

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Roma Group Limited (the “Company”) dated 31 January 2013.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING OF SHARES

Number of Placing Shares : 200,000,000 Shares comprising 120,000,000
New Shares and 80,000,000 Sale Shares
Placing Price : HK\$0.3 per Share, payable in full upon
application, plus brokerage of 1%,
Stock Exchange trading fee of 0.005%
and SFC transaction levy of 0.003%
Nominal value : HK\$0.01 per Share
Stock code : 8072

Sponsor



Sole Bookrunner & Lead Manager



太平基業證券有限公司
PACIFIC FOUNDATION SECURITIES LIMITED

Co-Manager



- The Placing Price has been agreed at HK\$0.3 per Placing Share (excluding brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%). The net proceeds to be received by the Company from the placing of the New Shares are estimated to be approximately HK\$26.7 million.
- The 200,000,000 Shares offered by the Company and Aperto Investments Limited under the Placing comprising (i) 120,000,000 New Shares being offered for subscription; and (ii) 80,000,000 Sale Shares being offered for sale, were slightly over-subscribed. 200,000,000 Shares have been conditionally allocated to a total of 126 selected individual, professional and institutional investors.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Placing.
- Immediately after completion of the Placing and the Capitalisation Issue, the Directors confirm that the public float of the Company will be 25% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 25 February 2013.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in such Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price has been agreed at HK\$0.3 per Placing Share (excluding brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%). The net proceeds to be received by the Company from the placing of the New Shares are estimated to be approximately HK\$26.7 million. The Directors intend to apply the net proceeds from the placing of the New Shares as follows:

- as to approximately HK\$5.4 million or approximately 20% of the net proceeds from the placing of the New Shares, will be used for exploring merger and acquisition opportunities and business collaboration;

- as to approximately HK\$10.2 million or approximately 38% of the net proceeds from the placing of the New Shares, will be used for enhancing the quality and expanding the team of professional staff;
- as to approximately HK\$6.2 million or approximately 23% of the net proceeds from the placing of the New Shares, will be used for upgrading and maintaining the information technology system;
- as to approximately HK\$3.0 million or approximately 11% of the net proceeds from the placing of the New Shares, will be used for strengthening the marketing efforts; and
- as to approximately HK\$1.9 million or approximately 7% of the net proceeds from the placing of the New Shares, will be used for working capital and other general corporate purposes.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 200,000,000 Shares offered by the Company and Aperto Investments Limited under the Placing comprising (i) 120,000,000 New Shares being offered for subscription; and (ii) 80,000,000 Sale Shares being offered for sale, were slightly over-subscribed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 200,000,000 Shares have been conditionally allocated to a total of 126 selected individual, professional and institutional investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	32,000,000	16.00%	4.00%
Top 5 placees	140,000,000	70.00%	17.50%
Top 10 placees	196,200,000	98.10%	24.53%
Top 25 placees	198,120,000	99.06%	24.77%

Number of Placing Shares allocated

Number of placees

10,000 to 100,000	113
100,001 to 1,000,000	4
1,000,001 to 5,000,000	2
5,000,001 and above	7

The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in such Shares.

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. Immediately after completion of the Placing and the Capitalisation Issue, the Directors confirm that the public float of the Company will be 25% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

Investors should note that the Lead Manager (for itself and on behalf of the Underwriter) shall have the absolute right to terminate the Underwriting Agreement by giving notice in writing to the Company (for itself and on behalf of Aperto Investments Limited) upon the occurrence of any of the events set forth in the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 25 February 2013. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com. Shares will be traded on GEM in board lots of 10,000 Shares each. The stock code of the Shares is 8072.

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

Hong Kong, 22 February 2013

As at the date of this announcement, the executive Directors are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken, and the independent non-executive Directors are Mr. Chan, Ka Kit, Mr. Lam, Pak Cheong and Mr. Ng, Simon.

This announcement, 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

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.

* *for identification purpose only*