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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 16 December 2015, the Loan Agreement was entered into between M Success as a lender and the Customer A and the Customer B as borrowers. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan to the Customers.

GEM LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules in respect of the grant of the Loan and the aggregate amount of profits earned and expected profits to be generated therefrom exceed 5% but less than 25%, the grant of the Loan 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.

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* *For identification purpose only*

THE LOAN AGREEMENT

Summarised below are the principal terms of the Loan Agreement.

Date of the Loan Agreement	:	16 December 2015
Lender	:	M Success
Borrowers	:	The Customers
Principal	:	HK\$16,000,000
Interest rate	:	1.42% per month
Term	:	Six months commencing from the date of the Loan Agreement
Security	:	A first legal charge in respect of a residential property (the “Property”) located in Kowloon, Hong Kong with a valuation conducted by an independent property valuer on 16 December 2015 with an amount of approximately HK\$22,000,000 (the “Market Value”) as at 16 December 2015
Repayment	:	The Customers 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.

INFORMATION ON THE CUSTOMERS

The Customer A and the Customer B are individuals. The Customers became M Success’ clients since 15 January 2015 for a mortgage loan of HK\$16,000,000, details of which were set out in the Company’s announcement dated 15 January 2015. M Success has further extended the mortgage in June 2015 and September 2015 respectively by entering into other loan agreements, and also the Loan as per the Loan Agreement. Details of the mortgage being extended in September 2015 were set out in the Company’s announcement dated 15 September 2015. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Customers 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 THE LOAN AGREEMENT

The terms of the Loan Agreement were negotiated on an arm's length basis between M Success and the Customers. 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 Market Value of the Property. Besides, the Group has also assessed and found satisfactory on the financial background of the Customers. 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 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.

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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”	one of the borrowers being an individual, the mother of the Customer B and an Independent Third Party entered into of the Loan Agreement with M Success
“Customer B”	one of the borrowers being an individual, a daughter of the Customer A and an Independent Third Party entered into of the Loan Agreement with M Success

“Customers”	the Customer A and the Customer B 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 mortgage loan in the amount of HK\$16,000,000 provided by M Success to the Customers
“Loan Agreement”	the loan agreement dated 16 December 2015 entered into between M Success and the Customers 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
“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, 16 December 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 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.