

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**COMPLETION OF PLACING OF PLACING SHARES
UNDER GENERAL MANDATE**

Placing Agent



Infast Brokerage Limited

進滙證券有限公司

The Board is pleased to announce that all conditions of the Placing Agreement had been fulfilled and the completion of the Placing took place on 1 September 2014. Pursuant to the terms and conditions of the Placing Agreement, an aggregate of 925,000,000 Shares were successfully placed by the Placing Agent to not less than six (6) Places at the Placing Price of HK\$0.0155 per Placing Share.

Reference is made to the announcement of Roma Group Limited (the “**Company**”) dated 15 August 2014 (the “**Announcement**”) in relation to the placing of Placing Shares under the General Mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcement.

* for identification purpose only

COMPLETION OF PLACING OF PLACING SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions of the Placing Agreement had been fulfilled and the completion of the Placing took place on 1 September 2014. Pursuant to the terms and conditions of the Placing Agreement, an aggregate of 925,000,000 Shares were successfully placed by the Placing Agent to not less than six (6) Placees at the Placing Price of HK\$0.0155 per Placing Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective 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) or the Company's subsidiaries and their respective associates. None of the Placees and their respective associates becomes a substantial Shareholder upon completion of the Placing.

The net proceeds from the Placing, after deducting the placing commission and other related expenses payable by the Company, are approximately HK\$14.0 million. The net placing price is approximately HK\$0.0151 per Placing Share.

EFFECT OF SHAREHOLDING STRUCTURE OF THE COMPANY

The table below set out the changes in the shareholding structure of the Company as a result of the completion of the Placing

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Aperto Investments Limited (<i>Note 1</i>)	4,092,000,000	25.49	4,092,000,000	24.10
Chan Ka Kit (<i>Note 2</i>)	3,600,000	0.02	3,600,000	0.02
Placees	—	—	925,000,000	5.45
Other public Shareholders	<u>11,956,000,000</u>	<u>74.49</u>	<u>11,956,000,000</u>	<u>70.43</u>
Total	<u>16,051,600,000</u>	<u>100</u>	<u>16,976,600,000</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.

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

Hong Kong, 1 September 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.