

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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, together with the enclosed 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 transmission to the purchaser or transferee.

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**ROMA**  
**ROMA GROUP LIMITED**

**羅馬集團有限公司\***

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

**(Stock code: 8072)**

**PROPOSED BONUS ISSUE OF SHARES,  
CHANGE IN BOARD LOT SIZE,  
PROPOSED ELECTION OF A DIRECTOR  
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 Roma Group Limited to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 7 May 2014 at 10:00 a.m. is set out on pages 14 to 16 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.**

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## EXPECTED TIMETABLE

The expected timetable for the Bonus Issue and the Change in Board Lot Size is set out below:

### Date and time

(2014)

Latest time lodging form of proxy for the EGM. . . . . 10:00 a.m. on Monday, 5 May

Date and time of the EGM . . . . . 10:00 a.m. on Wednesday, 7 May

Announcement of poll results of the EGM . . . . . Wednesday, 7 May

**The following events are conditional on the fulfillment of the conditions for the implementation of the Bonus Issue as set out in the section headed “Conditions of the Bonus Issue” in this circular.**

Latest time for holders of Share Options to lodge the Share Option exercise form together with a remittance in cash for the amount of the exercise price for the respective shares in order to be qualified for the Bonus Issue . . . . . 12:00 noon on Thursday, 8 May

Last day of dealing in Shares cum-entitlements to the Bonus Issue . . . . . Thursday, 8 May

First day of dealing in Shares ex-entitlements to the Bonus Issue . . . . . Friday, 9 May

Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue . . . . . 4:30 p.m. on Monday, 12 May

Closure of register of members . . . . . Tuesday, 13 May to Thursday, 15 May (both days inclusive)

Record Date . . . . . Thursday, 15 May

Register of members re-opens . . . . . Friday, 16 May

Despatch of certificates for the Bonus Shares . . . . . Friday, 23 May

Last day for trading of the Shares in board lot of 10,000 Shares . . . . . Friday, 23 May

<b>EXPECTED TIMETABLE</b>
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**Date and time**

*(2014)*

Commencement of dealings in Bonus Shares . . . . . Monday, 26 May

Effective date of the change in board lot size from  
10,000 Shares to 20,000 Shares . . . . . Monday, 26 May

*Note:* All times refer to Hong Kong local time

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## DEFINITIONS

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

“Announcements”	the announcement dated 28 March 2014 issued by the Company in relation to the Bonus Issue and the Change in Board Lot Size and the announcements dated 2 April 2014 and 11 April 2014 in relation to the revised timetable to the Bonus Issue and the Change in Board Lot Size
“Board”	board of Directors
“Bonus Issue”	the proposed allotment and issue of Bonus Shares on the basis of one Bonus Share for every existing Share held by the Qualifying Shareholders on the Record Date
“Bonus Share(s)”	new Share(s) proposed to be allotted and issued pursuant to the Bonus Issue
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares on GEM from 10,000 Shares to 20,000 Shares
“Company”	Roma Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability, 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 Bonus Issue and elect a Director
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee of GEM and has the same meaning ascribed to it in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

## DEFINITIONS

“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) who is/are excluded from the Bonus Issue and as defined and more particularly described in the section headed “Overseas Shareholders” in this circular
“Overseas Shareholder(s)”	holder(s) of Share(s) whose address(es) as shown on the register of members of the Company on the Record Date are outside of Hong Kong
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholder(s)), who are entitled to the Bonus Issue
“Record Date”	Thursday, 15 May 2014, being the record date for determination of entitlements to the Bonus Issue
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2011 with outstanding share options to exercise for an aggregate of 552,200,000 Shares at an exercise price of HK\$0.027 per Share as at the Latest Practicable Date
“Share(s)”	share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	share options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2011 with outstanding share options to exercise for an aggregate of 88,000,000 Shares at an exercise price HK\$0.100 per Share as at the Latest Practicable Date
“Share Subdivision”	the subdivision of Shares of par value of HK\$0.01 each in the share capital of the Company into ten Subdivided Shares of par value of HK\$0.001 each which took effect on 6 March 2014
“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 having become effective on 6 March 2014
“%”	per cent

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

*Independent non-executive Directors:*

Mr. Chan, Ka Kit

Mr. Ko, Wai Lun Warren

Mr. Ng, Simon

*Registered Office:*

Cricket Square

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Unit 3806, 38th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

16 April 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES,  
CHANGE IN BOARD LOT SIZE,  
PROPOSED ELECTION OF A DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) the proposed Bonus Issue; (ii) the Change in Board Lot Size; (iii) the proposed election of a Director and (iv) the notice of EGM.

