

**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 advisor.

**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 the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



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

A notice convening an annual general meeting (the “AGM”) of Roma Group Limited (the “Company”) to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 25 September 2015, at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of 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 with a form of proxy will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its publication and on the website of the Company at [www.romagroup.com](http://www.romagroup.com).*

\* For identification purpose only

## CHARACTERISTICS OF GEM

The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
Repurchase Mandate .....	4
Issue Mandate .....	4
Re-election of Retiring Directors .....	5
Refreshment of Scheme Mandate Limit .....	5
Annual General Meeting and Proxy Arrangement .....	7
Recommendation .....	7
Responsibility Statement .....	7
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	8
<b>APPENDIX II— DETAILS OF RETIRING DIRECTORS PROPOSED                   TO BE RE-ELECTED</b> .....	11
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

## DEFINITIONS

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

“2014 AGM”	the annual general meeting of the Company held on 31 July 2014
“AGM”	the annual general meeting of the Company to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 25 September 2015, at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular
“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
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued Shares being listed on GEM
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	any full-time or part-time employee of the Company or any member of the Group, including any executive, non-executive and independent non-executive directors, advisors and consultants of the Company or its subsidiaries
“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 People’s Republic of China
“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 not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM

## DEFINITIONS

“Latest Practicable Date”	20 August 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“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 up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“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 nominal value of HK\$0.016 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2011
“Shareholder(s)”	registered holder(s) of the 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. Lou Ming

*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

24 August 2015

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with (a) the AGM Notice and (b) information relating to the resolutions to be proposed at the AGM for the Repurchase Mandate, the Issue Mandate (including the extension of the Issue Mandate), the re-election of retiring Directors and the Refreshment of Scheme Mandate Limit.

\* For identification purpose only

## LETTER FROM THE BOARD

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the 2014 AGM will lapse at the conclusion of the AGM, 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 are limited to a maximum of 10% 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. The Repurchase Mandate 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 law of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2014 AGM will lapse at the conclusion of the AGM, 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% 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 4,275,853,300 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 855,170,660 Shares being issued and allotted by the Company.

The Issue Mandate 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 law of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Subject to and conditional on 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 adding to the Issue Mandate those Shares repurchased by the Company under 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 on the date of passing of the resolution in relation to the Repurchase Mandate.

## LETTER FROM THE BOARD

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Luk Kee Yan Kelvin and Mr. Yue Kwai Wa Ken as executive Directors, and Mr. Chan Ka Kit, Mr. Ko Wai Lun Warren and Mr. Lou Ming as independent non-executive Directors.

Pursuant to Article 84 of the Articles, Mr. Luk Kee Yan Kelvin and Mr. Chan Ka Kit shall retire from office as Directors by rotation at the AGM and being eligible, have offered themselves for re-election at the AGM.

Pursuant to Article 83(3) of the Articles, Mr. Lou Ming shall retire from office as a Director at the AGM and being eligible, has offered himself for re-election at the AGM.

The nomination committee of the Company (the “Nomination Committee”) has assessed and reviewed each of the independent non-executive Directors’ annual written confirmations of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all independent non-executive Directors, namely Mr. Chan Ka Kit, Mr. Ko Wai Lun Warren and Mr. Lou Ming remain independent. Upon the nomination of the Nomination Committee, the Board has recommended Mr. Luk Kee Yan Kelvin, Mr. Chan Ka Kit and Mr. Lou Ming (the “Retiring Directors”) to stand for re-election as Directors at the AGM. Each of the Retiring Directors abstained from voting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars relating to the Retiring Directors are set out in Appendix II to this circular.

### REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was conditionally adopted on 26 September 2011. The purpose of the Share Option Scheme is to enable the Company to grant Options to Eligible Persons as incentives or rewards for their contribution to the Group.

