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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Roma Group Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 18 October 2017 at 22/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Consolidated Shares (as defined below), with effect from the business day immediately following the date of passing this resolution:
 - (a) every four (4) issued and unissued shares of HK\$0.016 each in the capital of the Company (the “**Share(s)**”) be consolidated into one (1) share of HK\$0.064 each (the “**Consolidated Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”); and
 - (b) the directors of the Company (the “**Director(s)**”) be and are hereby authorized generally to sign, execute and deliver such documents (including the affixation of the common seal of the Company where required) and do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

* For identification purpose only

2. “**THAT** conditional upon (i) resolution 1 as set out in this notice being approved; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Consolidated Shares, with effect from the business day immediately following the date of passing the resolution 1:
- (a) the authorised share capital of the Company be increased from HK\$80,000,000 divided into 1,250,000,000 Consolidated Shares of par value HK\$0.064 each to HK\$576,000,000 divided into 9,000,000,000 Consolidated Shares by the creation of an additional 7,750,000,000 Consolidated Shares (the “**Increase in Authorised Share Capital**”); and
 - (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute for and on behalf of the Company, including under seal where applicable, all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”
3. “**THAT** conditional upon (i) resolution 1 and resolution 2 as set out in this notice being approved; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) (in their nil-paid and fully-paid forms); and (iii) the filing and registration of all documents relating to the Rights Issue required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance in Hong Kong:
- (a) the entering into and the terms and conditions of the underwriting agreement (the “**Underwriting Agreement**”) dated 14 August 2017 (as supplemented on 28 September 2017) in respect of the Rights Issue (as defined below) entered into between the Company and Emperor Securities Limited (together, the “**Underwriter**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares by the Underwriter) be and are hereby approved, confirmed and ratified;
 - (b) the issue by way of rights (the “**Rights Issue**”) of 1,874,944,986 Consolidated Shares (“**Rights Shares**”) at a subscription price of HK\$0.15 per Rights Share to the shareholders of the Company (the “**Shareholders**”) whose names shall appear on the register of members of the Company at the close of business on 26 October 2017 (the “**Qualifying Shareholders**”), or such other date as the Company and the Underwriter may agree as the record date for determination of the entitlements of the Shareholders to the Rights Issue (the “**Record Date**”) (excluding those Shareholders (the “**Non-Qualifying Shareholders**”) whose addresses on the register of members of the Company are outside Hong Kong on the Record Date in respect of whom the Directors, after making relevant enquiries, consider it necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s)), on the basis of

three (3) Rights Shares for every two (2) Consolidated Shares held on the Record Date and pursuant to the terms and conditions as set out in the Underwriting Agreement be and is hereby approved;

- (c) any Director be and is hereby authorized to issue and allot the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (i) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorized to make such exclusions or other arrangements in relation to fractional entitlements and/or Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong; (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares; and
- (d) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

4. To re-elect the following retiring Directors:

- a. Dr. Lam Lee G. as a non-executive Director; and
- b. Ms. Li Tak Yin as an independent non-executive Director.

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

Hong Kong, 29 September 2017

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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business in Hong Kong:*
22/F., China Overseas Building
139 Hennessy Road
Wanchai, Hong Kong

Notes:

1. A form of proxy for use at the EGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
3. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or any adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. The votes to be taken at the meeting for the resolution will be by way of a poll.
8. The register of members of the Company will be closed from Friday, 13 October 2017 to Wednesday, 18 October 2017 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 October 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 GEM website at www.hkgem.com on the "Latest Company Announcements" page 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.