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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)

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 2 June 2017:

- (i) Dr. Cheung has been appointed as an executive Director and chairman of the Board; and
- (ii) Mr. Yim has been appointed as a non-executive Director; and
- (iii) Mr. Yue has ceased to act as the chairman of the Board, and shall remain as an executive Director, chief executive officer of the Group, company secretary and compliance officer of the Company.

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Roma Group Limited (the “**Company**”) is pleased to announce that with effect from 2 June 2017, (i) Dr. Cheung Wai Bun Charles, *J.P.* (“**Dr. Cheung**”) has been appointed as an executive Director and chairman of the Board; (ii) Mr. Yim Wai Ning (“**Mr. Yim**”) has been appointed as a non-executive Director; and (iii) Mr. Yue Kwai Wa Ken (“**Mr. Yue**”) has ceased to act as the chairman of the Board, and shall remain as an executive Director, chief executive officer of the Company and its subsidiaries (the “**Group**”), company secretary and compliance officer of the Company.

* *For identification purpose only*

The biographical details of Dr. Cheung and Mr. Yim are set out as follows:

Dr. Cheung

Dr. Cheung, aged 81, has appropriate professional accounting or related financial management expertise. He is currently an independent non-executive director of the following companies whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or Growth Enterprise Market of the Stock Exchange (the “**GEM**”) (as the case may be):

- Pioneer Global Group Limited (stock code: 224);
- China Financial International Investments Limited (formerly known as Sunshine Capital Investments Group Limited) (stock code: 721);
- Universal Technologies Holdings Limited (stock code: 1026);
- Modern Dental Group Limited (stock code: 3600);
- Jiayuan International Group Limited (stock code: 2768);
- China Taifeng Beddings Holdings Limited (stock code: 873); and
- Yin He Holdings Limited (formerly known as Zebra Strategic Holdings Limited) (stock code: 8260).

Dr. Cheung is also a non-executive director of Galaxy Entertainment Group Limited (stock Code: 27) since 2015, whose shares are listed on the Stock Exchange. He was formerly an independent non-executive director of Grand T G Gold Holdings Limited (stock code: 8299) from July 2009 to March 2016 and Shanghai Electric Group Company Limited (stock code: 2727) from November 2004 to February 2014.

Dr. Cheung obtained an honorary doctorate degree in business administration from John Dewey University in the United States in December 1984, a master’s degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States in June 1962 and February 1960 respectively.

Dr. Cheung is currently a director and the vice chairman of executive committee of Metropolitan Bank (China) Ltd., and he was formerly an independent non-executive director and the director general of the audit committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is a member of the Hospital Governing Committee of Hong Kong Eye Hospital and Kowloon Hospital and a member of the Regional Advisory Committee of Kowloon of the Hospital Authority. Dr. Cheung is a council member of the Hong Kong Institute of Directors and is also the special advisor to the president of the University of Victoria in Canada.

Dr. Cheung has entered into a service agreement with the Company for a term of three years with effect from 2 June 2017, provided that either party may terminate such service agreement at any time by giving at least three months' notice in writing. Pursuant to the service agreement, Dr. Cheung is entitled to a remuneration of HK\$50,000 per month which is determined and will be reviewed annually by the remuneration committee of the Company and the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. In accordance with the articles of association of the Company, Dr. Cheung is subject to retirement by rotation and re-election at the Company's general meetings.

Following Dr. Cheung's appointment, Mr. Yue shall cease to act as the chairman of the Board with effect from 2 June 2017, and shall remain as an executive Director and chief executive officer of the Group, company secretary and compliance officer of the Company.

Mr. Yim

Mr. Yim, aged 57, has over 30 years' experience in the import and export trade between the People's Republic of China (the "PRC") and Hong Kong, with active relationship with the PRC government and business community in the PRC and Hong Kong. He is currently a member of 中國寧夏回族自治區港澳區政協 (transliterated as Chinese People's Political Consultative Conference of the Ningxia Hui Autonomous Region in Hong Kong and Macau), the vice president of 中國和平統一促進會香港總會 (transliterated as Hong Kong Association for the Promotion of Peaceful Reunification of the PRC), an adviser to the senior officers of Hong Kong Auxiliary Medical Service, a director of Hong Kong Commerce & Industry Associations, and the honorary president of Wanchai and Central & Western District Industries and Commerce Association. Mr. Yim is also the managing director of Global APAC Enterprise Limited, Asian Pacific Net-Space Port Limited, HK Huanyu Industrial Holding Co., Limited, Hoi Li (Hong Kong) Holdings Limited and Fu Shi Industrial (Hong Kong) International Limited.

Mr. Yim has entered into a letter of appointment with the Company for a term of three years with effect from 2 June 2017, provided that either party may terminate such letter of appointment at any time by giving at least three months' notice in writing. Pursuant to the letter of appointment, Mr. Yim is entitled to HK\$20,000 per month as Director's fee. In accordance with the articles of association of the Company, Mr. Yim is subject to retirement by rotation and re-election at the Company's general meetings. The Director's fee for Mr. Yim will be reviewed annually by the remuneration committee of the Company and the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the date of this announcement, each of Dr. Cheung and Mr. Yim (i) has no interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (ii) does not have other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "**GEM Listing Rules**"). Save as disclosed above, each of Dr. Cheung and Mr. Yim has not held any directorship in any listed public companies in the last three years preceding the date of this announcement or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, the Board is not aware of any information in relation to the appointments of Dr. Cheung and Mr. Yim that required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needed to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Dr. Cheung and Mr. Yim for joining the Board.

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

Hong Kong, 2 June 2017

As at the date of this announcement, the executive Directors are Dr. Cheung Wai Bun Charles, J.P., Ms. Chan Hong Nei Connie and Mr. Yue Kwai Wa Ken, the non-executive Director is Mr. Yim Wai Ning 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.