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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

ADOPTION OF SHARE AWARD PLAN

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The Board announces that the Plan Rules constituting the Plan were adopted by the Board with effect from 22 June 2018. The purposes of the Plan are to (i) recognise and reward the contribution of certain Eligible Employees to the growth and development of the Group through an award of Shares and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (ii) attract suitable personnel for further development of the Group. Under the Plan Rules, the Board may, from time to time, at its absolute discretion select any Eligible Employee for participation in the Plan as a Selected Employee. A summary of the principal terms of the Plan is set out in the main body of this announcement.

IMPLICATION UNDER THE GEM LISTING RULES

The Plan does not constitute a share option scheme or an arrangement involving the grant of options to participants over new Shares or other new securities of the Company which is analogous to a share option scheme for the purpose of Chapter 23 of the GEM Listing Rules and is not required to comply with the rules thereunder. No Shareholders' approval is required to adopt the Plan.

ADOPTION OF THE SHARE AWARD PLAN

The Company has adopted the Plan on 22 June 2018 (on which the Plan has become effective). A summary of the principal terms of the Plan is set out in this announcement.

* For identification purpose only

Purposes and objectives

The purposes of the Plan are to (i) recognise and reward the contribution of certain Eligible Employees to the growth and development of the Group through an award of Shares and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (ii) attract suitable personnel for further development of the Group.

The Plan Rules constituting the Plan were adopted by the Board with effect from 22 June 2018.

Administration

The Plan shall be subject to the administration of the Board and the Trustee in accordance with the Plan Rules and the terms of the Trust Deed. The Company shall appoint the Trustee to hold the Trust Fund and administer the Plan in accordance with the terms of the Trust Deed.

The Company has resolved to appoint a company incorporated in Hong Kong which is wholly owned by Mr. Yue Kwai Wa Ken, an executive Director, as the Trustee. The Trustee will not receive any remuneration from the Company for its services and will only be reimbursed the actual expenses involved in the operation of the Trust.

Eligibility

Under the Plan Rules, the Board may, from time to time, at its absolute discretion select any Eligible Employee for participation in the Plan as a Selected Employee.

Contribution of funds to the Trust

The Board may from time to time cause to be paid to the Trust by way of settlement or otherwise contributed by the Company or member of the Group as directed by the Board which shall constitute part of the Trust Fund, for the purchase or subscription (as the case may be) of Shares and other purposes set out in the Plan Rules and the Trust Deed.

Pool of Awarded Shares

In order to satisfy any Award to be granted under the Plan from time to time, the Trustee shall, maintain a pool of Shares as part of the Trust Fund comprising the following:

- (a) purchasing such Shares on the Stock Exchange by utilising the Trust Fund in accordance with the instruction notice given by the Board to the Trustee which shall specify, among others, the maximum amount of funds to be used for such purchase and range of prices for such purchase;
- (b) subscribing for such new Shares at such price to be determined by the Board for subscription by the Trustee by utilising the Trust Fund, subject to compliance by the Company with the relevant GEM Listing Rules; and
- (c) such Shares which remain unvested and revert to the Trustee pursuant to the Plan Rules.

Awarding and vesting of Awarded Shares

The Board shall, subject to and in accordance with the Plan, be entitled (but shall not be bound) to, at any time during the continuation of the Plan, make an Award out of the shares pool to any of the Eligible Employees such number of issued Shares, fully paid or credited as fully paid, as the Board shall determine.

The eligibility of any of the Eligible Employees to an Award shall be determined by the Board from time to time on the basis of the Board's opinion as to his/her contribution and/or future contribution to the development and growth of the Group.

No Award shall be made by the Board pursuant to the Plan and no instructions to acquire or subscribe for any Shares shall be given to the Trustee under the Plan where dealings in the Shares are prohibited under any code or requirement of the GEM Listing Rules and all applicable laws from time to time. Without limiting the generality of the foregoing, no instructions shall be given by the Board for acquiring or subscribing for Shares and no grant shall be made:

- (a) after an event involving inside information in relation to affairs or securities of the Company has occurred or a matter involving inside information in relation to the securities of the Company has been the subject of a decision until such inside information has been publicly announced in accordance with the application laws and the GEM Listing Rules;
- (b) during the period of 60 days immediately preceding the publication date of the annual results for any financial period of the Company or, if shorter, the period from the end of the relevant financial period up to the publication date of the results;
- (c) during the period of 30 days immediately preceding the publication date of the quarterly and interim results for any financial period of the Company or, if shorter, the period from the end of the relevant quarterly or half-year period of the financial period up to the publication date of the results; or
- (d) in any circumstance which is prohibited under the GEM Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or any other law or regulation or where any requisite approval or waiver from any governmental or regulatory authority has not been granted.

Where any grant of Awarded Shares is proposed to be made to any person who is a connected person of the Company (within the meaning of the GEM Listing Rules), the Company shall comply with such provisions of the GEM Listing Rules as may be applicable, including any reporting, announcement and/or shareholders' approval requirements, unless otherwise exempted under the GEM Listing Rules.