\* For identification purpose only



## LETTER FROM THE BOARD

### PROPOSED BONUS ISSUE

Reference is made to the Announcements. The Board proposes a Bonus Issue to Qualifying Shareholders on the basis of one Bonus Share for every existing Share held by the Qualifying Shareholders on the Record Date. The Bonus Shares will be credited as fully paid at par by way of capitalisation in the share premium account of the Company. The terms and conditions of the Bonus Issue are set out below.

#### Basis of Bonus Issue

Subject to the conditions as set out under the section headed “Conditions of the Bonus Issue” below, the Bonus Shares which will be allotted and issued to the Qualifying Shareholders will be credited as fully paid at par on the basis of one Bonus Share for every existing Share held by the Qualifying Shareholders on the Record Date.

As at the Latest Practicable Date, save for the outstanding Share Options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme which may result in an aggregate of 640,200,000 Shares to be allotted and issued upon full exercise of the rights attached thereto, the Company has no other outstanding convertible securities or options which are convertible or exchangeable into Shares. On the basis of 8,025,800,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares (other than those Shares which may fall to be allotted and issued upon exercise of the outstanding Share Options) will be issued or repurchased before the Record Date, not less than 8,025,800,000 Bonus Shares and not more than 8,666,000,000 Bonus Shares will be allotted and issued under the Bonus Issue, resulting in a total of not less than 16,051,600,000 Shares and not more than 17,332,000,000 Shares to be in issue upon the Bonus Issue becoming effective. Assuming no further Shares will be issued or repurchased and none of the Share Options will be exercised on or before the Record Date, 8,025,800,000 Bonus Shares will be credited as fully paid at par by way of capitalisation of an amount of HK\$8,025,800 in the share premium account of the Company. In the event that no further Shares will be issued or repurchased and all the Share Options are exercised in full on or before the Record Date, 8,666,000,000 Bonus Shares will be credited as fully paid at par by way of capitalisation of an amount of HK\$8,666,000 in the share premium account of the Company.

#### Status of the Bonus Shares and fractional entitlements

The Bonus Shares, upon allotment and issue, will rank *pari passu* with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares. There will not be any fractional entitlements to the Bonus Shares.

#### Record Date and closure of register of members

The Bonus Shares will only be allotted and issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated in the section headed “Overseas Shareholders” below. The register of members of the Company will be closed from

## LETTER FROM THE BOARD

Tuesday, 13 May 2014 to Thursday, 15 May 2014 (both days inclusive), during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 May 2014.

The exact total number of Bonus Shares to be allotted and issued under the Bonus Issue will not be capable of determination until the Record Date.

### **Overseas Shareholders**

As at the Latest Practicable Date, the Company has 551 Overseas Shareholders and the addresses of such Overseas Shareholders registered in the register of members of the Company were situated in the PRC. In compliance with Rule 17.41(1) of the GEM Listing Rules, the Directors have made enquiries with the Company's legal advisers regarding the legal restrictions and regulatory requirements in the PRC on extending the Bonus Issue to the Overseas Shareholders in the PRC (the "**PRC Shareholders**"). The Company has been advised by its legal advisers on the laws of the PRC that the issuing of the Bonus Shares to the PRC Shareholders by the Company shall not be subject to any procedures for examination, approval, registration or record filing or other special requirements by the securities exchange or other governmental authorities in the PRC. The Company is not liable for the legality and relevant liability for the PRC Shareholders' receipt and holding of the Bonus Shares and the PRC Shareholders shall bear such liability personally. If the PRC Shareholders are registered as a member of the Company at the close of business on the Record Date, they shall be entitled to the Bonus Shares.

It is the responsibility of the Shareholders (including the PRC Shareholders) to observe the domestic legal and regulatory requirements applicable to them for the taking up of the Bonus Shares.

The Company will continue to ascertain whether there are any other Overseas Shareholders on the Record Date and will, if necessary, make further enquiries with its legal advisers in other overseas jurisdiction(s) regarding the feasibility of extending the Bonus Issue to such other Overseas Shareholders on the Record Date.

Upon any further enquiries, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and

## LETTER FROM THE BOARD

remittances therefore will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

### Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the articles of association of the Company (the “**Articles of Association**”) to effect the Bonus Issue.