Under the Share Option Scheme, the Scheme Mandate Limit must not, in aggregate, exceed 10% of the Shares in issue on 25 February 2013, being the date of Listing of the Shares on GEM (the “Listing Date”). Subject to Shareholders’ approval in general meeting, the Company may renew the Scheme Mandate Limit to the extent that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme must not exceed 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, Options carrying rights to subscribe for a total of 22,662,500 Shares were granted to certain Eligible Persons in accordance with the terms of the Share Option Scheme since its adoption. Of these, a total of 11,331,250 Options (after adjustments, for which please refer to the Company’s announcements dated 23 May, 24 November and 29 December 2014) were lapsed and 11,331,250 Options (after adjustments, for which please refer to the Company’s announcements dated 23 May, 24 November and 29 December 2014), representing approximately 0.27% of the existing issued share capital of the Company, remain unexercised as at the Latest Practicable Date under the Share Option Scheme. Assuming no further grant of Options prior to the AGM, there are 11,331,250 Options



## LETTER FROM THE BOARD

(after adjustments) being unexercised and upon exercise in full of which there will be 11,331,250 Shares, being 0.27% of the existing issued share capital of the Company allotted and issued.

The existing Scheme Mandate Limit, which enables the Directors to grant options to Eligible Persons under the Share Option Scheme to subscribe for up to 80,000,000 Shares, representing 10% of the Shares in issue on the Listing Date, was conditionally adopted on 26 September 2011. During the period from the Listing Date to the Latest Practicable Date, Options carrying rights to subscribe for a total of 22,662,500 Shares were granted under the existing Scheme Mandate Limit. The Company is permitted to grant further Options to subscribe for 57,337,500 Shares under the existing Scheme Mandate Limit, representing approximately 1.34% of the Shares in issue as at the Latest Practicable Date. If the refreshment of the existing Scheme Mandate Limit is approved at the AGM, all such unutilised Options will be considered as lapsed. Save as stated above, there are no other unexercised or unutilised Options as at the Latest Practicable Date.

As at the Latest Practicable Date, there were 4,275,853,300 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon the Refreshment of Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to a maximum number of 427,585,330 Shares, representing approximately 10% of the issued share capital of the Company as at the date of the AGM. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company exceeds 30% of the Shares in issue from time to time.

The proposed Refreshment of Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Shares which may be issued upon the exercise of any Option that may be granted under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange in relation to the approval for the listing of and permission to deal in the Shares which may be issued upon the exercise of any Option granted under the Scheme Mandate Limit as refreshed.

The Directors consider that the Refreshment of Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it enables the Group to reward and motivate its employees and other selected Eligible Persons under the Share Option Scheme. The Refreshment of Scheme Mandate Limit is in line with the purpose of the Share Option Scheme.

## LETTER FROM THE BOARD

### AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 14 to 18 of this circular. At the AGM, ordinary resolutions in respect of, among others, the Repurchase Mandate, the Issue Mandate (including the extension of the Issue Mandate), the re-election of the Retiring Directors and the Refreshment of Scheme Mandate Limit will be proposed. A form of proxy for the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at 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, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, 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 any Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she/it so wishes. In that event, the form of 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. Therefore, all resolutions as set out in the AGM Notice to be proposed at the AGM shall be voted by poll. The Company will announce the results of the vote by poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules after the AGM.

### RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Repurchase Mandate, the Issue Mandate (including the extension of the Issue Mandate), the re-election of the Retiring Directors and the Refreshment of Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM as set out in the AGM Notice on pages 14 to 18 of this circular.

### 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.

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

This Appendix I serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,275,853,300 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 427,585,330 Shares, representing 10% of the issued Shares as at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM, and which will remain in effect until the earliest of (i) the next annual general meeting of the Company in 2016; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable law of the Cayman Islands to be held; and (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands laws and the memorandum of association of the Company, the Articles and the GEM Listing Rules for such purpose.

## 5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 March 2015, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the past twelve months preceding the Latest Practicable Date were as follows:

	Share Prices <sup>(Note)</sup>	
	Highest HK\$	Lowest HK\$
<b>2014</b>		
August	0.152	0.120
September	0.132	0.120
October	0.124	0.108
November	0.228	0.108
December	0.200	0.070
<b>2015</b>		
January	0.079	0.056
February	0.064	0.046
March	0.058	0.050
April	0.145	0.051
May	0.156	0.110
June	0.260	0.152
July	0.190	0.050
August (up to and including the Latest Practicable Date)	0.131	0.102

*Note:* The Share prices were adjusted in respect of consolidation of the Shares and the Company's rights issue in 2014.

