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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 RIGHTS ISSUE ON THE BASIS OF
THREE RIGHTS SHARES FOR EVERY ONE CONSOLIDATED SHARE
HELD ON THE RECORD DATE
AND
RESUMPTION OF TRADING**

Financial adviser to Roma Group Limited



Underwriter of the Rights Issue



**英皇證券(香港)有限公司
Emperor Securities Limited**

* For identification purposes only

PROPOSED RIGHTS ISSUE

The Board is pleased to announce that on 20 October 2014, the Company entered into the Underwriting Agreement with the Underwriter and Aperto in relation to the underwriting and certain other arrangements in respect of the Rights Issue. The Company proposes to raise approximately HK\$286.5 million, before expenses, by way of rights issue of 3,183,112,500 Rights Shares at a price of HK\$0.09 per Rights Share on the basis of three Rights Shares for every one Consolidated Share held on the Record Date. The Rights Issue is subject to the approval by the Independent Shareholders at the EGM.

The estimated net proceeds from the Rights Issue after deducting all necessary expenses are estimated to be approximately HK\$280.2 million, which are intended to be used as to (i) approximately HK\$131.9 million for the funding and further development of the existing and future businesses of the Group; (ii) approximately HK\$126.3 million for the provision of financing services of the Group; and (iii) the balance of approximately HK\$22.0 million for general working capital of the Group. The net subscription price is estimated to be approximately HK\$0.088 per Rights Share.

UNDERWRITING ARRANGEMENT

Pursuant to the Underwriting Agreement, the Underwriter has undertaken to the Company, subject to the Rights Issue not being terminated, to fully underwrite the Underwritten Shares on the terms and subject to the conditions set out in the Underwriting Agreement. Aperto has given an irrevocable undertaking in favour of the Company and the Underwriter to subscribe for 767,250,000 Rights Shares to which Aperto is entitled under the Rights Issue.

If the Underwriter terminates the Underwriting Agreement (please refer to the sub-section headed “Termination of the Underwriting Agreement” in the section headed “Underwriting Arrangement” below) or the conditions of the Rights Issue (please refer to the sub-section headed “Conditions of the Rights Issue” in the section headed “Proposed Rights Issue” below) are not fulfilled in whole by the Company, the Underwriter or Aperto, the Rights Issue will not proceed.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional upon the fulfillment of the conditions set out below under the sub-section headed “Conditions of the Rights Issue” in the section headed “Proposed Rights Issue” below. The Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events, including but not limited to force majeure, as described below. The Rights Issue is also subject to the Underwriter not terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Issue in their nil-paid form between Monday, 8 December 2014 to Monday, 15 December 2014, both dates inclusive, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or the Rights Shares in their nil-paid form are advised to consult their own professional advisers.

According to the expected timetable, the last day of dealing in the Shares on a cum-rights basis is Tuesday, 25 November 2014 and the Shares will be dealt in on an ex-rights basis from Wednesday, 26 November 2014. The Rights Shares are expected to be dealt in the nil-paid form from Monday, 8 December 2014 to Monday, 15 December 2014 (both dates inclusive). To qualify for the Rights Issue, any transfer of the Shares (together with the relevant share certificates) must be lodged for registration with the Company's branch share registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 4:30 p.m. on Thursday, 27 November 2014.

The latest time for acceptance is expected to be at 4:00 p.m. on Thursday, 18 December 2014. The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both the nil-paid and fully-paid forms.

GEM LISTING RULES IMPLICATIONS

Pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is conditional on, among other things, the approval by the Independent Shareholders at the EGM at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue and the transactions contemplated thereunder. As at the date of this announcement, the Company does not have any controlling Shareholder. Therefore, Mr. Luk Kee Yan Kelvin and Mr. Yue Kwai Wa Ken (being the executive Directors) and their respective associates shall abstain from voting in favour of the resolution in relation to the Rights Issue and the transactions contemplated thereunder at the EGM. As at the date of this announcement, Mr. Luk Kee Yan Kelvin indirectly holds 4,092,000,000 Shares, representing approximately 24.1% of the issued share capital of the Company, through his beneficial interests in Aperto and Mr. Yue Kwai Wa Ken does not have any shareholding interest in the Company.

GENERAL

The Independent Board Committee, comprising all the independent non-executive Directors, will be established to provide recommendation to the Independent Shareholders in connection with the Rights Issue. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue.

The Circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice convening the EGM will be despatched by the Company to the Shareholders on or before Thursday, 6 November 2014.

Subject to the fulfillment of certain conditions of the Rights Issue including the approval of the Independent Shareholders at the EGM, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL and EAF to the Excluded Shareholders.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 11:17 a.m. on Thursday, 16 October 2014 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 October 2014.

