



ROMA ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

PROXY FORM

Form of proxy for use by Shareholders at the annual general meeting to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 31 July 2014 (or any adjournment thereof)

I/We (note a) _____
of _____
being the holder(s) of _____

(note b) ordinary shares of HK\$0.001 each in the capital of Roma Group Limited (the “Company”) hereby appoint the Chairman of the annual general meeting (“Meeting”) of the Company or _____

of _____
to act as my/our proxy (note c) at the Meeting to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 31 July 2014 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated (note d).

		FOR	AGAINST
1.	To receive and adopt the audited financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 March 2014 (the “Year”).		
2.	To re-elect the following retiring directors of the Company (the “Directors”):		
	i. To re-elect Mr. Yue, Kwai Wa Ken as Executive Director.		
	ii. To re-elect Mr. Ng, Simon as Independent Non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2015.		
4.	To re-appoint BDO Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.		
5.	△To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal the Company’s shares.		
6.	△To grant a general mandate to the Directors to purchase the Company’s own shares.		
7.	△Conditional on the passing of Resolutions 5 and 6 above, to extend the general mandate granted by Resolution 5 by adding thereto the shares purchased pursuant to the general mandate granted by Resolution 6.		

△ The full text of the proposed resolutions set out in the notice convening the Company’s annual general meeting on 31 July 2014.

Dated _____

Shareholder’s signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the box marked “For” against such resolution. If you wish to vote against a resolution, please tick (“✓”) the box marked “Against” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a Shareholder, or his attorney duly authorised in writing, or if the Shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

* For identification purpose only