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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)**

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

**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 18 December 2014, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, 84 valid acceptances of provisional allotments were received for a total of 1,501,570,116 Rights Shares, representing approximately 47.17% of the total number of 3,183,112,500 Rights Shares being offered under the Rights Issue, and 83 valid applications for excess Rights Shares were received for a total of 309,321,355 Rights Shares, representing approximately 9.72% of the total number of Rights Shares being offered under the Rights Issue. In aggregate, 167 valid acceptances and applications in respect of 1,810,891,471 Rights Shares, representing approximately 56.89% of the total number of Rights Shares being offered under the Rights Issue, have been received. Accordingly, the Rights Issue was under-subscribed by 1,372,221,029 Rights Shares. The Underwriter has procured subscribers to subscribe for 1,372,221,029 Underwritten Shares pursuant to its underwriting obligation under the Underwriting Agreement.

The Rights Issue became unconditional at 4:00 p.m. on Tuesday, 23 December 2014.

**DESPATCH OF THE SHARE CERTIFICATES FOR THE RIGHTS SHARES**

It is expected that the share certificates for all fully-paid Rights Shares will be posted to the allottees by ordinary post at their own risks to their registered addresses on Tuesday, 30 December 2014.

\* For identification purpose only

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 31 December 2014.

## **ADJUSTMENTS TO THE PRE-IPO SHARE OPTIONS AND THE SHARE OPTIONS**

As a result of the Rights Issue, adjustments are required to be made to the exercise prices of and the number of the Consolidated Shares falling to be issued upon the exercise of the Pre-IPO Share Options and the Share Options respectively in accordance with the terms of the Pre-IPO Share Option Scheme and the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules.

Reference is made to the prospectus of Roma Group Limited (the “**Company**”) dated 4 December 2014 (the “**Prospectus**”) in relation to the rights issue on the basis of three Rights Shares for every one Consolidated Share held on the Record Date (the “**Rights Issue**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

## **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 18 December 2014, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, 84 valid acceptances of provisional allotments were received for a total of 1,501,570,116 Rights Shares, representing approximately 47.17% of the total number of 3,183,112,500 Rights Shares being offered under the Rights Issue, and 83 valid applications for excess Rights Shares were received for a total of 309,321,355 Rights Shares, representing approximately 9.72% of the total number of Rights Shares being offered under the Rights Issue. In aggregate, 167 valid acceptances and applications in respect of 1,810,891,471 Rights Shares, representing approximately 56.89% of the total number of Rights Shares being offered under the Rights Issue, have been received. Accordingly, the Rights Issue was under-subscribed by 1,372,221,029 Rights Shares. The Underwriter has procured subscribers to subscribe for 1,372,221,029 Underwritten Shares pursuant to its underwriting obligation under the Underwriting Agreement.

The Rights Issue became unconditional at 4:00 p.m. on Tuesday, 23 December 2014.

## **Underwriting Agreement**

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement had not been terminated by the Underwriter at or before 4:00 p.m. on Tuesday, 23 December 2014, the Underwriting Agreement became unconditional in all respects at 4:00 p.m. on Tuesday, 23 December 2014.

## Excess application

As 1,681,542,384 Rights Shares were available for application by way of excess application, the Board has resolved to accept all 83 valid applications for a total of 309,321,355 Rights Shares and to allot and issue such number of the Rights Shares as applied by the relevant applicants in full. Shareholders who applied for the excess Rights Shares will be fully allotted with the number of excess Rights Shares they applied for.

## Shareholding structure of the Company

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following is a summary of the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Consolidated Shares</i>	<i>Approximate %</i>	<i>Number of Consolidated Shares</i>	<i>Approximate %</i>
Aperto ( <i>Note 1</i> )	255,750,000	24.10	1,023,000,000	24.10
Mr. Chan Ka Kit ( <i>Note 2</i> )	225,000	0.02	900,000	0.02
Subscribers procured by the Underwriter and/or sub-underwriters ( <i>Note 3</i> )	—	—	1,372,221,029	32.33
Other public Shareholders	<u>805,062,500</u>	<u>75.88</u>	<u>1,848,028,971</u>	<u>43.55</u>
<b>Total</b>	<b><u>1,061,037,500</u></b>	<b><u>100.00</u></b>	<b><u>4,244,150,000</u></b>	<b><u>100.00</u></b>

### 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. 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. Pursuant to the undertaking given by the Underwriter under the Underwriting Agreement, the Underwriter has used 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.

## **DESPATCH OF THE SHARE CERTIFICATES FOR THE RIGHTS SHARES**

It is expected that the share certificates for all fully-paid Rights Shares will be posted to the allottees by ordinary post at their own risks to their registered addresses on Tuesday, 30 December 2014.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 31 December 2014.

## **ADJUSTMENT TO THE PRE-IPO SHARE OPTIONS AND THE SHARE OPTIONS**

Pursuant to the terms of the Pre-IPO Share Option Scheme and the Share Option Scheme, adjustments may be required to be made to the exercise prices of and/or the number of the Consolidated Shares falling to be issued under the outstanding Pre-IPO Share Options and the Share Options respectively as a result of the Rights Issue.

The Company has calculated the necessary adjustments to the exercise prices of and the number of the Consolidated Shares falling to be issued under the outstanding Pre-IPO Share Options and the Share Options respectively in accordance with the terms of the Pre-IPO Share Option Scheme and the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules. The adjustments to the exercise prices of and the number of the Consolidated Shares falling to be issued under the outstanding Pre-IPO Share Options and the Share Options respectively are as follows and will become effective from 30 December 2014 upon the allotment and issue of the Rights Shares pursuant to the Rights Issue:

	<b>Immediately prior to the adjustments as a result of completion of the Rights Issue</b>		<b>Immediately after the adjustments as a result of completion of the Rights Issue</b>	
	<b>Number of outstanding share options</b>	<b>Exercise price per Consolidated Share (HK\$)</b>	<b>Adjusted number of outstanding share options</b>	<b>Adjusted exercise price per Consolidated Share (HK\$)</b>
Pre-IPO Share Option Scheme	65,775,000	0.216	119,250,075	0.119
Share Option Scheme	10,500,000	0.800	19,036,500	0.441

The auditor of the Company has reviewed the calculations and confirmed the above adjustments to the exercise prices of and the number of the Consolidated Shares falling to be issued under the outstanding Pre-IPO Share Options and the Share Options respectively as a result of completion of the Rights Issue.

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

Hong Kong, 29 December 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](http://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](http://www.romagroup.com).*