

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or part of the contents of this announcement.*



**ROMA GROUP LIMITED**

**羅馬集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

## **DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE**

### **PROVISION OF FINANCIAL ASSISTANCE**

The Board is pleased to announce that on a22 July 2015, the Loan Agreement was entered into between M Success and the Customer. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan to the Customer.

### **GEM LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the amount of financial assistance granted to the Customer exceeds 5% but less than 25%, the grant of the Loan constitutes a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

### **PROVISION OF FINANCIAL ASSISTANCE**

The Board is pleased to announce that on 22 July 2015, the Loan Agreement was entered into between M Success and the Customer. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan to the Customer.

\* *For identification purpose only*

## **THE LOAN AGREEMENT**

The principal terms of the Loan Agreement are summarised as follows:

Date of the Loan Agreement	:	22 July 2015
Lender	:	M Success
Borrower	:	The Customer
Principal	:	HK\$10,000,000
Interest rate	:	36% per annum
Term	:	Twelve months from the date of the Loan Agreement
Security	:	A first fixed charge over the Charged Shares
Surety	:	The Loan is guaranteed by the Guarantor
Repayment	:	The Customer shall repay the interest payments of the Loan on a monthly basis with the principal amount at maturity of the Loan

## **FUNDING OF THE LOAN**

The Group finances the Loan with its internal resources.

## **THE SHARE CHARGE**

Simultaneously upon the entering into the Loan Agreement, the Customer and its sole shareholder executed the Share Charge in favour of M Success to charge the Charged Shares to M Success as security for the payment obligations and liabilities of the Customer arising from or under the Loan Agreement. The Share Charge shall be released upon full settlement of all the payment obligations and liabilities arising from or under the Loan Agreement.

## **THE PERSONAL GUARANTEE**

Simultaneously upon the entering into the Loan Agreement, the Guarantor executed the Guarantee in favour of M Success to guarantee, as a continuing obligation, the due and punctual payment and performance of the Customer's payment obligation under the Loan Agreement and the Security Documents and the due and punctual performance and observance by the Customer of all of its other obligations contained in the Loan Agreement or any Security Document to which it is a party and if the Customer fails to pay any amount of the Loan when due the Guarantor shall pay such amount to M Success.

## **INFORMATION ON THE CUSTOMER**

The Customer is a company incorporated in Hong Kong and principal activity of which is operation of duty free goods business. The Customer is a recurrent client to M Success and had been granted a loan of HK\$10,000,000 by M Success in June 2015, which was fully settled as at the date of this announcement. As at the date of this announcement, the Customer is ultimately wholly-owned by the Guarantor.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Customer and the Guarantor is an Independent Third Party and not connected with the Company.

## **INFORMATION ON THE GROUP AND THE LENDER**

The principal activity of the Company is investment holding. The major activities of the Group are currently provision of valuation and advisory services and financing services in Hong Kong. M Success, as the lender of the Loan, is an indirect wholly-owned subsidiary of the Company and is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance.

## **REASONS FOR AND BENEFITS OF THE PROVISION OF THE LOAN**

The terms of the Loan Agreement were negotiated on an arm's length basis between M Success and the Customer. The Directors consider that the granting of the Loan is a financial assistance provided by the Company within the meaning of the GEM Listing Rules. The Directors are of the view that the terms of the Loan Agreement were entered into on normal commercial terms based on the Group's credit policy. The Group has taken into account the valuation performed by an independent valuer in relation to the value of the Charged Shares. Besides, the Group has also assessed and found satisfactory on the financial background of the Guarantor. Based on the foregoing and a stable revenue and cashflow stream from the interest income being expected, the Directors consider that the terms of the Loan Agreement are fair and reasonable and the entering into of the Loan Agreement is in the interests of the Company and its shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the amount of financial assistance granted to the Customer exceeds 5% but less than 25%, the grant of the Loan constitutes a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

## DEFINITIONS

Unless the context requires otherwise, capitalised terms in this announcement shall have the following meanings:

“Board”	the board of Directors
“Charged Shares”	2,000 ordinary shares and 1,998,000 redeemable preference shares of the Customer
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on GEM
“Customer”	the borrower being a limited liability company incorporated in Hong Kong and an Independent Third Party entered into of the Loan Agreement with M Success
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee dated 22 July 2015 executed by the Guarantor in favour of M Success as surety for the Customer’s obligations and liabilities arising from or under the Loan Agreement
“Guarantor”	a natural person who is an Independent Third Party being the ultimate and sole beneficial owner of the Customer as at the date of this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
“Loan”	a loan in the amount of HK\$10,000,000 provided by M Success to the Customer

“Loan Agreement”	the loan agreement dated 22 July 2015 entered into between M Success and the Customer in respect of the Loan
“M Success”	M Success Finance Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Security Documents”	the Guarantee, the Share Charge and such documents as may have been or may hereafter be executed by the Customer or any other person in favour of M Success as security for the obligations and liabilities of the Customer arising from or under the Loan Agreement and all documents ancillary to or derived from any of them
“Share Charge”	the share charge dated 22 July 2015 executed by the Customer and its sole shareholder in favour of M Success pursuant to which the shareholder of the Customer shall create a first fixed charge over the Charged Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 22 July 2015

*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 website of the Company at [www.romagroup.com](http://www.romagroup.com).*