Any Awarded Shares held by the Trustee on behalf of the Selected Employee shall vest in such Selected Employee in accordance with the vesting schedule (if any) as set out in the notice of the Award, and the Trustee shall cause the Awarded Shares to be transferred to such Selected Employee on the Vesting Date.

The Board may at its discretion, with or without further conditions, grant additional Shares or cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus Shares and scrip dividends) declared by the Company or derived from such Awarded Shares during the period from the date of Award to the Vesting Date to a Selected Employee upon the vesting of any Awarded Shares.

In the event that prior to or on the Vesting Date, a Selected Employee ceases to be an Eligible Employee pursuant to the Plan Rules, the relevant Award made to such Selected Employee shall automatically lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund.

Rights and restrictions of the Awarded Shares

Prior to the Vesting Date, any Award made under the Plan shall be personal to the Selected Employee to whom it is made and shall not be assignable and no Selected Employee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such Award.

Subject to the Plan Rules, a Selected Employee shall not have any interest or rights (including voting rights and the right to receive dividends) in the Awarded Shares prior to the Vesting Date. Subject to the Plan Rules, all cash income and the sale proceeds of non-scrip distribution declared in respect of a Share held upon the Trust will be applied towards (a) the payment of costs and expenses of the Trust and (b) the remainder, if any, remain as part of the Trust Fund.

The Trustee shall not exercise the voting rights in respect of any Shares held by it under the Trust (if any) (including but not limited to the Awarded Shares, any bonus Shares and scrip Shares derived therefrom).

Maximum number of Shares to be subscribed and purchased

The maximum number of Shares to be subscribed for and/or purchased by the Trustee by applying the Trust Fund for each calendar year for the purpose of the Plan shall not exceed 10% of the total number of issued Shares as at the beginning of such calendar year. The Directors shall not instruct the Trustee to subscribe and/or purchase any Shares for the purpose of the Plan when such subscription and/or purchase will result in the said limit being exceeded.

The maximum number of Shares which may be awarded to a Selected Employee under the Plan shall not exceed 1% of the total number of issued Shares from time to time.

Alteration of the Plan

The Plan Rules may be amended in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Employee hereunder.

Written notice of any amendment to the Plan Rules shall be given to all Selected Employees and the Trustee.

Duration and termination of the Plan

Subject to any early termination as may be determined by the Board by a resolution of the Board, the Plan shall be valid and effective for a term of 10 years commencing from the date of the Plan.

The termination of the Plan shall not affect any subsisting rights of any Selected Employee thereunder.

Upon termination of the Plan:

1. no further grant of Awarded Shares may be made under the Plan;
2. all the Awarded Shares of the Selected Employees granted under the Plan shall continue to be held by the Trustee and become vested in the Selected Employees according to the conditions of the Award, subject to the receipt by the Trustee of the transfer documents prescribed by the Trustee and duly executed by the Selected Employee;
3. upon the expiration of the trust period (the “Trust Period”) (i.e. the date of expiry of the period of ten years from the date of adoption of the Plan or such date as determined by the Board), all Shares (except for any Awarded Shares subject to vesting on the Selected Employees) remaining in the Trust Fund shall be sold by the Trustee within 28 business days (on which the trading of the Shares has not been suspended) after a written notice setting out the instructions by the Board to the Trustee to sell the Shares has been served to the Trustee;
4. upon the expiration of the Trust Period, all net proceeds of sale in paragraph 3 above and such other funds and properties remaining in the Trust Fund managed by the Trustee (after making appropriate deductions in respect of all disposal costs, liabilities and expenses) shall be remitted to the Company forthwith.

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TERMS USED IN THIS ANNOUNCEMENT

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

“Award”	a provisional award of the Awarded Shares made in accordance with the Plan
“Awarded Shares”	the Share(s) provisionally awarded to a Selected Employee pursuant to an Award
“Board”	the board of Directors of the Company and if the context of the Plan Rules and/or the Trust Deed so permits, it shall include such committee or sub-committee or person(s) as from time to time delegated with the power and authority by the board of directors of the Company to administer the Plan
“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
“Eligible Employee”	any employee(s) (whether full time or part time) of the Company and its subsidiaries (but excluding any Director)
“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 PRC
“Plan”	the Roma Group Limited Share Award Plan, which became effective on 22 June 2018, as altered from time to time
“Plan Rules”	the rules related to the Plan
“Selected Employees”	Eligible Employees for whom Shares have been provisionally set aside pursuant to an Award
“Shares”	shares of HK\$0.064 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed

“Trust Deed”	the trust deed to be entered into between the Company as settlor and the Trustee as trustee for governing, among other matters, the duties and powers of the Trustee, as restated, supplemented and amended from time to time
“Trust Fund”	the funds and properties held under the Trust and managed by the Trustee for the benefit of the Eligible Employees in accordance with the Plan Rules and the Trust Deed
“Trustee”	the trustee under the Trust Deed to be appointed by the Board for administration of the Plan
“Vesting Date”	in respect of a Selected Employee, the date on which the legal and beneficial ownership of the Awarded Shares are transferred to and vested in such Selected Employee pursuant to an Award in accordance with the Plan
“%”	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, 22 June 2018

As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken and Mr. Li Sheung Him Michael; 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.