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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Roma Group Limited (the “**Company**”) dated 28 January 2016 in respect of the Placing (the “**Announcement**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and completion of the Placing took place on 5 February 2016. An aggregate of 724,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.029 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are third parties independent of and not connected with the Company or its connected persons (as defined in the GEM Listing Rules). None of the Placees becomes a substantial shareholder of the Company immediately upon completion of the Placing.

The gross proceeds and net proceeds (after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing) from the Placing are approximately HK\$21 million and approximately HK\$20.5 million respectively. The net proceeds from the Placing are intended to be used for the Group’s provision of financing services.

* *For identification purpose only*

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes in the shareholding structure of the Company immediately prior to and after completion of the Placing:

	Immediately prior to completion of the Placing		Immediately after completion of the Placing	
	Number of Shares	%	Number of Shares	%
Aperto Investments Limited (Note 1)	1,023,000,000	23.93	1,023,000,000	20.46
Chan Ka Kit (Note 2)	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.

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

Hong Kong, 5 February 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.