The condition (iii) above will be fulfilled if the Bonus Issue is duly approved by the Board at a meeting thereof and the Shareholders at the EGM.

Application will be made to the GEM Listing Committee of the Stock Exchange in respect of the approval for the listings of, and permission to deal in, the Bonus Shares. Apart from making a listing application to the GEM Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchange for the listing of and permission to deal in, the Bonus Shares.

Subject to the granting of the listing of, and permission to deal in, the Bonus Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Bonus 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 Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transaction between participants of the Stock Exchange on any trading date is required to take place in CCASS on the second trading date thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

### Certificates for Bonus Shares

It is expected that certificates for the Bonus Shares will be posted by ordinary post on Friday, 23 May 2014 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. In case of joint Shareholders, the certificates for the Bonus Shares will be posted to the address of the joint Shareholder whose name stands first in the register of members of the Company in respect of the joint shareholding. Dealings in the Bonus Shares are expected to commence on Monday, 26 May 2014. Each Shareholder will receive one share certificate for all entitled Bonus Shares.

## **LETTER FROM THE BOARD**

### **Adjustments in relation to the Share Options**

As at the Latest Practicable Date, there are 552,200,000 and 88,000,000 outstanding share options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme respectively. The Bonus Issue may lead to adjustments to the exercise prices and the number of Shares which may fall to be allotted and issued upon exercise of the Share Options. As the exact number of the Bonus Shares cannot be determined until the Record Date, the Company will make further announcement for the aforesaid adjustments to the Share Options, if applicable.

### **CHANGE IN BOARD LOT SIZE**

Subject to the fulfillment of the conditions as set out under the section headed “Conditions of the Bonus Issue” above, the Board further announces that the board lot size for trading in the Shares on GEM will be changed from 10,000 Shares to 20,000 Shares with effect on Monday, 26 May 2014.

As no odd lots of the Shares will be created as a result of the Change in Board Lot Size (other than those which already existed before such change becoming effective), no odd lot arrangement to match the sale and purchase of odd lots will be made.

### **Arrangement on share certificates**

All existing share certificates in board lot of 10,000 Shares each will continue to be evidence of title to such Shares and be valid for delivery, transfer and settlement purpose. New certificates of Shares will not be issued to the Shareholders in replacement of the existing certificates of Shares. Therefore, no exchange of existing share certificates will be required and no arrangement for free exchange of existing share certificates will be provided. There will be no parallel trading arrangement.

With effect from 26 May, 2014, any new share certificates will be issued in board lot of 20,000 Shares each (except for odd lots or where the Shareholder(s) otherwise instruct(s)). Save and except for the change in the number of Shares for each board lot, new share certificates will have the same format and colour as the existing share certificates.

### **REASONS FOR THE PROPOSED BONUS ISSUE AND THE CHANGE IN BOARD LOT SIZE**

In recognition of the continual support of the Shareholders, the Board has decided to propose the Bonus Issue. The Bonus Issue, which is alike a declaration of dividend in the form of shares instead of cash, allows the Company to reserve cash for the business growth of the Group, which may help enhance the value of the Shares in the future and the Shareholders are allowed to participate in such growth by holding the Shares and enjoying the benefit thereof, and at the same time the Company can satisfy the desire of the Shareholders to receive a dividend from the Company as a reward. The Bonus Shares will be credited as fully paid at par by way of capitalisation in the share premium account of the Company, which the Board considers will not adversely affect the financial position and operation of the Group.

## LETTER FROM THE BOARD

The Board further considers that the Share Subdivision conducted by the Company which took effect in early March and the proposed Bonus Issue are two separate and independent corporate actions and their purposes are different. The Board is of the view that the Share Subdivision may improve the trading liquidity of the Shares, thereby enabling the Company to broaden its Shareholders' base. Whereas the proposed Bonus Issue is for the purpose of rewarding the Shareholders for their continual support. Nevertheless, both the Share Subdivision and the Bonus Issue will result a similar theoretical ex-entitlement adjustment on the Company's Share price.

Based on the foregoing, the Board is of the view that the Bonus Issue will allow the Shareholders to participate in the business growth of the Group and thereby is in the interests of the Company and the Shareholders as a whole.

