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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



英皇證券(香港)有限公司
Emperor Securities Limited

PLACING OF NEW SHARES

On 28 January 2016 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent whereby the Company agreed to place, through the Placing Agent, on a best effort basis, up to 724,000,000 new Shares of the Company to not less than six Places at a price of HK\$0.029 per Placing Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of 724,000,000 Placing Shares represents (i) approximately 16.93% of the issued share capital of the Company of 4,275,853,300 Shares as at the date of this announcement; and (ii) approximately 14.48% of the issued share capital of the Company of 4,999,853,300 Shares as enlarged by the issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$11,584,000.

The Placing Price of HK\$0.029 per Placing Share is equivalent to the closing price of HK\$0.029 per Share as quoted on the Stock Exchange on 28 January 2016, being the date of the Placing Agreement, and represents a discount of approximately 19.89% to the average closing price of HK\$0.0362 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement.

* For identification purpose only

Assuming all the Placing Shares have been placed, the maximum gross proceeds and net proceeds (after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing) from the Placing will be approximately HK\$21 million and approximately HK\$20.5 million respectively. The net Placing price will be approximately HK\$0.028 per Placing Share. The net proceeds from the Placing are intended to be used for the Group's provision of financing services.

The Placing Shares will be allotted and issued under the General Mandate, accordingly, the allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

Completion of the Placing is subject to the fulfillment of the conditions precedent in the Placing Agreement and, amongst other things, the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date: 28 January 2016 (after trading hours)

Issuer: the Company

Placing Agent: Emperor Securities Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons or their respective associates (as defined under the GEM Listing Rules).

Number of Placing Shares

Pursuant to the Placing Agreement, the Placing Agent agreed to procure, on a best effort basis, not less than six Placees to subscribe for a maximum of 724,000,000 Placing Shares at the Placing Price of HK\$0.029. The maximum number of 724,000,000 Placing Shares represents (i) approximately 16.93% of the issued share capital of the Company of 4,275,853,300 Shares as at the date of this announcement; and (ii) approximately 14.48% of the issued share capital of the Company of 4,999,853,300 Shares as enlarged by the issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$11,584,000.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Shares in issue at the time of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.029 per Placing Share is equivalent to the closing price of HK\$0.029 per Share as quoted on the Stock Exchange on 28 January 2016, being the date of the Placing Agreement, and represents a discount of approximately 19.89% to the average closing price of HK\$0.0362 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent on the date of the Placing Agreement with reference to the prevailing market price of the Shares.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and placing commission) are on normal commercial terms and are fair and reasonable and that the Placing is in the interests of the Company and the Shareholders as a whole.

Placees

The Placing Shares will be placed to not less than six Placees, who and whose ultimate beneficial owner(s) are independent institutional, professional and/or individual investors, and not connected with any directors, chief executive or substantial shareholder (if any) of the Company or its subsidiaries and their respective associates. It is expected that none of the Placees and their respective associates will become a substantial shareholder of the Company as a result of the Placing.

Conditions of the Placing Agreement

Completion of the Placing under the Placing Agreement is conditional upon:

- (i) the passing of resolution(s) by the Board to approve the Placing Agreement and the transactions contemplated thereunder; and
- (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

The Company shall use its best endeavours to procure the fulfilment of the conditions and in the event the conditions are not fulfilled by 22 February 2016 (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and the Placing Agent shall be released from all obligations pursuant to the Placing Agreement and none of the parties shall have any claim against the others in respect of the Placing save for any antecedent breach.

Termination and force majeure

The Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to 9:00 a.m. on the date of completion of the Placing upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would affect the success of the Placing; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's reasonable opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group, which has or may have a material effect on the business or financial position of the Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the date of completion of the Placing which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

In the event that the Placing Agent terminates the Placing Agreement, all obligations of each of the parties under the Placing Agreement shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement.

Completion

Completion of the Placing will take place at 4:00 p.m. (Hong Kong time) within three Business Days after the date on which all the conditions as set out in paragraph headed “Conditions of the Placing Agreement” above are satisfied or such other date as the Company and the Placing Agent may agree in writing.

Placing commission

The Placing Agent shall receive a placing commission of 2% of the amount equal to the Placing Price multiplied by the number of the Placing Shares successfully placed. The placing commission was determined after arm’s length negotiations between the Company and the Placing Agent with reference to the market rate.

General Mandate

Under the General Mandate, the Company is authorized to issue up to 855,170,660 Shares. Up to the date of this announcement, no Share has been issued under the General Mandate. The maximum of 724,000,000 Placing Shares will be allotted and issued under the General Mandate. Accordingly, the allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

	As at the date of this announcement		Upon completion of the Placing	
	Number of Shares	%	Number of Shares	%
Aperto Investments Limited (<i>Note 1</i>)	1,023,000,000	23.93	1,023,000,000	20.46
Chan Ka Kit (<i>Note 2</i>)	900,000	0.02	900,000	0.02
Placees	—	—	724,000,000	14.48
Other public Shareholders	<u>3,251,953,300</u>	<u>76.05</u>	<u>3,251,953,300</u>	<u>65.04</u>
Total	<u>4,275,853,300</u>	<u>100.00</u>	<u>4,999,853,300</u>	<u>100.00</u>

Notes:

1. The entire issued share capital of Aperto Investments Limited 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. Under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, Mr. Luk Kee Yan Kelvin is deemed to be interested in all the Shares held by Aperto Investments Limited.
2. Mr. Chan Ka Kit is an independent non-executive Director.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities during the 12 months immediately preceding the date of this announcement.

REASONS FOR THE PLACING AND USE OF PROCEEDS

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.

Assuming all the Placing Shares have been placed, the maximum gross proceeds and net proceeds (after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing) from the Placing will be approximately HK\$21 million and approximately HK\$20.5 million respectively. The net Placing price will be approximately HK\$0.028 per Placing Share. The net proceeds from the Placing are intended to be used for the Group's provision of financing services.

The Directors are of the view that proceeds from the Placing will provide additional fund for the Group's provision of financing services and will also strengthen the financial position of the Group. The Directors also consider that the terms of the Placing, including the rate of the placing commission, are fair and reasonable based on current market conditions. Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole.

GENERAL

The Placing Shares will be allotted and issued under the General Mandate, accordingly, the allotment and issue of the Placing Shares is not subject to the approval of the Shareholders.

Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday or Sunday or days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business
“Company”	Roma Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“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
“General Mandate”	the general mandate granted to the Board pursuant to the resolution passed by the Shareholders at the annual general meeting of the Company held on 25 September 2015 to allot, issue and deal with up to 20% of the then issued share capital of the Company
“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

“Placee(s)”	any independent institutional, professional and/or individual investors who are not connected with any directors, chief executive or substantial shareholder(s) (if any) of the Company or its subsidiaries and their respective associates
“Placing”	the placing of a maximum of 724,000,000 Placing Shares by or on behalf of the Placing Agent, on a best effort basis, pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Emperor Securities Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 28 January 2016 in respect of the Placing
“Placing Price”	HK\$0.029 per Placing Share (excluding any transaction levy, Stock Exchange trading fee and other fees or levies as may be payable by the Placees)
“Placing Share(s)”	a maximum of 724,000,000 Shares to be allotted and issued pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of par value of HK\$0.016 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“%”	per cent.

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

Hong Kong, 28 January 2016

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.