shares are currently traded in a board lot of 20,000 Shares. Upon the Share Consolidation becoming effective, the board lot size of the Consolidated Shares for trading on the Stock Exchange will remain at 20,000 Consolidated Shares.

Based on the closing price of HK\$0.018 per Share (equivalent to HK\$0.288 per Consolidated Share) as at the date of this announcement, the value of each board lot of 20,000 Consolidated Shares, assuming that the Share Consolidation had already been effective, would be HK\$5,760.

EXPECTED TIMETABLE

The expected timetable of the proposed Share Consolidation is as follows:

Hong Kong Date and Time in 2014

Despatch of the circular with notice and proxy form of the EGM.....	on or before Friday, 12 September
Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Sunday, 28 September
Holding of the EGM.....	11:00 a.m. on Tuesday, 30 September
Announcement of voting results of the EGM.....	Tuesday, 30 September
Share Consolidation becoming effective.....	Friday, 3 October
First day of free exchange of the existing share certificates in pink for new share certificates in purple for the Consolidated Shares	Friday, 3 October
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Friday, 3 October
Original counter for trading in the Shares in board lots of 20,000 Shares (in the form of the existing share certificates in pink) temporarily closes	9:00 a.m. on Friday, 3 October
Temporary counter for trading in the Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of the existing share certificates in pink) opens	9:00 a.m. on Friday, 3 October
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates in purple) re-opens	9:00 a.m. on Friday, 17 October
Parallel trading in the Consolidated Shares (in the form of new share certificates in purple and the existing share certificates in pink) commences	9:00 a.m. on Friday, 17 October

Hong Kong Date and Time in 2014

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares..... 9:00 a.m. on Friday, 17 October

Temporary counter for trading in the Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of the existing share certificates in pink) ends 4:00 p.m. on Thursday, 6 November

Parallel trading in the Consolidated Shares (in the form of new share certificates in purple and the existing share certificates in pink) ends 4:00 p.m. on Thursday, 6 November

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares 4:00 p.m. on Thursday, 6 November

Last day for free exchange of the existing share certificates in pink for new share certificates for the Consolidated Shares in purple Monday, 10 November

GENERAL

The Company is an investment holding company. The major activities of the subsidiaries of the Company are provision of valuation and technical advisory services and financing services in Hong Kong.

An EGM will be convened for the Shareholders to, among other things, consider and, if thought fit, approve the ordinary resolution(s) in respect of the Share Consolidation. No Shareholders are required to abstain from voting on the resolution(s) in relation to the Share Consolidation.

A circular containing, among other things, further details of the Share Consolidation together with a notice of EGM, will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

“Articles of Association” the articles of association of the Company

“Board” the board of Directors

“Business Day(s)” a day on which licensed 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, an exempted company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed and traded on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.016 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be convened and held to consider and, if thought fit, approve, among other things, the Share Consolidation
“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
“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
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme of the Company conditionally approved by written resolutions of the sole Shareholder on 26 September 2011, which became effective on the listing of the Shares on GEM on 25 February 2013
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the existing issued and unissued share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every 16 issued and unissued Shares into one (1) Consolidated Share
“Share Option Scheme”	the share option scheme of the Company conditionally approved by the sole Shareholder on 26 September 2011, which became effective on 25 February 2013
“Shareholder(s)”	the holder(s) of the Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Subsidiary(ies)”

has the meaning ascribed to it under the GEM Listing Rules

By order of the Board

Roma Group Limited

Yue Kwai Wa Ken

Executive Director and Company Secretary

Hong Kong, 26 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.