PROPOSED RIGHTS ISSUE

The Board is pleased to announce that on 20 October 2014, the Company entered into the Underwriting Agreement with the Underwriter and Aperto in relation to the underwriting and certain other arrangements in respect of the Rights Issue. Details of the proposed Rights Issue are set out as follows:

Issue statistics

Basis of Rights Issue:	Three Rights Shares for every one Consolidated Share held on the Record Date
Number of Shares in issue as at the date of this announcement:	16,976,600,000 Shares
Number of Consolidated Shares in issue assuming the Share Consolidation has become effective:	1,061,037,500 Consolidated Shares (assuming no further issue of new Shares or repurchase of Shares up to the effective date of the Share Consolidation)
Number of Rights Shares:	3,183,112,500 Rights Shares
Aggregate nominal value of the Rights Shares:	HK\$50,929,800

Enlarged issued share capital upon completion of the Rights Issue: 4,244,150,000 Consolidated Shares

Subscription Price: HK\$0.09 per Rights Share

Number of Underwritten Shares: up to 2,415,862,500 Rights Shares

Underwriter: Emperor Securities Limited

Based on the existing issued share capital of the Company and assuming the Share Consolidation becomes effective and no further Shares will be issued or repurchased by the Company on or before the Record Date, a total of 3,183,112,500 Rights Shares will be provisionally allotted under the Rights Issue, representing 300% of the existing issued share capital of the Company and 75% of the issued share capital of the Company as enlarged by the issue of the Rights Shares. The Rights Issue is subject to the approval by the Independent Shareholders at the EGM.

As at the date of this announcement, the Company has 1,064,400,000 outstanding Pre-IPO Share Options and 176,000,000 outstanding Share Options which in aggregate confer holders thereof the rights to subscribe for 1,240,400,000 Shares. Subject to the Share Consolidation becoming effective, the number of Pre-IPO Share Options and Share Options would be adjusted and in aggregate confer holders thereof the rights to subscribe for 77,525,000 Consolidated Shares.

Save as disclosed above, as at the date of this announcement, the Company had no other outstanding convertible securities, options or warrants in issue which would otherwise confer any right to subscribe for, convert or exchange into the existing Shares.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and not be an Excluded Shareholder on the Record Date. In order to be registered as members of the Company on the Record Date, all transfers of the Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged with the Company's branch share registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Thursday, 27 November 2014. It is expected that the last day of dealings in the Shares on a cum-rights basis is Tuesday, 25 November 2014 and the Shares will be dealt in on an ex-rights basis from Wednesday, 26 November 2014.

The Company will send the Prospectus Documents, including the Prospectus, the PAL and the EAF, to the Qualifying Shareholders. The Company will send the Prospectus to the Excluded Shareholders (if any) for their information only.

Rights of Overseas Shareholders (if any)

The Prospectus will not be registered or filed under the securities legislation of any jurisdiction other than Hong Kong.

The Company will comply with Rule 17.41 of the GEM Listing Rules and make enquiries regarding the feasibility of extending the offer of the Rights Shares to Overseas Shareholders. If based on legal opinions provided by the legal adviser to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place of registered address or the requirements of the relevant overseas regulatory body or stock exchange in that place, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. The basis for excluding the Excluded Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and in any event before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. The net proceeds of such sale, less expenses, will be paid pro rata to the Excluded Shareholders in Hong Kong dollars as soon as practicable except that the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlements of the Excluded Shareholders will be made available for excess application by the Qualifying Shareholders. For the avoidance of doubt, the Excluded Shareholders (if any) will be entitled to vote at the EGM.

Closure of register of members

The register of members of the Company is expected to be closed from Friday, 28 November 2014 to Wednesday, 3 December 2014, both dates inclusive, to determine the entitlement to the Rights Issue. No transfer of Shares will be registered during this period.

Subscription Price

The Subscription Price of HK\$0.09 per Rights Share will be payable in full by a Qualifying Shareholder upon acceptance of the provisional allotment of the Rights Shares under the Rights Issue or application for excess Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 56.73% to the theoretical closing price of HK\$0.208 per Consolidated Share as quoted on the Stock Exchange on 15 October 2014, being the Last Trading Day;
- (ii) a discount of approximately 57.94% to the average theoretical closing price of HK\$0.214 per Consolidated Share for the five consecutive trading days up to and including the Last Trading Day;

- (iii) a discount of approximately 58.72% to the average theoretical closing price of HK\$0.218 per Consolidated Share for the ten consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 25.00% to the theoretical ex-rights price of approximately HK\$0.120 per Consolidated Share based on the theoretical closing price of HK\$0.208 per Consolidated Share as quoted on the Stock Exchange on the Last Trading Day; and
- (v) a discount of approximately 36.17% to the theoretical audited consolidated net assets value per Consolidated Share of approximately HK\$0.141 as at 31 March 2014.

The theoretical closing price per Consolidated Share is assumed as sixteen times of the closing price per Share, while the theoretical audited consolidated net assets value per Consolidated Share is assumed as sixteen times of the audited consolidated net assets value per Share (calculated based on the audited consolidated net assets of HK\$70,903,000 as at 31 March 2014 and 8,025,800,000 Shares outstanding as at that date).

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to the market price of the Shares under the prevailing market conditions. As the Rights Shares are offered to all Qualifying Shareholders, the Directors would like to set the Subscription Price at a level that would attract the Qualifying Shareholders to participate in the Rights Issue and accordingly maintain their pro-rata shareholding in the Company and participate in the future growth of the Group should they wish to do so, whereas the existing Shareholders may lose such opportunity in the placing of new Shares or other equity securities. Having taken into account the benefits and costs of the alternatives, the Board is of the view that the Rights Issue will allow the Group to strengthen its financial position without incurring any interest costs which will be arisen from debt financing. The Directors (excluding independent non-executive Directors whose opinion on the matter will be set forth in the Circular after taken into account the advice from the independent financial adviser in this regard) consider the terms of the Rights Issue, including the Subscription Price, are fair and reasonable so far as the Company and the Shareholders as a whole are concerned.