Based on the closing price of the Shares of HK\$0.155 per Share as quoted on the Stock Exchange on 14 April 2014, being the Latest Practicable Date, the theoretical ex-entitlement Share price will be HK\$0.0775 per Share upon the Bonus Issue becoming effective. In the event that the Share price drops below HK\$0.10 as a result of the Bonus Issue, the Company will comply with the requirements under the GEM Listing Rule 17.76 and the Guide on Trading Arrangements for Selected Types of Corporate Actions (the "**Guide**") by changing the trading method or may proceed with a share consolidation (the "**Corporate Action**"). In the event that the Company proceeds with a share consolidation in compliance with the Guide, the theoretical ex-entitlement Share price will be HK\$0.155 (based on the closing price of the Shares on the Latest Practicable Date and assuming the share consolidation will be on the basis that every two existing issued and unissued Shares of par value of HK\$0.001 each in the share capital of the Company will be consolidated into one consolidated Share of par value of HK\$0.002 each). The Directors consider that the Bonus Issue and the share consolidation will not lead to any changes in the proportional interests of the Shareholders in the Company. The Directors believe that the Bonus Issue and the share consolidation would not have any material adverse impact on the financial position of the Company. Save for payments of the relevant expenses or any fractional consolidated Shares which may arise, the implementation of the Bonus Issue and the share consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the interests of the Shareholders. If the Company proceeds with a share consolidation, it will be subject to Shareholders' approval at a general meeting and compliance with all relevant GEM Listing Rules.

Taking into account the aforesaid benefits that it may bring to the Shareholders and the Company as a whole, the Board considers that the Corporate Action that may be conducted will not create an undue burden to the Shareholders. The Company is of the view that despite the possible occurrence of the Corporate Action, the Bonus Issue is still beneficial to the Shareholders.

The Shares are currently traded in board lot of 10,000 Shares each. In order to increase the value of each board lot of the Shares so as to reduce transaction costs incurred by the Shareholders and potential investors of the Company, the Board proposes to change the board lot size for trading in the Shares on GEM to 20,000 Shares.

## LETTER FROM THE BOARD

Upon the Change in Board Lot Size becoming effective, the Shares will be traded in board lot size of 20,000 Shares and the estimated market value per board lot of the Shares will be HK\$1,550 based on the theoretical price of the ex-entitlements to the Bonus Issue (based on the closing price of HK\$0.155 per Share as quoted on the Stock Exchange on 14 April 2014, being the Latest Practicable Date). The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. The Directors consider that the Change in Board Lot Size is in the interests of the Company and the Shareholders as a whole.

**An adjustment will be made on the Share price as a result of the Bonus Issue, and if the Company's ex-entitlement Share price drops below HK\$0.10, the Company will change its trading method or proceed with a share consolidation as required under the GEM Listing Rule 17.76 and the Guide. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

### PROPOSED ELECTION OF A DIRECTOR

The Company issued an announcement on 6 March 2014 that Mr. Ko, Wai Lun Warren (“**Mr. Ko**”) was appointed by the Board as an independent non-executive Director (an “**INED**”) on 6 March 2014. Mr. Ko has met the independence requirements under Rule 5.09 of the GEM Listing Rules.

In accordance with Article 83(3) of the Articles of Association of the Company, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting. The Company has noted code provision A.4.2 of the Corporate Governance Code (the “**Code**”) contained in Appendix 15 to the GEM Listing Rules which provides similar requirement. In line with Article 83(3) set out in the Articles of Association and code provision A.4.2 set out in the Code, the Board proposes the election of Mr. Ko as an INED by the Shareholders at the EGM. The brief particulars of Mr. Ko are set out below.

Mr. Ko, aged 46, was appointed as an INED with effect from 6 March 2014. He is presently the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company. Mr. Ko was educated in Canada and England. He obtained his Bachelor of Science Degree from the Simon Fraser University in Canada and Bachelor of Laws Degree from the University of Leeds in England. He is currently a partner at the law firm, Robertsons and specialises in corporate finance work including initial public offerings, mergers and acquisitions, gaming and restructuring. Mr. Ko is a solicitor of The Supreme Court of the Hong Kong Special Administrative Region and The Supreme Court of England and Wales.

Mr. Ko is a non-executive director of Global Tech (Holdings) Limited whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 143) and the Singapore Exchange Securities Trading Limited (the “**SEST**”). He is also an independent non-executive director of each of Li Heng Chemical Fibre Technologies Limited whose shares are listed on the SEST and China Bio Cassava Holdings Limited whose shares are listed on GEM (Stock Code: 8129).

## **LETTER FROM THE BOARD**

Mr. Ko has entered into a letter of appointment with the Company for a term of three years with effect from 6 March 2014 and should he be re-elected at the EGM will be subject to retirement by rotation and eligible for re-election at an annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, Mr. Ko is entitled to receive only a director's fee in total of HK\$120,000 per annum, which is determined by reference to his duties and responsibilities with the Company and the prevailing market condition.

Saved as disclosed above, Mr. Ko (i) does not hold any other position with the Company or its subsidiaries; (ii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; and (iii) has not held other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Ko had no interests in any Shares or underlying Shares or any securities of any associated corporations of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong).

Save as disclosed above, there are no other matters in relation to the election of Mr. Ko as an INED that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

### **COMPETING INTEREST OF DIRECTORS, CONTROLLING SHAREHOLDERS AND THEIR RESPECTIVE ASSOCIATES**

As at the Latest Practicable Date, the Company does not have any controlling shareholders (as defined in the Listing Rules). None of the Directors or their respective associates is considered to have interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interests, which is required to be disclosed under Rule 11.04 of the GEM Listing Rules.

### **EGM**

The proposed Bonus Issue and the proposed election of a Director are subject to the Shareholders' approval at the EGM and no Shareholders are required to abstain from voting on the resolutions in relation to the proposed Bonus Issue and the proposed election of a Director.

A notice convening the EGM is set out on pages 14 to 16 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 and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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.

## LETTER FROM THE BOARD

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](http://www.hkgem.com) and the website of the Company at [www.romagroup.com](http://www.romagroup.com).

### RECOMMENDATION

The Directors consider that the Bonus Issue and the proposed election of Mr. Ko as an INED are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, 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 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.

### GENERAL

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**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 OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 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, 7 May 2014 at 10:00 a.m. to consider and, if thought fit, passing each of the following resolutions, with or without amendments, as an ordinary resolution of the Company:

### ORDINARY RESOLUTIONS

1. **“THAT**, subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below) to be issued pursuant to this resolution:
  - (a) upon the recommendation of the directors of the Company (the “Directors”), an amount standing to the credit of the share premium account of the Company be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par unissued ordinary shares of HK\$0.001 each in the share capital of the Company (the “Bonus Share(s)”), and that such Bonus Shares which shall be allotted and distributed, will be credited as fully paid at par, to and among the shareholders of the Company whose names appear on the register of members of the Company (the “Register of Members”) at the close of business on Thursday, 15 May 2014 (the “Record Date”), except those shareholders whose addresses as shown on the Register of Members at the close of business on the Record Date are in a jurisdiction outside Hong Kong or the People’s Republic of China (excluding Hong Kong, Macau and Taiwan) and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “Non-Qualifying Shareholders”), on the basis of one Bonus Share for every existing share of HK\$0.001 each in the share capital of the Company then held on the Record Date (the “Bonus Issue”);

\* *For identification purpose only*

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- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum and articles of association of the Company, rank pari passu in all respects with the shares of HK\$0.001 each in the share capital of the Company in issue on the day on which the Bonus Shares are allotted and issued, except that they will not be eligible for the Bonus Issue mentioned in this resolution;
- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”
2. “**THAT** Mr. Ko Wai Lun Warren be elected as an independent non-executive director of the Company.”

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

Hong Kong, 16 April 2014

*Registered office:*  
Cricket Square  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
Unit 3806, 38th Floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company (the “Member”) entitled to attend and vote at the EGM convened by the above notice (the “Notice”) (or any adjournment thereof) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Member.
2. A form of proxy for use at the EGM is enclosed with this Notice.

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3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's branch registrar in Hong Kong, Tricor Investor Services Limited (the "Share Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the EGM or at its adjourned meeting should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.

The contact phone number of the Share Registrar is (852) 2980 1333

4. To ascertain the entitlements to attend and vote at the EGM, Members must lodge all relevant transfer document(s) and share certificate(s) at the office of the Share Registrar not later than 4:30 p.m. on Monday, 5 May 2014 for registration.
5. Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the EGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto. However, should more than one of such joint holders be present at the EGM or its adjourned meeting (as the case may be), the vote of the senior who lends a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), 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.
6. In compliance with Rules 17.47(4) on the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, voting on the resolution proposed in the Notice will be decided by way of a poll.
7. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 5:00 p.m. on the date of EGM, the EGM will be postponed and the members will be informed of the date, time and venue of the postponed EGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 9:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide whether they would attend the EGM under a bad weather condition after considering their own situation and if they do so, they are advised to exercise care and caution.