

IMPORTANT

Reference is made to the prospectus (the "Prospectus") issued by Roma Group Limited dated 4 December 2014 in relation to the Rights Issue. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context otherwise requires.

THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS EAF AND THE ACCOMPANYING PAL EXPIRES AT 4:00 P.M. ON THURSDAY, 18 DECEMBER 2014.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EAF, OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, OTHER LICENSED CORPORATION, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

A copy of each of the Prospectus Documents of which this EAF forms part, together with the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong as required by Section 342Z of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission take no responsibility for the contents of any of these documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to their 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 EAF.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their full-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 full-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as may be 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.

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:

- in the sole and absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - 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 of 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
 - 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 arising generally 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 of 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
 - any material adverse change in the business or in the financial or trading position of the Group as a whole; or
 - 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
 - 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
 - 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 Announcement or the Prospectus Documents or other announcements in connection with the Rights Issue; or
- the Prospectus or announcements of the Company published since the date of the Underwriting Agreement which 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.

If the Underwriter terminates the Underwriting Agreement, no party will have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches. The Company shall pay all reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriter in respect of the Rights Issue.

If the Underwriting Agreement is terminated by the Underwriter on or before the Latest Time for Termination or does not become unconditional, the Rights Issue will not proceed.

Dealings in the Rights Shares in their full-paid form will take place from Monday, 8 December 2014 to Monday, 15 December 2014 (both dates inclusive). If the Underwriter terminates the Underwriting Agreement, or the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any Shareholders or other persons contemplating selling or purchasing Consolidated Shares and/or Rights Shares in their full-paid form up to the date when the conditions of the Rights Issue are fulfilled (which is expected to be 4:00 p.m. on Tuesday, 23 December 2014) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

**ROMA****ROMA GROUP LIMITED****羅馬集團有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8072)**

Hong Kong branch share registrar:
Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business
in Hong Kong:
Unit 3806, 38th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

4 December 2014

**RIGHTS ISSUE OF 3,183,112,500 RIGHTS SHARES ON THE BASIS OF
THREE RIGHTS SHARE FOR EVERY ONE CONSOLIDATED SHARES HELD
ON THE RECORD DATE AT HK\$0.09 PER RIGHTS SHARE
PAYABLE IN FULL ON APPLICATION BY NOT LATER THAN 4:00 P.M. ON THURSDAY, 18 DECEMBER 2014
EXCESS APPLICATION FORM**

Name(s) and address of the Qualifying Shareholder(s)

Application can only be made
by the Qualifying Shareholder(s)
named here.

To: The Directors
Roma Group Limited

Dear Sir/Madam,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for _____ excess Rights Share(s) at the Subscription Price of HK\$0.09 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance in favour of "ROMA GROUP LTD – EXCESS APPLICATION ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" issued for HKS _____ being payment in full on application for the aforementioned number of excess Rights Shares and I/we hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand that the Directors will allocate the excess Rights Shares at their sole discretion and on a fair and equitable basis. I/We, hereby undertake to accept such number of additional Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus Documents and subject to the memorandum and articles of association of the Company. In respect of any additional Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares (as the case may be).

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicant(s) must sign)

Date: _____ 2014

Contact Tel. No.: _____

This EAF should be completed and lodged, together with payment as to HK\$0.09 per Rights Share for the number of excess Rights Shares applied for, with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by not later than 4:00 p.m. on Thursday, 18 December 2014. All remittances must be made in Hong Kong dollars and must be forwarded either by cheque drawn on an account with a licensed bank in Hong Kong or by a cashier's order issued by a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "ROMA GROUP LTD – EXCESS APPLICATION ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". All enquiries in connection with this EAF should be addressed to the Registrar at the above address.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interests earned on such monies will be retained for the benefit of the Company. Completion and return of an EAF together with a cheque or cashier's order in payment for the excess Rights Shares applied for which will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation.

The Prospectus Documents have not been and will not be registered and/or filed under any securities or equivalent legislation of any jurisdictions other than the applicable laws in Hong Kong. The Prospectus (without the PAL and this EAF) is being sent to the Excluded Shareholders (if any) for their information only. Save as described under the paragraph headed "Rights of Overseas Shareholders" in the section headed "Letter from the Board" in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Issue in any territory outside Hong Kong. No person receiving a copy of the Prospectus or a PAL or an EAF and having a registered address in the register of members of the Company in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to make an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself as to the full observance of the laws of the relevant territory or jurisdiction including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. No application for Rights Shares will be accepted from any Excluded Shareholders. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

Completion and return of an EAF by any person will be deemed to constitute a representation and warranty from such person to the Company that those local laws and requirements of the relevant territory or jurisdiction have been fully complied with. If you are in doubt as to your position, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give or be subject to, any of the above representations and warranties. You will be notified by the Registrar of any allotment of excess Rights Shares made to you. If no excess Rights Share is allotted to you, a refund cheque for the full amount tendered on application will be posted to you by ordinary post at your own risk and, if the number of excess Rights Shares allotted to you is less than the number you applied for, a cheque for the surplus application monies will be posted to you by ordinary post at your own risk. Such posting is expected to take place on or before Tuesday, 30 December 2014. Any such cheque will be drawn in favour of the person(s) named on this EAF. It is expected that share certificate(s) in respect of the Rights Shares will be posted by ordinary post at your own risk on or before Tuesday, 30 December 2014. You will receive one share certificate for all the fully-paid Rights Shares allotted to you.

All documents, including cheques for amounts due, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar. This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN
For office use only**

| Application number | Number of excess Rights Shares applied for | Amount paid on application | Balance refunded |
|--------------------|--|----------------------------|------------------|
| | | HKS | HKS |

* for identification purpose only