Basis of provisional allotments

The basis of the provisional allotment shall be three Rights Shares for every one Consolidated Share held by Qualifying Shareholders at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the then existing Consolidated Shares in issue. Holders of fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for (i) the Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; and (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders. Application may be made by completing the EAF for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Board will allocate the excess Rights Shares at its discretion, but on a fair and equitable basis as far as practicable on the following principles:

- (i) preference will be given to applications for less than a board lot of Rights Shares where it appears to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse the mechanism; and
- (ii) subject to availability of excess Rights Shares after allocation under principle (i) above, the excess Rights Shares will be allocated to the Qualifying Shareholders based on a sliding scale with reference to the number of excess Rights Shares available for excess application and the number of the excess Rights Shares applied for by them (i.e. Qualifying Shareholders applying for smaller number of Rights Shares are allocated with a higher percentage of successful application but will receive less number of Rights Shares; whereas Qualifying Shareholders applying for larger number of Rights Shares are allocated with a smaller percentage of successful application but will receive larger number of Rights Shares) and with board lot allocations to be made on a best effort basis.

Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually. Investors with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

Investors whose Shares are held by their nominee(s) and who would like to have their names registered on the register of members of the Company must lodge all necessary documents with the Company's branch share registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for completion of the relevant registration by 4:30 p.m. (Hong Kong time) on Thursday, 27 November 2014.

Certificates for the Rights Shares and refund cheques

Subject to the fulfillment of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" below, certificates for all fully-paid Rights Shares are expected to be posted on or before Tuesday, 30 December 2014 by ordinary post to those entitled thereto at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are also expected to be posted on or about Tuesday, 30 December 2014 by ordinary post at the risk of the Shareholders.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms. Dealing in the Rights Shares in both their nil-paid and fully-paid forms (both in board lots of 20,000) will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

Subject to the grant of listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or, under contingent situation, such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made to enable the Rights Shares in both their nil-paid and fully-paid forms to be admitted into CCASS.

Conditions of the Rights Issue

The Rights Issue is conditional on each of the following conditions being fulfilled:

- (i) the passing by the Independent Shareholders at the relevant EGM of ordinary resolutions to approve the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the Rights Issue;
- (ii) the Share Consolidation having become effective;
- (iii) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and otherwise in compliance with the GEM Listing Rules and the CWUMPO;
- (iv) the posting of the Prospectus Documents to Qualifying Shareholders on the Prospectus Posting Date and the posting of the Prospectus and a letter in the agreed form to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue within two business days after the Prospectus Posting Date;
- (v) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in all the Rights Shares (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date;

- (vi) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement;
- (vii) compliance with and performance of all the undertakings and obligations of Aperto under the terms of the Underwriting Agreement;
- (viii) the obligations of the Underwriter becoming unconditional and that the Underwriting Agreement is not terminated in accordance with the terms of the Underwriting Agreement; and
- (ix) compliance with and performance of all the undertakings and obligations of all the holders of the Pre-IPO Share Options and/or Share Options not to exercise the rights attached to the Pre-IPO Share Options and/or Share Options to subscribe for new Shares (or the Consolidated Shares, as the case may be) from the date of the Underwriting Agreement up to the Record Date (both dates inclusive).

The conditions set out above are incapable of being waived. If all of the above conditions are not satisfied by 4:00 p.m. (Hong Kong time) on Tuesday, 23 December 2014, the Latest Time for Termination, or such later date or dates as the Underwriter may agree with the Company in writing, the Underwriting Agreement shall terminate and no party will have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches, and the Rights Issue will not proceed.

UNDERWRITING ARRANGEMENT

The Rights Shares will be fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement as described below.

Underwriting Agreement

Date:	20 October 2014
Underwriter:	Emperor Securities Limited
Number of Rights Shares:	3,183,112,500 Rights Shares
Number of Underwritten Shares:	up to 2,415,862,500 Rights Shares
Commission:	the Underwriter will receive a commission in respect of its underwriting of the Rights Issue at 2.25% of the total subscription price of the maximum number of the Underwritten Shares

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter, its ultimate beneficial owner(s) and its associates are third parties independent of the Company and its connected persons.

Undertaking given by the Underwriter

The Underwriter undertakes to the Company in the Underwriting Agreement that it will sub-underwrite its underwriting obligations under the Underwriting Agreement to sub-underwriters such that each of the Underwriter and/or the sub-underwriters will be a third party independent of and not connected or acting in concert with the Directors, chief executive or substantial shareholders of the Company or their respective associates. The Underwriter further undertakes in the Underwriting Agreement that the Underwriter will use its best endeavour to procure that each of the ultimate subscribers or purchasers procured by it or the sub-underwriters will not (together with each of the respective parties acting in concert or any of their respective connected persons or associates) hold in aggregate 10% or more of the voting rights of the Company immediately after the Rights Issue.

Underwriting Commission

The Company will pay the Underwriter an underwriting commission of 2.25% of the aggregate subscription price in respect of the maximum number of the Underwritten Shares and all reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriter in respect of the Rights Issue. The underwriting commission mentioned above shall not be payable if the Underwriting Agreement does not become unconditional or if it is terminated by the Underwriter, but the Company shall pay all reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriter in respect of the Rights Issue. The Directors (excluding the independent non-executive Directors whose opinion shall be set out in the Circular after considering the advice from the independent financial adviser) are of the view that the rate of the underwriting commission is fair and reasonable.

