

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.



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 10 October 2014, the Loan Agreements were entered into between M Success as lender and the Customer as borrower. Pursuant to the Loan Agreement A and the Loan Agreement B, M Success has agreed to grant the Loan A and the Loan B respectively 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 aggregate amount of financial assistance granted to the Customer were more than 5% but less than 25%, the grant of the Loans 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 aggregate 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 Loans is also subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

* For identification purpose only

PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY

The Board is pleased to announce that on 10 October 2014, the Loan Agreements were entered into between M Success as lender and the Customer as borrower. Pursuant to the Loan Agreement A and the Loan Agreement B, M Success has agreed to grant the Loan A and the Loan B respectively to the Customer.

THE LOAN AGREEMENT A

Summarised below are the principal terms of the Loan Agreement A.

Date of the Loan Agreement	:	10 October 2014
Lender	:	M Success
Borrower	:	The Customer
Principal	:	HK\$3,000,000
Interest rate	:	0.915% per month
Term	:	180 months commencing from the date of the Loan Agreement A
Security	:	A first legal charge in respect of a residential property (the "Property") located in New Territories, Hong Kong with a valuation conducted by an independent property valuer on 10 October 2014 with an amount of approximately HK\$17,000,000 (the "Market Value") as at 10 October 2014
Repayment	:	The Customer shall repay the installments of the Loan A on a monthly basis

THE LOAN AGREEMENT B

Summarised below are the principal terms of the Loan Agreement B.

Date of the Loan Agreement	:	10 October 2014
Lender	:	M Success
Borrower	:	The Customer
Principal	:	HK\$9,500,000
Interest rate	:	1.5% per month
Term	:	One year commencing from the date of the Loan Agreement B
Security	:	A second legal charge in respect of the Property
Repayment	:	The Customer shall repay the interest payments of the Loan B on a monthly basis with the principal amount at maturity of the Loan B

OTHER TERM OF THE LOAN AGREEMENTS

Pursuant to the Loan Agreements, the Loans are guaranteed by the shareholder of the Customer who is Independent Third Party.

FUNDING OF THE LOANS

The Group finances the Loans with the net proceeds from the placing of 925,000,000 new shares of the Company completed on 1 September 2014.

INFORMATION ON THE CUSTOMER

The Customer, Goldfield Asia Group Limited, is a limited liability company incorporated in Hong Kong and principal activity of which is investment holding. The Customer is a recurrent client to M Success and had been granted a mortgage loan of HK\$1,000,000 by M Success in August 2014, which was fully settled as at the date of this announcement. Based on public search, no legal action in relation to the Property, being the collateral of the Loans, 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 owner is Independent Third Party 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 Loans, 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 AGREEMENTS

The terms of the Loan Agreements were negotiated on an arm's length basis between M Success and the Customer. The Directors consider that the granting of the Loans 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 Agreements 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 Property. Besides, the Group has also assessed credit rating of the shareholder of the Customer by obtaining his credit report. It is noted that the credit rating of the shareholder of the Customer falls within the acceptable range of the Group. 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 Agreements are fair and reasonable and the entering into of the Loan Agreements is in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the aggregate amount of financial assistance granted to the Customer were more than 5% but less than 25%, the grant of the Loans 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 aggregate 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 Loans is also subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

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, an exempted company incorporated under the laws of the Cayman Islands, the issued shares of which are listed and traded on GEM
“Customer”	Goldfield Asia Group Limited, being a limited liability company incorporated in Hong Kong and an Independent Third Party entered into of the Loan Agreements 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)
“Loans”	the Loan A and the Loan B collectively
“Loan A”	a mortgage loan in the amount of HK\$3,000,000 provided by M Success to the Customer
“Loan Agreement A”	the loan agreement dated 10 October 2014 entered into between M Success and the Customer in respect of the Loan A
“Loan Agreement B”	the loan agreement dated 10 October 2014 entered into between M Success and the Customer in respect of the Loan B
“Loan Agreements”	the Loan Agreement A and the Loan Agreement B collectively

“Loan B”	a mortgage loan in the amount of HK\$9,500,000 provided by M Success to the Customer
“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, 10 October 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 Company’s website at www.romagroup.com.