



**ROMA
ROMA GROUP LIMITED**

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____
ordinary shares of HK\$0.016 each in the capital of **ROMA GROUP LIMITED** (the “Company”), **HEREBY APPOINT** ^{note 3} the Chairman of the annual general meeting (the “Meeting”) of the Company, or _____
of _____
as my/our proxy to attend for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) 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. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ^{note 4}	AGAINST ^{note 4}
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		
	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.		
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7.	Conditional on the passing of Resolutions 5 and 6 above, to extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		
8.	To approve the refreshment of scheme mandate limit.		

Dated this _____ day of _____ 2015. Signature(s) ^{note 5} _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the Chairman of the annual general meeting (the “Meeting”) of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) of the Meeting and vote in its stead. A proxy need not be a member of the Company.
- This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote, and in default this form of proxy shall not be treated as valid.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally 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 Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting of the Meeting if you so wish.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purpose only