Irrevocable undertaking

Aperto has given an irrevocable undertaking in favour of the Company and the Underwriter to subscribe for 767,250,000 Rights Shares to which Aperto is entitled under the Rights Issue.

All holders of the Pre-IPO Share Options and the Share Options have also undertaken to the Company that none of the Pre-IPO Share Options and the Share Options would be exercised from the date of this announcement up to the Record Date.

Termination of the Underwriting Agreement

The Underwriter may terminate the Underwriting Agreement by notice in writing to the Company, served prior to the Latest Time for Termination, 4:00 p.m. (Hong Kong time) on Tuesday, 23 December 2014, or such other time as may be agreed between the Underwriter and the Company if:

- (a) in the sole and absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriter

materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or

- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and absolute opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (iii) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (b) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (c) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (d) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements in connection with the Rights Issue, or
- (e) the Prospectus or announcements of the Company published since the date of the Underwriting Agreement when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the sole and absolute opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it,

the Underwriter shall at its sole and absolute discretion be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 16,976,600,000 Shares in issue and 1,064,400,000 outstanding Pre-IPO Share Options and 176,000,000 outstanding Share Options which in aggregate confer holders thereof the rights to subscribe for 1,240,400,000 Shares. Subject to the Share Consolidation becoming effective, the number of Pre-IPO Share Options and Share Options would be adjusted and in aggregate confer holders thereof the rights to subscribe 77,525,000 Consolidated Shares. The holders of the Pre-IPO Share Options and Share Options have undertaken to the Company and the Underwriter that none of the Pre-IPO Share Options and the Share Options would be exercised from the date of this announcement up to the Record Date.

The table below depicts the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon completion of the Share Consolidation; (iii) immediately upon completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders; and (iv) immediately upon completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than Aperto, assuming there is no other change in the shareholding structure of the Company since the date of this announcement:

	(i)		(ii)		(iii)		(iv)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Aperto (Note 1)	4,092,000,000	24.10	255,750,000	24.10	1,023,000,000	24.10	1,023,000,000	24.10
Mr. Chan Ka Kit (Note 2)	3,600,000	0.02	225,000	0.02	900,000	0.02	225,000	0.01
Underwriter (Note 3)	—	—	—	—	—	—	2,415,862,500	56.92
Other public Shareholders	12,881,000,000	75.88	805,062,500	75.88	3,220,250,000	75.88	805,062,500	18.97
Total	<u>16,976,600,000</u>	<u>100.0</u>	<u>1,061,037,500</u>	<u>100.0</u>	<u>4,244,150,000</u>	<u>100.0</u>	<u>4,244,150,000</u>	<u>100.0</u>

Notes:

1. The entire issued share capital of Aperto 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.
2. Mr. Chan Ka Kit is an independent non-executive Director.
3. In circumstances where the Rights Issue were to become unconditional and the Underwriter was obliged to take up Underwritten Shares in their entirety, the underwriting commitment would extend to a stake of approximately 56.92% in the share capital of the Company as enlarged by the issue of the Rights Shares. The Underwriter undertakes to the Company in the Underwriting Agreement that it will sub-underwrite its underwriting obligations under the Underwriting Agreement to sub-underwriters such that each of the Underwriter and/or the sub-underwriters will be a third party independent of and not connected or acting in concert with the Directors, chief executive or substantial shareholders of the Company or their respective associates. The Underwriter further undertakes in the Underwriting Agreement that the Underwriter will use its best endeavour to procure that each of the ultimate subscribers or purchasers procured by it or the sub-underwriters will not (together with each of the respective parties acting in concert or any of their respective connected persons or associates) hold in aggregate 10% or more of the voting rights of the Company immediately after the Rights Issue.

GEM LISTING RULES IMPLICATIONS

Pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is conditional on, among other things, the approval by the Independent Shareholders at the EGM at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue and the transactions contemplated thereunder. As at the date of this announcement, the Company does not have any controlling Shareholder. Therefore, Mr. Luk Kee Yan Kelvin and Mr. Yue Kwai Wa Ken (being the executive Directors) and their respective associates shall abstain from voting in favour of the resolution in relation to the Rights Issue and the transactions contemplated thereunder at the EGM. As at the date of this announcement, Mr. Luk Kee Yan Kelvin indirectly holds 4,092,000,000 Shares, representing approximately 24.1% of the issued share capital of the Company, through his beneficial interests in Aperto and Mr. Yue Kwai Wa Ken does not have any shareholding interest in the Company.

EXPECTED TIMETABLE FOR THE RIGHTS ISSUE AND SHARE CONSOLIDATION

The expected timetable for the Rights Issue and the Share Consolidation set out below is for indicative purposes only and it has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled. The expected timetable is subject to change, and any changes will be announced in separate announcement(s) by the Company as and when appropriate.

