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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Roma Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

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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)

**PROPOSED SUBDIVISION OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page have the same meaning as those defined in this circular.

A notice convening the EGM of the Company to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 March 2014 at 10:00 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the instrument appointing the proxy shall be deemed to be revoked.

This circular together with a form of proxy will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at <http://www.romagroup.com>.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	1
DEFINITIONS	3
LETTER FROM THE BOARD	5
NOTICE OF EGM	10

EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision and the associated trading arrangement are as follows:

	Time	Date
Latest date and time to return proxy form for the EGM	10:00 a.m.	Monday, 3 March 2014
EGM	10:00 a.m.	Wednesday, 5 March 2014
Publication of poll results of the EGM		Wednesday, 5 March 2014

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in this circular.

	Time	Date
Effective date of Share Subdivision		Thursday, 6 March 2014
Dealings in Subdivided Shares	9:00 a.m.	Thursday, 6 March 2014
Original counter of trading in Shares in board lot of 10,000 Shares temporarily closes	9:00 a.m.	Thursday, 6 March 2014
Temporary counter for trading in Subdivided Shares in board lot of 100,000 Subdivided Shares (in the form of Existing Share Certificates) opens	9:00 a.m.	Thursday, 6 March 2014
First day of free exchange of Existing Share Certificates for the New Share Certificates for the Subdivided Shares		Thursday, 6 March 2014
Original counter for trading in Subdivided Shares in board lot of 10,000 Subdivided Shares (only New Share Certificates for the Subdivided Shares can be traded at this counter) re-opens	9:00 a.m.	Thursday, 20 March 2014
Parallel trading in the Shares and Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) commences	9:00 a.m.	Thursday, 20 March 2014
Temporary counter for trading in board lot of 100,000 Subdivided Shares (in the form of Existing Share Certificates) closes	4:00 p.m.	Wednesday, 9 April 2014

EXPECTED TIMETABLE

	Time	Date
Parallel trading in Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) ends	4:00 p.m.	Wednesday, 9 April 2014
Last day for free exchange of Existing Share Certificates for the Shares for New Share Certificates for the Subdivided Shares		Friday, 11 April 2014

Note: All times and dates refer to Hong Kong local times and dates.

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision and the associated trading arrangements as aforesaid.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Roma Group Limited, a company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the proposed Share Subdivision
“Existing Share Certificate(s)”	existing share certificate(s) of the Shares
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 February 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Committee”	has the meaning ascribed to it in the GEM Listing Rules
“New Share Certificate(s)”	share certificate(s) of the Subdivided Shares
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2011
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company before the Share Subdivision becoming effective
“Shareholders”	holder(s) of the Share(s)

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2011
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into ten (10) Subdivided Shares of par value of HK\$0.001 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	share(s) of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



ROMA
ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

Executive Directors:

Mr. Luk, Kee Yan Kelvin

(Chairman and Chief Executive Officer)

Mr. Yue, Kwai Wa Ken

(Chief Financial Officer)

Independent non-executive Directors:

Mr. Chan, Ka Kit

Mr. Lam, Pak Cheong

Mr. Ng, Simon

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of

business in Hong Kong:

Unit 3806, 38th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

17 February 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED SUBDIVISION OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made the Company's announcement dated 29 January 2014 in which it was announced that the Board proposes to subdivide each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into ten (10) Subdivided Shares of par value of HK\$0.001 each.

The purpose of this circular is to provide you with the relevant information regarding the Share Subdivision and to give you notice of the EGM at which an ordinary resolution will be proposed to consider and, if thought fit, approve, among other matters, the Share Subdivision.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of par value of HK\$0.001 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in section headed “Conditions of the Share Subdivision” below.

The Shares are currently traded in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the board lots size of the Subdivided Shares for trading on the Stock Exchange will remain as 10,000 Subdivided Shares.

The Share Subdivision will not be expected to result in any odd lots other than those already exist.

SHARE CAPITAL STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$80,000,000 divided into 8,000,000,000 Shares, of which 800,000,000 Shares were in issue and fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$80,000,000 divided into 80,000,000,000 Subdivided Shares, of which 8,000,000,000 Subdivided Shares will be in issue and fully paid, assuming that no further Shares are issued or repurchased after the date hereof.

