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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)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
THREE RIGHTS SHARES FOR EVERY TWO SHARES
HELD ON THE RECORD DATE**

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue became unconditional at 4:00 p.m. on Wednesday, 15 November 2017. The gross proceeds raised from the Rights Issue are approximately HK\$281.2 million before expenses.

As at 4:00 p.m. on Friday, 10 November 2017, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for the excess Rights Shares,

- (i) 29 valid acceptances of provisional allotments under the PALs were received for a total of 1,065,762,821 Rights Shares, representing approximately 56.84% of the total number of 1,874,944,986 Rights Shares being offered under the Rights Issue; and
- (ii) 6 valid applications for excess Rights Shares under the EAFs were received for a total of 9,821,754 Rights Shares, representing approximately 0.53% of the total number of 1,874,944,986 Rights Shares being offered under the Rights Issue.

In aggregate, 35 valid acceptances and applications in respect of 1,075,584,575 Rights Shares have been accepted and applied for representing approximately 57.37% of the total number of 1,874,944,986 Rights Shares being offered under the Rights Issue.

* For identification purpose only

Based on the subscription results, the Rights Issue was under-subscribed by 799,360,411 Rights Shares, representing approximately 42.63% of the total number of Rights Shares being offered under the Rights Issue. The Underwriter had performed its underwriting obligations pursuant to the Underwriting Agreement and had procured subscribers to subscribe for all the Untaken Shares. None of the subscribers has become a substantial Shareholder (as defined in the GEM Listing Rules) as a result of taking up the Untaken Shares.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

It is expected that share certificates in respect of the fully-paid Rights Shares will be despatched to those entitled thereto by ordinary post to their respective registered address at their own risk by the Registrar on or before Friday, 17 November 2017.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Dealings in the Rights Shares in their fully paid form on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 20 November 2017.

Reference is made to the prospectus of Roma Group Limited (the “**Company**”) dated 27 October 2017 (the “**Prospectus**”) in relation to the Rights Issue. Unless the context otherwise requires, capitalized terms used herein shall have the same meaning as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

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EXCESS APPLICATION

Given the subscription results, all valid applications for a total of 9,821,754 excess Rights Shares have been accepted and the relevant number of the Rights Shares will be allotted and issued in full to the relevant applicants.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Director’s knowledge and information, the following is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>no. of Shares</i>	<i>%</i>	<i>no. of Shares</i>	<i>%</i>
Aperto	255,750,000	20.46	255,750,000	8.18
Public Shareholders	<u>994,213,325</u>	<u>79.54</u>	<u>2,869,158,311</u>	<u>91.82</u>
Total	<u>1,249,963,325</u>	<u>100.00</u>	<u>3,124,908,311</u>	<u>100.0</u>

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By order of the Board
Roma Group Limited
Yue Kwai Wa Ken

Executive Director, Chief Executive Officer and Company Secretary

Hong Kong, 16 November 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 of the Company 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 of the Company, 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.