



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 of Roma Group Limited (the "Company") at the extraordinary general meeting to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 8:15 a.m. on Monday, 24 November 2014 (or any adjournment thereof)

I/We (note a) _____

of _____

being the holder(s) of _____

(note b) ordinary shares of HK\$0.001 each of the Company (the "Shares") hereby appoint the Chairman of the extraordinary general meeting (the "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 8:15 a.m. on Monday, 24 November 2014 and at any adjournment thereof and to vote on my/our behalf as directed below.

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

| | FOR | AGAINST |
|---|-----|---------|
| To approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder. | | |

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 a person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For" against the resolution. If you wish to vote against the resolution, please tick ("✓") the box marked "Against" against such resolution. If the form returned is duly signed but without specific direction on the resolution, the proxy will vote or abstain at his discretion in respect of the resolution. 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