

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2017

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2017 AGM.

The board of directors (the “Directors” and the “Board”, respectively) of Roma Group Limited (the “Company”) is pleased to announce that all the proposed ordinary resolutions as set out in the notice of the annual general meeting of the Company (the “AGM”) dated 29 August 2017 (the “AGM Notice” and the “Proposed Resolutions”, respectively) were duly passed by the holders of the Company’s ordinary shares of HK\$0.016 each (the “Shares” and the “Shareholders”, respectively) by way of poll at the AGM held on Thursday, 28 September 2017 (the “2017 AGM”).

As at the date of the 2017 AGM, there were 4,999,853,300 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2017 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2017 AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange” and the “GEM Listing Rules”, respectively).

None of the Shareholders were required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the 2017 AGM. None of the Shareholders have stated in the Company’s circular dated 29 August 2017 (the “Circular”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2017 AGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2017 AGM.

* For identification purpose only

The poll results in respect of all the Proposed Resolutions put to the vote of the 2017 AGM are set out as follows:

	Ordinary Resolutions	Number of Votes (Approximate %) ^(Note)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2017 and the respective reports of the Directors and independent auditor of the Company (the “Independent Auditor”)	2,280,250,566 (99.94%)	1,400,000 (0.06%)
2.	To re-elect the following retiring Directors:		
	a. Dr. Cheung Wai Bun Charles, <i>J.P.</i> as an executive Director (the “ED”)	2,280,250,566 (99.94%)	1,400,000 (0.06%)
	b. Ms. Chan Hong Nei Connie as an ED	2,280,250,566 (99.94%)	1,400,000 (0.06%)
	c. Mr. Yim Wai Ning as a non-executive Director (the “NED”)	2,280,250,566 (99.94%)	1,400,000 (0.06%)
	d. Mr. Ng Man Kung as a NED	2,280,250,566 (99.94%)	1,400,000 (0.06%)
	e. Mr. So Wing On as a NED	2,280,250,566 (99.94%)	1,400,000 (0.06%)
	f. Mr. Choi Wai Tong Winton as an independent non-executive Director (the “INED”)	2,280,250,566 (99.94%)	1,400,000 (0.06%)
	g. Mr. Wong Tat Keung as an INED	2,280,250,566 (99.94%)	1,400,000 (0.06%)
3.	To authorise the Board to fix the Directors’ remuneration for the year ending 31 March 2018.	2,280,250,566 (99.94%)	1,400,000 (0.06%)
4.	To re-appoint BDO Limited as the Independent Auditor and to authorise the Board to fix its remuneration.	2,280,250,566 (99.94%)	1,400,000 (0.06%)
5.	[^] To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the aggregate number of Shares in issue as at the date of passing this resolution.	2,280,250,566 (99.94%)	1,400,000 (0.06%)

6.	△To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing this resolution.	2,280,250,566 (99.94%)	1,400,000 (0.06%)
7.	△Conditional on the passing of Resolutions numbered 5 and 6 set out in the AGM Notice, to extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased.	2,280,250,566 (99.94%)	1,400,000 (0.06%)

△ For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Note: The number of votes and the approximate percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2017 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

For and on behalf of
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

Hong Kong, 28 September 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 Directors are Dr. Lam Lee G., Mr. Ng Man Kung, Mr. So Wing On and Mr. Yim Wai Ning; and the independent non-executive Directors are Mr. Choi Wai Tong Winton, Mr. Ko Wai Lun Warren, Ms. Li Tak Yin 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.