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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)**

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

### **PROVISION OF FINANCIAL ASSISTANCE**

The Board is pleased to announce that on 1 September 2015, M Success entered into (i) the Loan Agreement A with the Customer A and the Customer C for the Loan A, and (ii) the Loan Agreement B with the Customer B and the Customer C for the Loan B.

### **GEM LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the aggregate amount of financial assistance granted to the Customer C, being the ultimate beneficial owner and sole shareholder of the Customer A and the Customer B, were more than 5% but less than 25%, the grant of the Loans constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

### **PROVISION OF FINANCIAL ASSISTANCE**

The Board is pleased to announce that on 1 September 2015, M Success entered into (i) the Loan Agreement A with the Customer A and the Customer C for the Loan A, and (ii) the Loan Agreement B with the Customer B and the Customer C for the Loan B.

\* *For identification purpose only*

## **THE LOAN AGREEMENT A**

Summarised below are the principal terms of the Loan Agreement A.

<b>Date of the Loan Agreement</b>	:	1 September 2015
<b>Lender</b>	:	M Success
<b>Borrowers</b>	:	The Customer A and the Customer C
<b>Principal</b>	:	HK\$9,300,000
<b>Interest rate</b>	:	16% per annum
<b>Term</b>	:	12 months commencing from the date of the Loan Agreement A
<b>Security</b>	:	A second legal charge in respect of a residential property directly owned by the Customer A (the "Property A") located in Kowloon, Hong Kong with a valuation conducted by an independent property valuer on 1 September 2015 with an amount of approximately HK\$23,000,000 as at 1 September 2015
<b>Repayment</b>	:	The Customer A and the Customer C shall repay the interest payments of the Loan A on a monthly basis with the principal amount at maturity of the Loan A

## **THE LOAN AGREEMENT B**

Summarised below are the principal terms of the Loan Agreement B.

<b>Date of the Loan Agreement</b>	:	1 September 2015
<b>Lender</b>	:	M Success
<b>Borrowers</b>	:	The Customer B and the Customer C
<b>Principal</b>	:	HK\$10,700,000
<b>Interest rate</b>	:	16% per annum
<b>Term</b>	:	12 months commencing from the date of the Loan Agreement B
<b>Security</b>	:	A second legal charge in respect of a residential property directly owned by the Customer B (the "Property B") located in Kowloon, Hong Kong with a valuation conducted by an independent property valuer on 1 September 2015 with an amount of approximately HK\$27,000,000 as at 1 September 2015
<b>Repayment</b>	:	The Customer B and the Customer C shall repay the interest payments of the Loan B on a monthly basis with the principal amount at maturity of the Loan B

## **FUNDING OF THE LOANS**

The Group finances the Loans with its internal resources.

## **INFORMATION ON THE CUSTOMERS**

The Customer A is a limited liability company incorporated in Hong Kong and principal activity of which is investment holding. The Customer B is a limited liability company incorporated in Hong Kong and principal activity of which is property investment. The Customer C is the ultimate beneficial owner and sole shareholder of the Customer A and the Customer B respectively. Based on public search, no legal action in relation to the Property A and the Property B, being the collaterals of the Loans, was taken against the Customer A and the Customer B respectively. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Customers are Independent Third Parties 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 Loans, 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 THE LOAN AGREEMENTS**

The terms of the Loan Agreements were negotiated on an arm's length basis between M Success and the Customers. The Directors consider that the granting of the Loans 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 Agreements were entered into on normal commercial terms based on the Group's credit policy. The Group has taken into account the latest market value of the Property A and the Property B respectively. Besides, the Group has also assessed credit rating of the Customer C by obtaining his credit report. It is noted that the credit rating of the Customer C falls within the acceptable range of the Group. Based on the foregoing and a stable revenue and cashflow stream from the interest income is expected, the Directors consider that the terms of the Loan Agreements are fair and reasonable and the entering into of the Loan Agreements is in the interests of the Company and its shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the aggregate amount of financial assistance granted to the Customer C, being the ultimate beneficial owner and sole shareholder of the Customer A and the Customer B, were more than 5% but less than 25%, the grant of the Loans constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued shares of which are listed and traded on GEM
“Customer A”	a limited liability company incorporated in Hong Kong and an Independent Third Party entered into of the Loan Agreement A with M Success
“Customer B”	a limited liability company incorporated in Hong Kong and an Independent Third Party entered into of the Loan Agreement B with M Success
“Customer C”	the sole shareholder of the Customer A and the Customer B respectively
“Customers”	the Customer A, the Customer B and the Customer C collectively
“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
“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)”	party(ies) who is/are independent of the Company and its connected person(s)
“Loan A”	a mortgage loan in the amount of HK\$9,300,000 provided by M Success to the Customer A
“Loan Agreement A”	the loan agreement dated 1 September 2015 entered into among M Success, the Customer A and the Customer C in respect of the Loan A

“Loan Agreement B”	the loan agreement dated 1 September 2015 entered into among M Success, the Customer B and the Customer C in respect of the Loan B
“Loan Agreements”	the Loan Agreement A and the Loan Agreement B collectively
“Loan B”	a mortgage loan in the amount of HK\$10,700,000 provided by M Success to the Customer B
“Loans”	the Loan A and the Loan B collectively
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 1 September 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 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.*

*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).*