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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)**

**DISCLOSEABLE TRANSACTIONS  
PROVISION OF FINANCIAL ASSISTANCE  
AND  
ADVANCE TO ENTITY**

**PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO ENTITY**

On 21 May 2018, the Loan Agreement was entered into between M Success as lender and the Borrower as borrower for the Loan in an amount up to HK\$60,650,000 for a term of 7.5 months commencing from 21 May 2018 and ending on 4 January 2019.

On 3 November 2017, the Previous Loan Agreement was entered into between M Success as lender and the Borrower as borrower for the Previous Loan in an amount up to HK\$9,500,000 for a term of 12 months commencing from 3 November 2017 and ending on 2 November 2018.

The Previous Loan Payables under the Previous Loan were fully settled by the Borrower following the First Drawdown from the Loan by the Borrower pursuant to the Loan Agreement.

**IMPLICATION UNDER THE GEM LISTING RULES**

The Previous Loan Agreement, on a standalone basis, does not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the Loan Agreement and Previous Loan Agreement are aggregated as a single transaction as the Loan Agreements were entered into by M Success with the same party within a 12 month period.

\* *For identification purpose only*

As the relevant percentage ratios in respect of the Loan Agreement, on a standalone basis, and the relevant percentage ratios of the Previous Loan Agreement when aggregated with the Loan Agreement, are more than 5% but less than 25%, the transactions contemplated under the Loan Agreements constitute discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules.

As the amount of the Previous Loan did not exceed 8% under the then assets ratio defined under Rule 19.07(1) of the GEM Listing Rules, the grant of the Previous Loan was not subject to the general disclosure obligations under Rule 17.15 of the GEM Listing Rules.

As the aggregate amount of the Loans exceeds 8% under the assets ratio defined under Rule 19.07(1) of the GEM Listing Rules, the grant of the Loans is subject to the general disclosure obligations under Rule 17.15 of the GEM Listing Rules.

## **PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO ENTITY**

### **The Loan Agreement**

The Board hereby announces that on 21 May 2018, the Loan Agreement was entered into between M Success as lender and the Borrower as borrower, details of which are set out as follows:

Date of agreement : 21 May 2018  
Lender : M Success  
Borrower : The Borrower  
Loan amount : Up to HK\$60,650,000

The Loan is available for drawdown from the date of the Loan Agreement and up to 4 January 2019. Any part of the Loan borrowed and repaid may be re-borrowed during the drawdown period save that the aggregate amount of the Loan outstanding at all times shall not exceed HK\$60,650,000.

M Success and the Borrower agree that immediately upon the signing of the Loan Agreement, the Borrower shall draw down HK\$10,127,000 (which is an amount equivalent to the amount of the Previous Loan Payables) for the sole purpose of settling the Previous Loan Payables (the “**First Drawdown**”). The Borrower has made the First Drawdown as at the date of this announcement. Accordingly, the Previous Loan Payables have been settled in full.

According to the Loan Agreement, M Success and the Borrower have agreed that upon the First Drawdown, the obligations of M Success to make available to the Borrower any part of the Previous Loan under the Previous Loan Agreement shall cease with retrospective effect from the Reference Date and accordingly, the Borrower shall not have any right to draw down the Previous Loan under the Previous Loan Agreement starting from the Reference Date.

- Interest rate and interest calculation : 14.5% per annum which shall be calculated and accrued on the principal amount of the Loan drawn down by the Borrower on the basis of 360 days a year commencing from the relevant drawdown date.
- Term : A period of 7.5 months commencing from 21 May 2018 and ending on 4 January 2019
- Security : A first fixed charge executed by the Borrower in favour of M Success over 99,000,000 shares (the “**Charged Shares**”) of HK\$0.01 each in the share capital of the Listco, representing 24.75% of the entire issued share capital thereof as at the date of this announcement. Pursuant to the share charge executed by the Borrower in favour of M Success on the date of the Loan Agreement, the Borrower shall not have any rights to dividends, payments, interest, other amounts or voting attached to the Charged Shares until the share charge becomes enforceable pursuant to the terms and conditions thereof.
- Repayment : The Borrower shall repay the Loan in full in one lump sum together with outstanding interest accrued thereon on 4 January 2018.

### **The Previous Loan Agreement**

The Board further announces that on 3 November 2017, the Previous Loan Agreement was entered into between M Success as lender and the Borrower as borrower, details of which are set out as follows:

- Date of agreement : 3 November 2017
- Lender : M Success
- Borrower : The Borrower
- Loan amount : Up to HK\$9,500,000

According to the Previous Loan Agreement, the Previous Loan would be available for drawdown from the date of the Previous Loan Agreement and up to 2 November 2018. Any part of the Previous Loan borrowed and repaid may be re-borrowed during the drawdown period save that the aggregate amount of the Previous Loan outstanding at all times shall not exceed HK\$9,500,000 *(Note 1)*.

Interest rate and interest calculation	:	12% per annum which shall be calculated and accrued on the principal amount of the Previous Loan drawn down by the Borrower on the basis of 360 days a year commencing from relevant the drawdown date.
Term	:	A period of 12 months commencing from 3 November 2017 and ending on 2 November 2018
Security	:	Nil
Repayment	:	According to the Previous Loan Agreement, the Borrower shall repay the Previous Loan in full in one lump sum together with outstanding interest accrued thereon on 2 November 2018 <i>(Note 2)</i> .