Event	2014
Last Trading Day	Wednesday, 15 October
Despatch of the circular and notice of extraordinary general meeting relating to the Share Consolidation	Thursday, 6 November
Despatch of the Circular and notice of EGM relating to the Rights Issue.....	Thursday, 6 November
Latest time for lodging transfers of Shares in order to qualify for attendance and voting at the EGM.....	4:30 p.m. on Wednesday, 19 November
Closure of register of members of the Company to determine the qualification for attendance and voting at the EGM	Thursday, 20 November to Monday, 24 November (both dates inclusive)

Event**2014**

Latest time for lodging form of proxy for the EGM relating to the Rights Issue and the Share Consolidation.....	8:00 a.m. on Saturday, 22 November
Expected date and time of the EGM relating to the Rights Issue and the Share Consolidation	8:00 a.m. on Monday, 24 November
Announcement of the results of the EGM relating to the Rights Issue and the Share Consolidation.....	Monday, 24 November
Register of members re-opens	Tuesday, 25 November
Share Consolidation becoming effective.....	Tuesday, 25 November
First day of free exchange of existing share certificates in pink for new share certificates in purple for the Consolidated Shares	Tuesday, 25 November
Commencement of dealings in Consolidated Shares.....	9:00 a.m. on Tuesday, 25 November
Original counter for trading in the Shares in board lots of 20,000 Shares (in the form of existing share certificates in pink) temporarily closes	9:00 a.m. on Tuesday, 25 November
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 Tuesday, 25 November
Last day of dealings in the Shares on a cum-rights basis	Tuesday, 25 November
First day of dealings in the Shares on an ex-rights basis.....	Wednesday, 26 November
Latest time for lodging transfers of Shares to be entitled for the Rights Issue.....	4:30 p.m. on Thursday, 27 November
Closure of register of members of the Company to determine the entitlements to the Rights Issue.....	Friday, 28 November to Wednesday, 3 December (both dates inclusive)
Record Date for the Rights Issue.....	Wednesday, 3 December
Register of members re-opens	Thursday, 4 December

Event**2014**

Despatch of the Prospectus, PAL and EAF.....	Thursday, 4 December
First day of dealings in nil-paid Rights Shares.....	9:00 a.m. on Monday, 8 December
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 Tuesday, 9 December
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 Tuesday, 9 December
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares.....	9:00 a.m. on Tuesday, 9 December
Latest time for splitting nil-paid Rights Shares.....	4:30 p.m. on Wednesday, 10 December
Last day of dealings in nil-paid Rights Shares	4:00 p.m. on Monday, 15 December
Latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares.....	4:00 p.m. on Thursday, 18 December
Latest time for Termination	4:00 p.m. on Tuesday, 23 December
Announcement of the results of the acceptance and the excess application of the Rights Issue	Monday, 29 December
Despatch of the refund cheques for wholly and partially unsuccessful applications for excess Rights Shares	Tuesday, 30 December
Despatch of the share certificates for fully-paid Rights Shares.....	Tuesday, 30 December
First day of dealings in fully-paid Rights Shares.....	9:00 a.m. on Wednesday, 31 December
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	12:00 noon on Wednesday, 31 December

Event

2014

Parallel trading in the Consolidated Shares
(in the form of new share certificates in purple
and the existing share certificates in pink) ends..... 12:00 noon on
Wednesday, 31 December

Designated broker ceases to stand in the market
to provide matching services for odd lots
of the Consolidated Shares 12:00 noon on
Wednesday, 31 December

2015

Last day for free exchange of the existing share certificates
in pink for new share certificates
for the Consolidated Shares in purple Tuesday, 6 January

Note: Eve of New Year, 31 December 2014, is non-settlement day. Settlement services under CCASS including batch-settlement-runs, Settlement Instructions and Investor Settlement Instructions will not be available on that date.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional upon the fulfillment of the conditions set out above under the sub-section headed “Conditions of the Rights Issue” in the section headed “Proposed Rights Issue” above. The Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events, including but not limited to force majeure, as described above. The Rights Issue is also subject to the Underwriter not terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.

Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealing in the Rights Issue in their nil-paid form between Monday, 8 December 2014 to Monday, 15 December 2014, both dates inclusive, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or the Rights Shares in their nil-paid form are advised to consult their own professional advisers.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of valuation and technical advisory services and financing services in Hong Kong.

The Group has been putting efforts on strengthening its financial position, including but not limited to raising sufficient funding for the business development of the Group. When formulating the structure of the Rights Issue, the Directors have considered other fund

raising alternatives for the Group, such as placing of new Shares, open offer of new Shares or other convertible securities. Taking into account the benefits and cost of each of the alternatives, the Board considers that the Rights Issue is in the interests of the Company and the Shareholders as a whole as it offers all the Qualifying Shareholders an equal opportunity to participate in the enlargement of the capital base of the Company at a discount to market price of the Shares and enables the Qualifying Shareholders to maintain their proportionate interests in the Company and continue to participate in the future development of the Company should they wish to do so.

The gross proceeds from the Rights Issue will be approximately HK\$286.5 million. The estimated net proceeds from the Rights Issue after deducting all necessary expenses will be approximately HK\$280.2 million, which are intended to be used as to (i) approximately HK\$131.9 million, representing approximately 47% of the estimated net proceeds from the Rights Issue for the funding and further development of the existing and future businesses of the Group; (ii) approximately HK\$126.3 million, representing approximately 45% of the estimated net proceeds from the Rights Issue for the provision of financing services of the Group; and (iii) the balance of approximately HK\$22.0 million, representing approximately 8% of the estimated net proceeds from the Rights Issue for general working capital of the Group. Based on the aforesaid estimated net proceeds, the net subscription price is expected to be approximately HK\$0.088 per Rights Share.

Development of existing and future businesses of the Group

The Group intends to expand its existing valuation and technical advisory services through acquisitions, business collaboration and/or partnership arrangements if and when suitable business opportunities arise. The Directors intend to grow the size of the advisory team, enhance the capability of the Group, expand scope of services to be provided and increase the market share of the Group in a more efficient way. With their experience in the industry, the Directors understand that the valuation and technical advisory market in Hong Kong is concentrated with limited number of major players. The Directors also have knowledge about who these major players are and consider that most of them are possible merger targets or co-operation partners, although they have not as at the date of this announcement identified any specific potential targets or partners with which they would commence discussions. During the past year, the Directors had also been approached by certain peer companies in Hong Kong for possible business collaborations and the Directors were given a general idea on the size and financial performance of these peer companies. Having conducted the necessary market research and analysis, the Directors believe that it is more probable that the Group will go by way of acquisitions of existing business, rather than merger or combination or collaboration of business with other counterparts in the industry. Based on this knowledge and by making reference to the market valuation of a peer company (which is listed on the GEM and is trading at about 21 times price-earnings multiple), the Directors estimate that the capital required for acquisition of peer companies could possibly range from HK\$80 million to HK\$130 million. As the Company has only allocated 20% of the IPO Net Proceeds (as defined hereinafter) (i.e. approximately HK\$5.3 million) for merger and acquisition opportunities and business collaboration, the Directors acknowledge the need for the Group to build up its war chest for investment first before it could embark on any negotiations with any serious seller and/or investee companies, thus the Company proposes the Rights Issue in order to strengthen its capital base and allocated

approximately HK\$131.9 million of the net proceeds from the Rights Issue for such purpose. As at the date of this announcement, the Group has not identified any specific targets for business expansion.

Development of financing businesses of the Group

The Group plans to grow its provision of financing services business conducted through an indirect wholly-owned subsidiary of the Company, which is licensed to conduct money lending business in Hong Kong in October 2013. At the initial stage, the Group planned to operate the lending business on a small scale and had allocated fund of up to HK\$10 million entirely from its internally generated operating cashflow and cash reserves for this business. Based on the expected loan portfolio size and interest rate to be offered to potential borrowers and the then market conditions, the Group estimated in its budget prepared in August 2013 that the revenue to be generated from the provision of financing services would account for less than 2% and 5% of the total revenue of the Group for each of the two years ended 31 March 2014 and 2015 respectively, and that the business could self-finance its daily operations. As shown in the 2013/2014 annual report of the Company, the audited revenue of the financing business accounted for approximately 2.0% of the Group's total audited revenue for the year ended 31 March 2014, and the outstanding loan portfolio as at 31 March 2014 was approximately HK\$10.4 million. During the three months ended 30 June 2014, the Group expanded its loan portfolio. On 2 May 2014, the Group granted a mortgage loan in an amount of HK\$10.5 million to a company, which is independent of the Company and its connected persons. As the growth and performance of the business exceeded the Group's original expectation at the time of the August 2013 budget, the Company decided that it would be in the interests of the Company and its Shareholders to expand into the financing business and thus proposed placing of new Shares in August 2014, from which the entire amount of the net proceeds of HK\$14.0 million is intended to be applied to the financing business. The placing was completed on 1 September 2014. As disclosed in the announcement of the Company dated 10 October 2014, the Group entered into two loan agreements with a borrower pursuant to which the Group has agreed to grant mortgage loan facilities to the borrower at an aggregate principal amount of HK\$12.5 million out of the proceeds from the aforesaid placing.

The Board considers that financing business is a good profit contributor to the Group taking into account the existing relatively small size of the loan portfolio and yet the reasonable return generated therefrom. In view of the growing demand for the Group's financing services particularly for mortgage loans and the relatively high value of properties in general in the Hong Kong market, the Board takes the view that it would be in the interests of the Company and its Shareholders to expand into this business. Considering that financing business is capital in nature, the Directors are of the view that the development and growth of this business is principally limited by capital and that sufficient capital should be in place to fund the increase in loan portfolio in order to reach its critical mass of at least HK\$100 million to HK\$150 million.

The management of the Company has prepared business plan to the Directors and recommended to the Directors that the Company should take advantage of general market strength to strengthen the Group's balance sheet and financial capability to capture financing business opportunities which may arise from the possible gradual recovery in the US interest rate. The amount of approximately HK\$126.3 million of the net proceeds from the Rights

Issue to be allocated to the financing business to fund the growth in loan portfolio and other operating expenses is the balancing proceeds available after taking into account the proposed size and net proceeds to be raised from the Rights Issue of approximately HK\$280.2 million, the allocation of approximately HK\$131.9 million for future acquisitions as explained above and approximately HK\$22.0 million as general working capital of the Group.

As at the date of this announcement, the Directors confirmed that the Company currently has no plan to commence business which is new to the existing businesses of the Group.

