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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Roma Group Limited (the “**Company**”) dated 27 April 2020 in respect of the Placing (the “**Announcement**”). Unless defined otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and Completion took place on 12 May 2020. An aggregate of 27,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.21 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules) upon Completion.

The gross and net proceeds (after deducting the placing commission and other related expenses from the Placing) are HK\$5.67 million and approximately HK\$5.48 million respectively. The Company intends to apply the net proceeds for the general working capital of the Group.

* *For identification purposes only*

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company immediately prior to and after Completion:

	Immediately prior to Completion		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate % (Note 1)
Aperto Investments Limited (Note 2)	39,476,000	29.24	39,476,000	24.36
Fast and Fabulous Company Limited (Note 3)	15,000,000	11.11	15,000,000	9.26
Placees	–	–	27,000,000	16.66
Other public Shareholders	<u>80,544,415</u>	<u>59.65</u>	<u>80,544,415</u>	<u>49.71</u>
Total	<u>135,020,415</u>	<u>100.00</u>	<u>162,020,415</u>	<u>100.00</u>

Notes:

1. The percentages may not add up to subtotal or total due to rounding.
2. The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk Kee Yan Kelvin, who is deemed to be interested in all the Shares held by Aperto Investments Limited by virtue of the SFO.
3. The 15,000,000 Shares are held by Fast and Fabulous Company Limited, which is the trustee of the share award plan of the Company adopted on 22 June 2018, details of which were set out in the announcements of the Company dated 22 June 2018 and 10 July 2018. As the entire issued share capital of Fast and Fabulous Company Limited is legally and beneficially owned by Mr. Yue, Mr. Yue is deemed to be interested in all the Shares held by Fast and Fabulous Company Limited by virtue of the SFO. Mr. Yue is an executive Director, the chief executive officer, chairman and company secretary of the Company.

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

Hong Kong, 12 May 2020

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. Chung Man Lai, Mr. Ko Wai Lun Warren and Ms. Li Tak Yin.

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.