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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)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$80,000,000 divided into 5,000,000,000 Shares, of which 4,999,853,300 Shares were in issue and there are 74,901,100 outstanding Pre-IPO Share Options and 7,705,250 outstanding Share Options which in aggregate confer holders thereof the rights to subscribe for an aggregate of 82,606,350 Shares.

In order to accommodate future expansion and growth of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$320,000,000 divided into 20,000,000,000 Shares by the creation of an additional 15,000,000,000 new Shares which shall rank *pari passu* with the existing Shares in all respects upon issue.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A circular containing, among other things, further details of the Increase in Authorised Share Capital and the notice convening the EGM will be despatched to the Shareholders on or before 29 July 2016.

* *For identification purpose only*

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and 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, whose Shares are listed and traded on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of approving, among other things, the Increase in Authorised Share Capital
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$80,000,000 (divided into 5,000,000,000 Shares) to HK\$320,000,000 (divided into 20,000,000,000 Shares) by the creation of an additional 15,000,000,000 Shares
“Pre-IPO Share Option(s)”	the share option(s) granted by the Company pursuant to the Pre-IPO Share Option Scheme entitling the holders thereof to subscribe for Shares
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally adopted by the Company on 26 September 2011, which became effective on the listing of the then shares of the Company on GEM on 25 February 2013
“Share(s)”	ordinary share(s) of HK\$0.016 each in the share capital of the Company
“Share Option(s)”	the share option(s) granted by the Company pursuant to the Share Option Scheme entitling the holders thereof to subscribe for Shares
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 26 September 2011, which became effective on the listing of the then shares of the Company on GEM on 25 February 2013
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong Dollars, the lawful currency of Hong Kong

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

Hong Kong, 11 July 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. Ko, Wai Lun Warren, Mr. Lou, Ming and Mr. Wong, Tat Keung.

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.