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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)

POLL RESULT OF EXTRAORDINARY GENERAL MEETING HELD ON 24 NOVEMBER 2014 FOR SHARE CONSOLIDATION AND ADJUSTMENTS TO THE SHARE OPTIONS

POLL RESULT OF THE EGM

The Board is pleased to announce that at the EGM held on 24 November 2014, the ordinary resolution approving the Share Consolidation was duly passed by the Shareholders by way of poll.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the Share Consolidation, (i) the exercise price of the Pre-IPO Share Option Scheme is adjusted from HK\$0.0135 per Share to HK\$0.216 per Consolidated Share and the number of outstanding share options granted under the Pre-IPO Share Option Scheme is adjusted from 1,052,400,000 to 65,775,000; and (ii) the exercise price of the Share Option Scheme is adjusted from HK\$0.0500 per Share to HK\$0.800 per Consolidated Share and the number of outstanding share options granted under the Share Option Scheme is adjusted from 176,000,000 to 11,000,000.

Reference is made to the circular of Roma Group Limited (the “Company”) dated 6 November 2014 in relation to 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 (the “Share Consolidation”) (the “Circular”). Unless defined otherwise, capitalised terms used herein shall have the same respective meanings as those defined in the Circular.

* *For identification purpose only*

POLL RESULT OF THE EGM

The Board is pleased to announce that at the EGM held on 24 November 2014, the ordinary resolution approving the Share Consolidation (the “Resolution”) was duly passed by the Shareholders by way of poll.

As at the date of the EGM, there were a total of 16,976,600,000 Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting on the Resolution at the EGM under the GEM Listing Rules. No Shareholders have stated in the Circular their intention to vote against or to abstain from voting on the Resolution at the EGM.

Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the vote-taking at the EGM.

The poll result in respect of the Resolution at the EGM is set out as follows:

Ordinary Resolution	Number of Votes (Approximate %) <i>(Note)</i>	
	For	Against
To approve the Share Consolidation [△] .	3,901,340,000 (99.86%)	5,500,600 (0.14%)

[△] The full text of the Resolution was set out in the EGM Notice.

Note: The number of votes and approximate percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who voted at the EGM in person or by proxy or corporate representative.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

Accordingly, the Share Consolidation will take effect on Tuesday, 25 November 2014. Please refer to the Circular for details, including the trading arrangement, in respect of the Share Consolidation.

ADJUSTMENTS TO THE SHARE OPTIONS

Immediately before the completion of the Share Consolidation, there were 1,052,400,000 and 176,000,000 outstanding share options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme, respectively. Immediately upon the Share Consolidation becoming effective on 25 November 2014, the exercise price and the number of outstanding share options will be adjusted in the following manner:

	Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
	Number of outstanding share options	Exercise price per Share (HK\$)	Adjusted number of outstanding share options	Adjusted exercise price per Consolidated Share (HK\$)
Pre-IPO Share Option Scheme	1,052,400,000	0.0135	65,775,000	0.216
Share Option Scheme	176,000,000	0.0500	11,000,000	0.800

Save for the above adjustments, all other terms and conditions of the outstanding share options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme remain unchanged.

BDO Limited, an independent auditor of the Company, has reviewed and agreed with the adjustments to the outstanding share options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme, which have been disclosed above.

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

Hong Kong, 24 November 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 enquiries, 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.