As at the Latest Practicable Date, there were 57,800,000 and 8,800,000 outstanding share options granted by the Company under the Pre-IPO Share Option Scheme and the Share Option Scheme respectively. The Company will adjust the exercise prices and the number of the outstanding share options upon completion of the Share Subdivision. The Company will arrange its auditors or an independent financial adviser to certify the adjustments to the exercise prices and the number of the outstanding share options. The Company will inform each of the grantees of the share options regarding the adjustments to be made pursuant to the respective terms and conditions of the Pre-IPO Share Option Scheme and the Share Option Scheme. Further announcement will be made by the Company regarding the required adjustments in due course.

As at the Latest Practicable Date, save as disclosed above, the Company had no other outstanding share options or convertible securities to subscribe for any Share.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not be expected to result in any change in the relevant rights of the Shareholders.

LETTER FROM THE BOARD

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares.

REASONS FOR SHARE SUBDIVISION

The proposed Share Subdivision will reduce the nominal value and trading price of each Share and increase the total number of Shares in issue. The Directors are of the view that the increase in number of the shares of the Company as a result of the Share Subdivision may improve the trading liquidity of the Subdivided Shares, thereby enabling the Company to broaden its Shareholders' base.

Other than the expenses incurred by the Company in relation to the Share Subdivision, the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interest of the Shareholders. The Board considers the Share Subdivision to be in the interests of the Company and the Shareholders as a whole.

LISTING AND DEALING

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or is currently proposed to be sought from any other stock exchange.

EXCHANGE OF SHARE CERTIFICATES

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 9 April 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for ten (10) Subdivided Shares.

LETTER FROM THE BOARD

The Existing Share Certificates will be exchanged free of charge for the New Share Certificates for Subdivided Shares between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 6 March 2014 to Friday, 11 April 2014 (both dates inclusive) at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

On any Business Day after Friday, 11 April 2014, the Existing Share Certificates will be exchanged on payment of a prescribed fee of HK\$2.50 (or such higher amount as may, from time to time, be allowed by the Stock Exchange) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates cancelled or issued is higher.

It is expected that the New Share Certificates will be available for collection within a period of ten (10) Business Days after submission of the Existing Share Certificates. The New Share Certificates will be pink in colour so as to be distinguished from the Existing Share Certificates which are red in colour.

TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision being effective, dealings in the Subdivided Shares are expected to commence on Thursday, 6 March 2014. Parallel trading in the Shares and Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) will be operated from Thursday, 20 March 2014 to Wednesday, 9 April 2014 (both days inclusive). Full details of the expected timetable and trading arrangement of the Shares are set on pages 1 and 2 of this circular.

EGM

The Share Subdivision is subject to the Shareholders' approval at the EGM and no Shareholders are required to abstain from voting on the resolution in relation to the Share Subdivision.

A notice convening the EGM is set out on pages 10 to 11 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM in person, you are encouraged to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the instrument appointing the proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for the resolution put to the vote of the EGM. An announcement on the poll vote results will be published by the Company after the EGM on the GEM website at www.hkgem.com and the website of the Company at www.romagroup.com.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposed Share Subdivision is in the best interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibilities, 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

Yours faithfully
For and on behalf of the Board of
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

NOTICE OF EGM



ROMA
ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Roma Group Limited (the “**Company**”) will be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 March 2014 at 10:00 a.m. to consider and, if thought fit, pass the following resolution, with or without amendments, as ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.01 in the share capital of the Company be and is hereby subdivided into ten (10) shares of HK\$0.001 each (the “**Subdivided Shares**”) with effect from the business day immediately following the day on which this resolution is passed (the “**Share Subdivision**”) and the directors of the Company be and are hereby authorised to issue new share certificates in respect of the Subdivided Shares for and on behalf of the Company to holders of existing shares of the Company pursuant to the Share Subdivision and to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete the Share Subdivision.”

By Order of the Board
Roma Group Limited
Yue Kwai Wa Ken

Executive Director and Company Secretary

Hong Kong, 17 February 2014

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.

* *For identification purpose only*

NOTICE OF EGM

- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll.