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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 a 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 accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page have the same meaning as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 31 July 2014, at 10:00 a.m. is set out on pages 12 to 16 of this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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 seven days from the date of its posting and on the website of the Company at 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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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 31 July 2014, at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 12 to 16 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 March 2014
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM
“connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares as set out in resolutions 5 and 7 of the AGM Notice
“Latest Practicable Date”	24 June 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares as set out in resolution 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	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

*Principal place of business
in Hong Kong:*

Unit 3806, 38th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

27 June 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among others, (i) the granting to the Directors of general mandates to issue and allot Shares and to repurchase Shares; (ii) the extension of the Issue Mandate; and (iii) the re-election of retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM in relation to the Issue Mandate and authorisation of the extension of the Issue Mandate to issue and allot the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions 5 and 7 of the AGM Notice. The Shares which may be issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the proposed resolution of the Issue Mandate at the AGM. On the basis that 16,051,600,000 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 3,210,320,000 Shares being issued and allotted by the Company.

The Issue Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to the passing of the ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company in issue on the date of passing the resolution for approving the Issue Mandate.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 6 of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM.

An explanatory statement as required under the GEM Listing Rules, in particular Rule 13.08, giving all requisite information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken; and three independent non-executive Directors, namely Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren and Mr. Ng, Simon.

LETTER FROM THE BOARD

In accordance with Article 84(1) of the Articles, at each AGM one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Further, Article 84(2) of the Articles provides that the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Yue, Kwai Wa Ken and Mr. Ng, Simon (the “Retiring Directors”) will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election. Particulars of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

The Board, upon the recommendation of the nomination committee of the Company, has proposed the re-election of the Retiring Directors.

ANNUAL GENERAL MEETING

The notice of AGM to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 31 July 2014, at 10:00 a.m. is set out on pages 12 to 16 of this circular. A copy of Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, among others, the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate and the re-election of the Retiring Directors will be proposed at the AGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions as set out in the AGM Notice to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the AGM Notice will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the ordinary resolutions in relation to (i) the Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate; and (ii) the re-election of the Retiring Directors as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of such resolutions to be proposed at the AGM as set out in the AGM Notice.

RESPONSIBILITY OF THE DIRECTORS

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.

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

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis that 16,051,600,000 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 1,605,160,000 Shares being repurchased by the Company during the period from the passing of resolution 6 of the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying and renewing the Repurchase Mandate, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no prescribe intention to repurchase any Shares but believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2014, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as

would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

5. INTENTION TO SELL SHARES

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell shares to the Company or its subsidiaries.

6. TAKEOVER CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors, Aperto Investments Limited was interested in approximately 25.49% and Mr. Luk, Kee Yan Kelvin, an executive Director, the chairman and chief executive officer of the Company holds as to approximately 0.3% of the issued share capital of the Company respectively. Aperto Investments Limited is a controlled corporation of Mr. Luk.

Assuming Aperto Investments Limited and Mr. Luk will not dispose of the Shares nor will it acquire additional Shares, if the Repurchase Mandate was exercised in full, the percentage shareholding of Aperto Investments Limited and Mr. Luk would be increased to approximately 28.66% of the issued share capital of the Company.

On the basis of the shareholding interests of Aperto Investments Limited and shareholding of Mr. Luk in the Company, an exercise of the Repurchase Mandate in full would not result in it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the previous six months.

8. CONNECTED PERSON

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquires, no connected person of the Company had notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has any such connected person undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest market prices at which the Shares have been traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Trading prices^(Note)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
June 2013	0.086	0.059
July 2013	0.082	0.072
August 2013	0.095	0.070
September 2013	0.094	0.080
October 2013	0.098	0.083
November 2013	0.115	0.089
December 2013	0.133	0.080
January 2014	0.300	0.133
February 2014	0.188	0.109
March 2014	0.145	0.090
April 2014	0.112	0.050
May 2014	0.089	0.029
June 2014 (up to the Latest Practicable Date)	0.046	0.021

Note: The trading prices have been adjusted to take account of the subdivision of Shares becoming effective in March 2014 and the Company's bonus issue completed in May 2014.

Below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. Yue, Kwai Wa Ken (余季華) (“Mr. Yue”), aged 48, was appointed as an executive Director on 18 March 2011. Mr. Yue is the company secretary and the compliance officer of the Company and is also a director of a number of subsidiaries of the Company. Mr. Yue is currently responsible for the overall business development, corporate advisory and valuation functions of the Group.

Mr. Yue has entered into a service agreement with the Company for an initial term of three years commencing from 25 February 2013 and will continue thereafter until terminated in accordance with the terms of the agreement and is subject to retirement by rotation pursuant to the Articles. His annual emolument for the year ended 31 March 2014 is approximately HK\$1.7 million. Such salary will be determined annually by the Company’s remuneration committee with reference to his experience, responsibilities and the prevailing market conditions, and he is entitled to a discretionary management bonus by reference to the consolidated net profits of the Group after taxation and non controlling interests but before extraordinary items.

Mr. Yue obtained a Diploma of Technology in Financial Management Accounting Option from the British Columbia Institute of Technology in Canada in June 1989. Mr. Yue also obtained a bachelor degree of science in accounting from Upper Iowa University of the United States in March 2005 by attending classes in Hong Kong conducted at its Hong Kong campus. Mr. Yue has been a member of the American Institute of Certificate Public Accountants since October 2005 and a fellow member of the Colorado State Society of Certified Public Accountants since September 2005. Mr. Yue also completed and obtained the Hong Kong Securities Institute Specialist Certificate in corporate finance and Hong Kong Securities Institute Practising Certificate in corporate finance in September 2004. Mr. Yue is a certified public accountant with approximately 19 years’ experience in accounting, auditing and corporate finance.

Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited (Stock Code: 3838) since 5 September 2007 and Major Holdings Limited (Stock Code: 8209) since 30 December 2013. Shares of the abovementioned companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Yue has not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Yue does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Yue holds share options to subscribe for a total of 160,000,000 Shares within the meaning of Part XV of the SFO.

Mr. Ng, Simon (伍世榮) (“**Mr. Ng**”), aged 40, was appointed as an independent non-executive Director on 26 September 2011. He is the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee. Mr. Ng has not held any position with any member of the Group. He has entered into a letter of appointment with the Company, which may be terminated by either party giving at least one month’s notice in writing and is subject to retirement by rotation in accordance with the Articles. Commencing from 25 February 2013, he is entitled to an annual director’s fee of HK\$120,000. The emolument for Mr. Ng was determined by the Board with reference to Mr. Ng’s responsibilities and duties within the Company.

Mr. Ng obtained his bachelor degree of arts (with honours) in economics from Wilfrid Laurier University in Canada in May 1996 and his master degree of economics from the University of Hong Kong in December 1997. He has over 16 years of experience in corporate finance, capital markets and principal investments in Hong Kong, Taiwan, the PRC and Korea. Mr. Ng has been specialising in mergers and acquisitions and takeovers. He is currently registered with the SFC as a responsible officer in corporate finance advisory accredited to Hooray Capital Limited since July 2010 and has been dealing in securities accredited to Hooray Securities Limited since March 2011. Mr. Ng was an executive director of CIL Holdings Limited (Stock Code: 479), shares of which are listed on the Stock Exchange from April 2010 to December 2012. Between 17 October 2013 and 10 February 2014, Mr. Ng was a supervisor of Cheer Time Enterprise Company Limited, whose shares are listed on the Taiwan Stock Exchange Corporation with the stock code 3229.

Save as disclosed above, Mr. Ng has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ng does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Ng holds share options to subscribe for a total of 12,000,000 Shares within the meaning of Part XV of the SFO.

Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



**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 the annual general meeting (the “**AGM**”) of the members of Roma Group Limited (the “**Company**”) will be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 31 July 2014, at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 March 2014.
2. To re-elect the following retiring directors of the Company (the “**Directors**”):
 - i. Mr. Yue Kwai Wa Ken as an Executive Director; and
 - ii. Mr. Ng Simon as an Independent Non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 March 2015.
4. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including bonds and warrants to subscribe for Shares, which might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**“means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution, “**Relevant Period**“shall have the same meaning as the Resolution numbered 5(d) above.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of Resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of Resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of Resolution numbered 6 above.”

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

Hong Kong, 27 June 2014

Notes:

- (1) Any member of the Company (the “Member”) entitled to attend and vote at the AGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the memorandum and articles of association of the Company. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
- (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 the AGM or adjourned 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 AGM is enclosed.
- (4) In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of 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 not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjourned meeting should he/she so wish.
- (5) In relation to the proposed Resolution no. 4 above, the Board concurs with the views of the Audit Committee of the Company and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
- (6) In relation to proposed Resolutions nos. 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.

NOTICE OF ANNUAL GENERAL MEETING

- (7) In relation to proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I of the circular.
- (8) According to Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the Notice will be decided by way of a poll.
- (9) 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 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM 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 lowered or cancelled at or before 8:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

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

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, the Executive Directors are Mr. Luk, Kee Yan Kelvin (Chairman and Chief Executive Officer) and Mr. Yue, Kwai Wa Ken, and the Independent Non-executive Directors are Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren and Mr. Ng, Simon.

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 Company’s website at www.romagroup.com.

This Notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.