*Notes:*

- 1. Please refer to the third paragraph in the row named "Loan amount" in the table under the heading named "Provision of financial assistance and advance to entity — the Loan Agreement" in this announcement for the rights and obligations of drawdown under the Previous Loan Agreement with effect from the Reference Date as agreed by M Success and the Borrower in the Loan Agreement.*
- 2. Please refer to the second paragraph in the row named "Loan amount" in the table under the heading named "Provision of financial assistance and advance to entity — the Loan Agreement" in this announcement for the repayment arrangements of the Previous Loan and interest accrued thereon as agreed by M Success and the Borrower in the Loan Agreement.*

As at the Reference Date, the Previous Loan Payables in an amount of HK\$10,127,000, being the outstanding principal of the Previous Loan drawn down by the Borrower and the interest accrued thereon, remained payable to M Success. The Previous Loan Payables were fully settled by the Borrower following the First Drawdown from the Loan by the Borrower pursuant to the Loan Agreement.

## **FUNDING OF THE LOANS**

The Previous Loan was financed by the internal cash resources of the Group. The Loan is financed by both the internal cash resources of the Group and part of the net proceeds from the rights issue of the Company completed in November 2017.

## **INFORMATION ON THE BORROWER**

The Borrower is a company incorporated in the British Virgin Islands and its principal activity is investment holding. As at the date of this announcement, the Borrower is beneficially interested in 300,000,000 shares of the Listco (representing 75% of the issued share capital of the Listco as at the date of this announcement). The Directors confirmed that, to the best of their knowledge, information and belief having made all reasonable enquiry, the Borrower and its ultimate beneficial owners are third parties independent of the Group and its connected persons.

## **INFORMATION ON THE GROUP**

The principal activity of the Company is investment holding. The major activities of the Group are currently provision of valuation and advisory services and financing services in Hong Kong. M Success, as the lender of the Loans, is an indirect wholly-owned subsidiary of the Company and is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong).

## **REASONS FOR AND BENEFITS OF THE PROVISION OF THE LOANS**

Taking into account the principal business activities of the Group, the grant of the Loans to the Borrower is in the ordinary and usual course of business of the Group.

The respective terms of the Loan Agreements (including the interest rate and the terms of the Loans) were negotiated on an arm's length basis between M Success and the Borrower. The Directors consider that the grant of the Loans is financial assistance provided by the Group within the meaning of the GEM Listing Rules. The Directors are of the view that the respective terms of the Loan Agreements were entered into on normal commercial terms based on the Group's credit policy. Taking into account the satisfactory financial background of the Borrower, the security provided by the Borrower and that revenue from the interest income is expected, the Directors consider that the respective terms of the Loan Agreements (including the interest rate and the terms of the Loans) are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **IMPLICATION UNDER THE GEM LISTING RULES**

The Previous Loan Agreement, on a standalone basis, does not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the Loan Agreement and Previous Loan Agreement are aggregated as a single transaction as the Loan Agreements were entered into by M Success with the same party within a 12 month period.

As the relevant percentage ratios in respect of the Loan Agreement, on a standalone basis, and the relevant percentage ratios of the Previous Loan Agreement when aggregated with the Loan Agreement, are more than 5% but less than 25%, the transactions contemplated under the Loan Agreements constitute discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules.

As the amount of the Previous Loan did not exceed 8% under the then assets ratio defined under Rule 19.07(1) of the GEM Listing Rules, the grant of the Previous Loan was not subject to the general disclosure obligations under Rule 17.15 of the GEM Listing Rules.

As the aggregate amount of the Loans exceeds 8% under the assets ratio defined under Rule 19.07(1) of the GEM Listing Rules, the grant of the Loans is subject to the general disclosure obligations under Rule 17.15 of the GEM Listing Rules.

## **TERMS USED IN THIS ANNOUNCEMENT**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Borrower”	Classic Charm Investments Limited, a company incorporated under the laws of the British Virgin Islands, being the borrower of the Loans
“Company”	Roma Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listco”	Takbo Group Holdings Limited (a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange)
“Loan”	a revolving loan in the maximum principal sum of HK\$60,650,000 provided by M Success to the Borrower pursuant to the Loan Agreement
“Loans”	collectively, the Loan and the Previous Loan
“Loan Agreement”	a loan agreement dated 21 May 2018 and entered into between M Success and the Borrower in respect of the Loan
“Loan Agreements”	collectively, the Loan Agreement and the Previous Loan Agreement

“M Success”	M Success Finance Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Previous Loan”	a revolving loan in the maximum principal sum of HK\$9,500,000 provided by M Success to the Borrower pursuant to the Previous Loan Agreement
“Previous Loan Agreement”	a loan agreement dated 3 November 2017 and entered into between M Success and the Borrower in respect of the Previous Loan
“Previous Loan Payables”	an amount of HK\$10,127,000, being the outstanding principal drawn down by the Borrower and the interest accrued thereon pursuant to the terms and conditions of the Previous Loan Agreement as at the Reference Date
“Reference Date”	20 May 2018, the date immediately prior to the date of the Loan Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Roma Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director, Chief Executive Officer,  
Chairman and Company Secretary*

Hong Kong, 21 May 2018

*As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken and Ms. Chan Hong Nei Connie; 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](http://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](http://www.romagroup.com).*