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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)

TERMINATION OF DISCLOSEABLE TRANSACTION

This announcement is made by Roma Group Limited (the “**Company**”) pursuant to Rule 19.36 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 12 January 2018 and 29 March 2018 in relation to (i) the sale and purchase agreement (the “**Agreement**”) dated 12 January 2018 and entered into between Glorious Sky Group Limited, an indirect wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”) and Novel Sky Holdings Limited as vendor (the “**Vendor**”) pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell 7,500,000 shares of CDE Holdings Limited; and (ii) the extension of the Long Stop Date from 31 March 2018 to 31 May 2018 as additional time would be required by the Purchaser to conduct due diligence review of the Target Group.

Unless otherwise specified herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

As at 31 May 2018, being the extended Long Stop Date, the due diligence review of the Target Group, being one of the conditions precedent to the Completion, has not been completed. Since such condition precedent has not been satisfied nor waived by the Purchaser on or before 12:00 noon on the extended Long Stop Date and the Vendor does not agree to extend the Long Stop Date further, in accordance with the terms and conditions of the Agreement, the Agreement has ceased and determined on 31 May 2018 and the Vendor shall return the Refundable Deposit and thereafter neither party shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof. As at the date of this announcement, the Company is not aware of any antecedent breaches of the terms of the Agreement.

* *For identification purpose only*

The Vendor has returned the Refundable Deposit to the Purchaser by way of cheque prior to the publication of this announcement.

The Board considers that the termination of the Agreement has no material adverse impact on the business operation and financial position of the Group.

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

Hong Kong, 31 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 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.