Based on the foregoing, the Directors consider that it is appropriate to propose the Rights Issue as a means of fund raising for the Group's future expansion. The Directors also consider that the terms of the Rights Issue, including the Subscription Price and the rate of the underwriting commission, are fair and reasonable based on current market conditions. Accordingly, the Board considers that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

UPDATES ON THE USE OF PROCEEDS FROM THE LISTING

Since 25 February 2013, being the date of the listing of the Shares on GEM (the "Listing") and up to the date of this announcement, the Group has utilised approximately HK\$8.7 million of the net proceeds from the Listing (the "IPO Net Proceeds"). As at the date of this announcement, approximately HK\$17.3 million of the IPO Net Proceeds remain unutilised. The Company expects to apply the remaining IPO Net Proceeds as follows:

	Estimated use of the remaining IPO Net Proceeds <i>(HK\$ in million)</i>
Exploring merger and acquisition opportunities and business collaboration	5.3
Enhancing the quality and expanding the professional team	5.1
Upgrading and maintaining the information technology system	5.6
Strengthening the marketing efforts	1.3
	<hr style="border-top: 1px solid black;"/>
	<u>17.3</u>

As explained in the section headed "Reasons for the Rights Issue and use of proceeds" above, as the portion of the IPO Net Proceeds of HK\$5.3 million allocated for business expansion may not be sufficient for any sizeable merger and acquisition opportunity, the Directors plan to strengthen the Company's capital base by the Rights Issue in order to equip the Group with sufficient fund for any attractive and sizeable business opportunities. Since the Listing, the portion of the IPO Net Proceeds to upgrade the information technology system of the Group has not been utilised as intended. As stated in the prospectus of the Company dated 31 January 2013, the Group intended to expand its mining advisory capabilities, from provision of valuation and technical advisory services at the exploration and development stage of the mining project life cycle to provision of mine operation management and mine closure and reclamation services at the later stages of the

mining project life cycle. To this end, the Group expected that it would require to upgrade its information technology system including improving the existing software which is used for general mine consulting services as well as acquiring specialised mine management software which is normally customised to suit client's needs, and thus allocated IPO Net Proceeds of approximately HK\$5.8 million for such purpose. In addition, the Group also intended to recruit new professional staff including geologists and mining experts to enhance the services of the professional team.

Subsequent to the Listing and in December 2013, as part of the aforesaid business expansion plan, the Group hired one senior geologist who is one of the two founders of The Australasian Institute of Mining and Metallurgy (The AusIMM) in Hong Kong and is currently the branch's Honorary Secretary and responsible for high level technical consulting, business development and project management. He has been assisting the Group in reviewing the existing information technology system and software, and evaluating the specifications and quotations of a number of mine consultancy software and mine management software for the purpose of identifying appropriate new software to upgrade the Group's system. The Group has studied the specification of certain software for mine management, namely Fusion, PitRamp and Mine24D. Having considered that the Group's clients are engaging in various scopes of natural resources related services, the Group aims to acquire software systems that will provide more versatile applications to a wider range of mining projects and is researching on the effectiveness of certain mine consultancy software.

During the selection process, the Directors has taken note of the slowing down of the worldwide resources sector as evidenced by the drop in metal prices and the fact that the Group has not secured any mandate to provide mine operation management services. The Directors believe the prices of the abovementioned software may come down due to slacken market conditions. As the Directors consider that the existing information technology system used by the Group is sufficient to meet the present work load and requirements of the Group, the Group can wait until a later time to upgrade all of the existing systems and install additional new software and purchase mine management software in order to take advantage of a downward adjustment of the products while pending for the improvement in market activities. As a result, only approximately HK\$0.2 million out of the HK\$5.8 million of the IPO Net Proceeds allocated for upgrading and maintaining the information technology system of the Group has been utilised as at the date hereof. Although the upgrading of the software system is falling behind the original schedule as intended, the Group will continue to search for suitable software and purchase such software if the cost effectiveness is justified. The unutilised portion of the IPO Net Proceeds of HK\$5.6 million will continue to be earmarked for such purpose. The Group endeavors to look for professional software which could satisfy most of its clients' needs and utilise its resources effectively.

FUND RAISING EXERCISE OF THE COMPANY SINCE ITS LISTING

The following is the fund raising activity of the Company since its Listing up to the date of this announcement:

Date of announcement	Event	Estimated net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
15 August 2014	Placing of 925,000,000 new Shares under general mandate	Approximately HK\$14 million	For the Group's provision of financing services	Utilised HK\$12.5 million for mortgage loan facilities

Save as disclosed above, the Company did not conduct any fund raising exercise since its Listing up to the date of this announcement.

CORPORATE ACTIONS OF THE COMPANY SINCE ITS LISTING

The followings are the corporate actions of the Company and the dilution effect on the share price and shares in issue after relevant corporate actions since its Listing up to the date of this announcement:

Date of announcement	Event	Dilution effect on the share price after the relevant corporate event	Total number of shares in issue after relevant corporate action	Dilution effect on the Company's shares in issue after the relevant corporate event (Note 1)
29 January 2014	Subdivision of each of the then issued and unissued shares of the Company into ten subdivided shares	Adjusted downwards by 90%	8,000,000,000	No effect (Note 2)
28 March 2014	Issue of one bonus Share for every then issued Share held by qualifying shareholders of the Company	Adjusted downwards by 50%	16,051,600,000	No effect (Note 2)
15 August 2014	Placing of 925,000,000 new Shares under general mandate	No effect	16,976,600,000	5.45%
26 August 2014	Proposed consolidation of every 16 issued and unissued Shares into one Consolidated Share	To be adjusted upwards by 16 times	1,061,037,500	No effect (Note 2)
20 October 2014	Proposed Rights Issue	To be adjusted downwards by 42.31% (Note 3)	4,244,150,000	75% (Note 4)
	Accumulated dilution effect with reference to the number of shares in issue as at 25 February 2013 (Note 5)			76.44%

