

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that on 31 October 2019, the Loan Agreement was entered into between M Success and the Borrower. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan in an amount up to HK\$5,000,000 to the Borrower.

GEM LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules for the Loan exceeds 5% but is less 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.

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that on 31 October 2019, the Loan Agreement was entered into between M Success and the Borrower. Pursuant to the Loan Agreement, M Success has agreed to grant the Loan in an amount up to HK\$5,000,000 to the Borrower.

* For identification purpose only

The Loan Agreement

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

Date of the Loan Agreement : 31 October 2019

Lender : M Success

Borrower : the Borrower

Loan amount : Up to HK\$5,000,000

The Loan is available for drawdown from the date of the Loan Agreement and ending on the date on which the Loan is fully drawn.

Interest rate : 36% per annum which shall be calculated and accrued on the principal amount of the Loan drawn down by the Borrower on the basis of 365 days a year commencing from relevant the drawdown date.

Term : Three months from the date on which the Loan is drawn

Security : The Loan is guaranteed by the Guarantor

Repayment : The Borrower shall repay the interest of the Loan with principal amount at maturity of the Loan

FUNDING OF THE LOAN

The Group shall finance the Loan from the internal cash resources of the Group.

THE PERSONAL GUARANTEE

Simultaneously upon the entering into the Loan Agreement, the Guarantor has executed the Guarantee in favour of M Success to guarantee, as a continuing obligation, the due and punctual payment and performance of the Borrower's payment obligation under the Loan Agreement and the due and punctual performance and observance by the Borrower of all of its other obligations contained in the Loan Agreement and if the Borrower fails to pay any amount of the Loan when due the Guarantor shall pay such amount to M Success upon demand.

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).

INFORMATION ON THE BORROWER

The Borrower is a company incorporated in the British Virgin Island and its principal activity is investment holding. As at the date of this announcement, the Guarantor holds 70% of entire issued share capital of the Borrower. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Borrower and its ultimate beneficial owner(s) are Independent Third Party and not connected with the Company.

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. 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. 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.

GEM LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 19.06 of the GEM Listing Rules for the Loan exceeds 5% but is 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.

DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	a company incorporated in British Virgin Islands, being the borrower 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 of the Stock Exchange
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries

“Guarantee”	the guarantee dated 31 October 2019 executed by the Guarantor in favour of M Success as surety for the Borrower’s obligations and liabilities arising from or under the Loan Agreement
“Guarantor”	a natural person who is an Independent Third Party being the owner of 70% of entire issued share capital of the Borrower as at the date of this announcement
“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
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
“Loan”	a loan in the amount up to HK\$5,000,000 to be provided by M Success to the Borrower pursuant to the Loan Agreement
“Loan Agreement”	the loan agreement dated 31 October 2019 entered into between M Success and the Borrower 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
“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, 31 October 2019

As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken (Chairman and Chief Executive Officer) and Mr. Li Sheung Him Michael; and the independent non-executive Directors are Mr. Ko Wai Lun Warren, Ms. Li Tak Yin, Mr. Man Wai Lun 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.