## 7. DIRECTORS AND THEIR ASSOCIATES

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their respective associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

## 8. UNDERTAKING OF THE DIRECTORS

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

## 9. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial Shareholder (as defined under the GEM Listing Rules) (based on the number of Shares he held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Name of Shareholder	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Aperto Investments Limited (Note)	1,023,000,000	23.93%	26.58%

*Note:* The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk Kee Yan Kelvin, an executive Director, the chairman and chief executive officer. Under the SFO, Mr. Luk Kee Yan Kelvin is deemed to be interested in all the Shares held by Aperto Investments Limited.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial Shareholder would be increased to approximately the respective percentages shown in the last column above. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate. As at the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate to such extent as would result in the number of Shares in the hands of public falling below the minimum prescribed percentage of 25% as required by the GEM Listing Rules.

## 10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**(1) Mr. Luk, Kee Yan Kelvin (陸紀仁) (“Mr. Luk”)**

**Mr. Luk**, aged 32, was appointed as an executive Director on 4 March 2011 and as the chairman and chief executive officer of the Company on 26 September 2011. Mr. Luk is the founder of the Group and leads the overall management, business development and strategic planning of the Group. He is also a member of each of the remuneration committee and the nomination committee of the Company and a director of a number of subsidiaries of the Company. Mr. Luk obtained a bachelor degree in mathematics (applied science) from the University of California, Los Angeles and a postgraduate diploma in professional accounting from The Hong Kong Polytechnic University. Mr. Luk has over 11 years of experience in provision of valuation and advisory services. Mr. Luk is an executive director and the chairman of Larry Jewelry International Company Limited (stock code: 8351), shares of which are listed on GEM.

Mr. Luk 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 and re-election pursuant to the Articles. He is entitled to an annual director’s fee of HK\$1,584,000. Such emolument 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.

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

Ms. Luk, Yung Yung Claire, being the head of marketing department of the Group during the period from 1 April 2014 to 28 February 2015, is the sibling of Mr. Luk. Save as disclosed above, Mr. Luk does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Luk is interested in 1,023,000,000 shares held through Aperto Investments Limited, representing approximately 23.93% of the total issued share capital of the Company, and holds share options to subscribe for a total of 12,691,000 Shares within the meaning of Part XV of the SFO. Mr. Luk is the sole director and the sole shareholder of Aperto Investments Limited, a substantial shareholder of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Luk as the Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(2) Mr. Chan, Ka Kit (陳家傑) (“Mr. Chan”)**

**Mr. Chan**, aged 40, was appointed as an independent non-executive Director on 26 September 2011. He is the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee. Mr. Chan has not held any position with any member of the Group. Mr. Chan obtained his bachelor degree of art in accountancy from the City University of Hong Kong in November 1997. He has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since October 2005. He has been a member of Taxation Institute of Hong Kong since February 2015. He has over 14 years of experience in handling various projects with companies in Hong Kong and the People’s Republic of China (the “PRC”), including accounting and taxation as well as setting up and modifying internal control system of group companies. Mr. Chan was the chief financial officer and company secretary of Sparkle Roll Group Limited (stock code: 970) from January 2008 to August 2010, the financial controller of North Asia Resources Holdings Limited (stock code: 61) from August 2010 to March 2011 and the chief financial officer and company secretary of Lijun International Pharmaceutical (Holding) Company Limited (stock code: 2005) from May 2013 to April 2015. Shares of the abovementioned companies are listed on the Stock Exchange.

Mr. Chan has entered into a letter of appointment with the Company for an initial term up to 31 December 2014 and continues thereafter unless terminated by either party giving at least one month’s notice in writing and is subject to retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual director’s fee of HK\$120,000. Such emolument will be determined annually by the Company’s remuneration committee with reference to his experience, responsibilities and the prevailing market conditions.