Notes:

1. The dilution effect is calculated by dividing the increase in number of shares of the Company with the aggregate number of shares in issue immediately after the relevant corporate event.
2. The corporate action was on a pro rata basis and the shareholding of all Shareholders would remain unchanged.
3. The dilution effect on the share price is calculated based on the theoretical ex-rights price of approximately HK\$0.120 per Consolidated Share and the theoretical closing price of HK\$0.208 per Consolidated Share as quoted on the Stock Exchange on 15 October 2014, being the Last Trading Day.
4. The dilution effect on the Shares only applies to those Shareholders who do not apply for the proposed Rights Issue.
5. For illustrative purpose only, the accumulated dilution effect shows the effect on shareholdings after the corporate actions involving issue of new shares since the Listing and assuming nil acceptance by the Shareholders upon completion of the proposed Rights Issue.

Save as disclosed above, the Company did not conduct any other corporate actions since its Listing up to the date of this announcement.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors will be established to provide recommendation to the Independent Shareholders in connection with the Rights Issue. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue.

The Circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice convening the EGM will be despatched by the Company to the Shareholders on or before Thursday, 6 November 2014.

Subject to the fulfillment of certain conditions of the Rights Issue including the approval of the Independent Shareholders at the EGM, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL and EAF to the Excluded Shareholders.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 11:17 a.m. on Thursday, 16 October 2014 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 October 2014.

DEFINITIONS

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

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“Aperto”	Aperto Investments Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is legally and beneficially owned by Mr. Luk Kee Yan Kelvin, an executive Director, the chairman and the chief executive officer of the Company
“Board”	board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular to be despatched to the Shareholders by the Company related to, among other things, the Rights Issue
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.016 each in the issued and unissued share capital of the Company upon the Share Consolidation becoming effective
“CWUMPO”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Director(s)”	director(s) of the Company
“EAF”	the excess application form(s) to be issued in connection with the Rights Issue
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, among other things, the Rights Issue
“Excluded Shareholders”	the Overseas Shareholder(s) whom the Directors, after making enquiries regarding the legal restrictions under the laws of the relevant place or the requirements of the relevant overseas regulatory bodies or stock exchange, consider it necessary or expedient to exclude them from the Rights Issue
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Company and to be constituted by all the independent non-executive Directors for the purpose of giving a recommendation to the Independent Shareholders on the Rights Issue
“Independent Shareholders”	the Shareholders who are not required under the GEM Listing Rules to abstain from voting on the resolution approving the Rights Issue at the EGM
“Last Trading Day”	15 October 2014, being the last full trading day of the Shares on the GEM Board prior to the release of this announcement
“Latest Time for Termination”	4:00 p.m. on the third business day after the latest time for acceptance of the Rights Issue or such other time as may be agreed between the Company and the Underwriter
“Overseas Shareholder(s)”	the Shareholder(s) (whose names appear on the register of members of the Company at the close of business on the Record Date) with register address(es) outside Hong Kong
“PAL”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Pre-IPO Share Options”	the share options granted by the Company entitling the holders thereof to subscribe for Shares or Consolidated Shares (as the case may be) pursuant to the Pre-IPO Share Option Scheme
“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
“Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue
“Prospectus Documents”	together, the Prospectus, the PAL and the EAF

“Prospectus Posting Date”	4 December 2014 or such other date as the Underwriter may agree in writing with the Company, being the date of posting of the Prospectus Documents by the Company to the Qualifying Shareholders
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business on the Record Date, other than those Excluded Shareholders, if any
“Record Date”	3 December 2014, the record date to determine entitlements to the Rights Issue
“Rights Issue”	the issue of 3,183,112,500 Rights Shares at the Subscription Price on the basis of three Rights Shares for every one Consolidated Share held on the Record Date payable in full on acceptance
“Rights Share(s)”	new Consolidated Share(s) to be allotted and issued in respect of the Rights Issue
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued and unissued share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every sixteen (16) issued and unissued Shares of HK\$0.001 each into one (1) Consolidated Share of HK\$0.016 each, details of which are set out in the announcement of the Company dated 26 August 2014
“Share Options”	the share options granted by the Company entitling the holders thereof to subscribe for Shares or Consolidated Shares (as the case may be) pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company conditionally approved by the sole Shareholder on 26 September 2011, which became effective on the listing of the Shares on GEM on 25 February 2013
“Shareholder(s)”	holder(s) of the Share(s) or the Consolidated Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.09 per Rights Share
“Takeovers Code”	the Code on Takeovers and Mergers

“Underwriter”	Emperor Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance, being the underwriter of the Rights Issue
“Underwriting Agreement”	the underwriting agreement entered into between the Company, the Underwriter and Aperto dated 20 October 2014 in relation to the Rights Issue
“Underwritten Shares”	the number of Rights Shares to be underwritten by the Underwriter up to a maximum of 2,415,862,500 Rights Shares (being the total number of Rights Shares less the entitlement of Aperto for which it has undertaken to subscribe under the Rights Issue)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 20 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page 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.