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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 RIGHTS ISSUE**

### **POLL RESULT OF THE EGM**

The Board is pleased to announce that the ordinary resolution as set out in the notice of EGM relating to the Rights Issue dated 6 November 2014 was duly passed by the Independent Shareholders by way of poll at the EGM held on 24 November 2014.

Reference is made to the circular of Roma Group Limited (the “**Company**”) dated 6 November 2014 in relation to the proposed rights issue on the basis of three Rights Shares for every one Consolidated Share held on the Record Date (the “**Rights Issue Circular**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Rights Issue Circular.

### **POLL RESULT OF THE EGM**

The Board is pleased to announce that the ordinary resolution to approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder (the “**Resolution**”) as set out in the notice of EGM relating to the Rights Issue dated 6 November 2014 was duly passed by the Independent Shareholders by way of poll at the EGM held on 24 November 2014. As at the date of the EGM, there were a total of 16,976,600,000 Shares in issue. As stated in the Rights Issue Circular, 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. As at the date of the EGM, the Company did not have any controlling Shareholders. Mr. Luk, Kee Yan Kelvin (being the executive Director) indirectly held 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 (being the executive Director) did not have any shareholding interest in the Company. Mr. Luk, Kee

\* *For identification purpose only*

Yan Kelvin and Mr. Yue, Kwai Wa Ken and their respective associates were required to and had abstained from voting in favour of the Resolution at the EGM. Save as disclosed above, no other Shareholders were required to abstain from voting on or to vote only against the Resolution to approve the Rights Issue. The number of Shares entitling the Independent Shareholders to vote on the Resolution at the EGM was 12,884,600,000 Shares.

Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the EGM. The poll result in respect of the Resolution of the EGM was as follows:

Ordinary Resolution	Number of Votes (Approximate %)	
	For	Against
To approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.	227,720,000 (99.99%)	24,600 (0.01%)

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed by the Independent Shareholders.

#### **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the tentative timetable as set out in the Rights Issue Circular. The Prospectus Documents are expected to be despatched on 4 December 2014 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. 3 December 2014. The Prospectus but not the PAL and EAF are expected to be despatched to the Excluded Shareholders on 4 December 2014 for their information only.

Qualifying Shareholders are reminded that the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 18 December 2014.

#### **WARNING OF THE RISKS OF DEALING IN SHARES/CONSOLIDATED SHARES AND THE NIL-PAID RIGHTS SHARES**

**The Rights Issue is conditional upon the fulfillment of the conditions set out in the Rights Issue Circular. 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. 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/Consolidated Shares from the date of the Announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealing in the Rights Shares 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/Consolidated Shares or the Rights Shares in their nil-paid form are advised to consult their own professional advisers.**

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 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.*

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