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

Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Chan beneficially owns 900,000 Shares, representing approximately 0.02% of the total issued share capital of the Company, and holds share options to subscribe for a total of 951,825 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chan as the Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(3) Mr. Lou, Ming (劉明) (“Mr. Lou”)**

**Mr. Lou**, aged 43, was appointed as an independent non-executive Director on 7 August 2014. He is the chairman of the nomination committee and a member of each of the audit committee and remuneration committee. Mr. Lou has not held any position with any member of



the Group. Mr. Lou obtained his bachelor degree in business administration from The Hong Kong University of Science and Technology and a master degree in corporate finance from The Hong Kong Polytechnic University. Mr. Lou has approximately 21 years of experience in banking and corporate finance and has extensive experience in provision of advisory services to enterprises in Hong Kong and the PRC, including initial public offerings on the main board of the Stock Exchange and GEM, takeovers, acquisitions and disposals of assets, debt and corporate restructuring, privatisation and spin-off of listed companies. He is currently registered with the Securities and Futures Commission as a responsible officer for type 6 (advising on corporate finance) regulated activity.

Mr. Lou has entered into a letter of appointment with the Company for a term from 7 August 2014 to 31 March 2016 and will continue thereafter unless terminated by either party giving at least one month's notice in writing and is subject to retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual director's fee of HK\$120,000. Such emolument will be determined annually by the Company's remuneration committee with reference to his experience, responsibilities and the prevailing market conditions.

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

Mr. Lou does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Lou did not have any interests or short position in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Lou as the Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



**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 shareholders of Roma Group Limited (the “Company”) will be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 25 September 2015, at 10:00 a.m. for the following purposes:

1. To consider 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 2015.
2. To re-elect the following retiring directors of the Company:
  - a. Mr. Luk Kee Yan Kelvin as an executive director;
  - b. Mr. Chan Ka Kit as an independent non-executive director; and
  - c. Mr. Lou Ming as an independent non-executive director.
3. To authorise the board (the “Board”) of directors of the Company (the “Directors”) to fix the Directors’ remuneration for the year ending 31 March 2016.
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, 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 below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants, bonds and securities convertible into the 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, including warrants, bonds and securities convertible into the Shares, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted 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 (as defined below); or (ii) an issue of Shares upon the exercise of any options granted under the share option scheme of the Company; or (iii) an issue of Shares as 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) an 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 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on 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 any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“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 whose names appear on the register of members of the Company 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 overseas holders of the Shares or 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).”

## NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the shares in the share 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 recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs issued by the SFC for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands and other applicable laws 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 Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution 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.”
7. **“THAT,** conditional upon the passing of the 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.”
8. **“THAT** the refreshment of the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the share option scheme conditionally adopted by the Company on 26 September 2011 (the “Share Option Scheme”) provided that the total number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, unexercised, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as “Options”) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution (the “Refreshed Limit”) and subject to the Listing Committee of the Stock Exchange granting an approval for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Options

## NOTICE OF ANNUAL GENERAL MEETING

to be granted under the Refreshed Limit and in compliance with the GEM Listing Rules, the Directors be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue Shares pursuant to the exercise of any Options up to the Refreshed Limit.”

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

Hong Kong, 24 August 2015

*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

*Notes:*

1. A member of the Company (the “Member”) entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company 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 and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a 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 Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. For determining Members’ entitlement to attend and vote at the AGM, the register of Members will be closed on Wednesday, 23 September 2015 to Friday, 25 September 2015 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Tuesday, 22 September 2015.
6. In relation to the proposed Resolution numbered 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.

## NOTICE OF ANNUAL GENERAL MEETING

7. In relation to the proposed Resolutions numbered 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution numbered 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 as a whole. 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 to the circular of the Company dated 24 August 2015.
9. According to Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the Notice will be taken by a poll.
10.
  - (a) Subject to (b) below, 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 the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 3 hours before the time appointed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) 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.