

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/01/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Roma Group Limited

Date Submitted 1 February 2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8072</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>57,600,000,000</u>	<u>0.01</u>	<u>576,000,000.00</u>
Increase/(decrease)	_____	_____	_____
Balance at close of the month	<u>57,600,000,000</u>	<u>0.01</u>	<u>576,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : <u>    N/A    </u> Description : _____			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month _____	_____	_____	_____
Increase/(decrease) _____	_____	_____	_____
Balance at close of the month _____	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>    N/A    </u> Description : _____			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month _____	_____	_____	_____
Increase/(decrease) _____	_____	_____	_____
Balance at close of the month _____	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*):     **576,000,000.00**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	175,520,415	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	175,520,415	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Share Option Scheme adopted on</u> <u>26 September 2011</u> <u>Exercise Price</u> <u>HK\$1.80 per share</u> <u>(adjusted price)</u> <u>Ordinary shares</u>	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
<u>2. Share Option Scheme adopted on</u> <u>26 September 2011</u> <u>Exercise Price</u> <u>HK\$1.28 per share</u> <u>(adjusted price)</u> <u>Ordinary shares</u>	Nil	Nil	Nil	Nil	Nil	9,451,429 (adjusted)
(Note 1)						
<u>3. Share Option Scheme adopted on</u> <u>26 September 2011</u> <u>Exercise Price</u> <u>HK\$0.260 per share</u> <u>Ordinary shares</u>	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
			Total A. (Ordinary shares)		N/A	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				N/A		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable)						
(dd/mm/yyyy) _____	( / / )					
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable)						
(dd/mm/yyyy) _____	( / / )					
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable)						
(dd/mm/yyyy) _____	( / / )					
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date (if applicable)						
(dd/mm/yyyy) _____	( / / )					
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
_____						
_____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
2.						
_____						
_____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
3.						
_____						
_____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
4.						
_____						
_____						
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable ( <i>Note 1</i> )	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
Total C. (Ordinary shares)					_____	N/A
(Preference shares)					_____	N/A
(Other class)					_____	N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. The Company proposed to implement the rights issue on the basis of three (3) rights shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.125 per rights share ("Right Issue"), to raise gross proceeds of approximately HK\$65.8 million before expenses (assuming no further issue or repurchase of Shares on or before the Record Date) and up to a maximum of approximately HK\$69.4 million before expenses (assuming full exercise of the Share Options on or before the Latest Lodging Date and no other issue or repurchase of Shares on or before the Record Date) by way of the rights issue of not less than 526,561,245 Rights Shares and not more than 554,915,532 Rights Shares (assuming as aforesaid) to the Qualifying Shareholders.</p> <p>The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):</p> <p>(1) the passing by the Shareholders (or where appropriate, Independent Shareholders) at the EGM of the requisite resolutions to approve the Underwriting Agreement and the Rights Issue (including, but not limited to, the exclusion of the offer of the Rights Issue to the Excluded Shareholders) and the transactions contemplated thereunder by no later than the Prospectus Posting Date;</p> <p>(2) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);</p> <p>(3) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Companies Registry in Hong Kong by no later than the Prospectus Posting Date;</p> <p>(4) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date;</p> <p>(5) the Underwriting Agreement not having been terminated by the Underwriter pursuant to the terms hereof on or before the Latest Time for Termination;</p> <p>(6) there being no breach of the undertakings and obligations of the Company under the terms of the Underwriting Agreement; and</p> <p>(7) none of the Underwriter together with such parties acting in concert (having the meaning as set out in the Takeovers Code) with it nor any of the sub-underwriters and their respective parties acting in concert (having the meaning as set out in the Takeovers Code) shall be interested in 30% or more of the issued share capital of the Company as enlarged by the Rights Issue or otherwise be obligated to make mandatory general offer obligation under the Takeovers Code as a result of the Underwriter and/or the sub-underwriters taking up the Untaken Shares under the Underwriting Agreement.</p> <p>The conditions precedent set out in paragraphs (1) to (4) and (7) are incapable of being waived by the Underwriter and the Company. The Underwriter may waive the condition precedent set out in paragraph (6) in whole or in part by written notice to the Company.</p> <p>For further details, please refer to the Company's announcement dated 20 January 2021.</p>		

	( / / )		
	shares (Note 1)		
2.			
	( / / )		
	shares (Note 1)		
3.			
	( / / )		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil
4. Bonus issue		Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) ( / / )	EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil



Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / ) Nil	Nil
6. Repurchase of shares		Class of shares _____ repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / ) Nil	Nil
7. Redemption of shares		Class of shares _____ redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / ) Nil	Nil
8. Consideration issue	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / ) Nil	Nil

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
10. Other (Please specify)	At price : State currency _____ Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
Total E.		(Ordinary shares) Nil	
		(Preference shares) Nil	
		(Other class) Nil	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under “Qualifications of listing” have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

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Submitted by : Yue Kwai Wa Ken

Title : Director / Company Secretary  
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*