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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

## **DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE**

### **PROVISION OF FINANCIAL ASSISTANCE**

The Board hereby announces that on 15 October 2018, the Loan Agreement was entered into between M Success and the Borrower Group. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan in the principal amount of HK\$20,000,000 to the Borrower Group.

### **GEM LISTING RULES IMPLICATIONS**

As one of applicable percentage ratios under Rule 19.06 of the GEM Listing Rules for the Loan exceeds 5% but less than 25%, the grant of the Loan constitutes a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

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\* *For identification purpose only*

## **THE LOAN AGREEMENT**

The principal terms of the Loan Agreement are summarised as follows:

Date of the Loan Agreement	:	15 October 2018
Lender	:	M Success
Borrowers	:	(i) the Borrower Company; and (ii) two individuals, being all the directors and shareholders of the Borrower Company
Principal	:	HK\$20,000,000
Interest rate	:	26.4% per annum
Term	:	One month from the date of the Loan Agreement
Security	:	A second mortgage/legal charge over the Property with valuation conducted by an independent property valuer on 15 October 2018 of approximately HK\$82 million
Repayment	:	The Borrower Group shall repay the interest of the Loan with the principal amount at maturity of the Loan

## **FUNDING OF THE LOAN**

The Group finances the Loan with net proceeds from the rights issue of shares of the Company completed in November 2017.

## **THE SECOND MORTGAGE/LEGAL CHARGE**

Simultaneously upon the entering into of the Loan Agreement, the Borrower Company also executed the Second Mortgage/Legal Charge in favour of M Success to charge the Property to M Success as security for the payment obligations and liabilities of the Borrower Group arising from or under the Loan Agreement. The Second Mortgage/Legal Charge shall be released upon full settlement of all the payment obligations and liabilities arising from or under the Loan Agreement.

## **INFORMATION ON THE BORROWER GROUP**

The Borrower Group is constituted by the Borrower Company and two individuals who are all the directors and shareholders of the Borrower Company. The Borrower Company is a company incorporated in Hong Kong and its principal activity is investment holding. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each member of the Borrower Group and the ultimate beneficial owners of the Borrower Company are third parties independent of the Group and its connected persons (within the meaning of the GEM Listing Rules).

## **INFORMATION ON THE GROUP AND THE LENDER**

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 Loan, 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 LOAN**

The terms of the Loan Agreement were negotiated on an arm's length basis between M Success and the Borrower Group. The Directors consider that the granting of the Loan is a financial assistance provided by the Company within the meaning of the GEM Listing Rules. The Directors are of the view that the terms of the Loan Agreement were entered into on normal commercial terms based on the Group's credit policy. The Group has assessed and found satisfactory on the financial background of the Borrower Group. Based on the foregoing and revenue from the interest income of the Loan being expected, the Directors consider that the terms of the Loan Agreement are fair and reasonable and the entering into of the Loan Agreement is in the interests of the Company and its shareholders as a whole.

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## **DEFINITIONS**

Unless the context requires otherwise, capitalised terms in this announcement shall have the following meanings:

“Board”	the board of Directors
“Borrower Company”	a company incorporated in Hong Kong, being one of the borrowers of the Loan
“Borrower Group”	collectively, the Borrower Company and two individuals who are all the directors and the shareholders of the Borrower Company, being all the borrowers of the Loan
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“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
“Loan”	a loan in the amount of HK\$20,000,000 provided by M Success to the Borrower Group
“Loan Agreement”	the loan agreement dated 15 October 2018 entered into between M Success and the Borrower Group in respect of the Loan
“M Success”	M Success Finance Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Property”	a residential property situated at Mid-Levels, Central, Hong Kong
“Second Mortgage/ Legal Charge”	a second mortgage/legal charge over the Property dated 15 October 2018 executed by the Borrower Company in favour of M Success
“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, 15 October 2018

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