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**ROMA GROUP LIMITED**

**羅馬集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 18 OCTOBER 2017;  
(2) SHARE CONSOLIDATION;  
(3) INCREASE IN AUTHORISED SHARE CAPITAL; AND  
(4) RIGHTS ISSUE**

The Board is pleased to announce that all the Resolutions set out in the Notice were duly passed by the Shareholders and Independent Shareholders (as the case may be) by way of poll at the EGM held on 18 October 2017.

All the conditions of the Share Consolidation have been fulfilled and the Share Consolidation will take effect on 19 October 2017. Dealings in the Consolidated Shares will commence at 9:00 a.m. (Hong Kong time) on 19 October 2017.

Upon the Share Consolidation becoming effective, the Increase in Authorised Share Capital will also take effect on 19 October 2017.

Pursuant to the expected timetable as set out in the Circular, (a) the last day of dealings in the Consolidated Shares on cum-rights basis will be 19 October 2017; (b) the Consolidated Shares will be dealt with on ex-rights basis from 20 October 2017; and (c) it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on 27 October 2017.

Reference is made to the circular of Roma Group Limited (the “**Company**”) in relation to the proposed Share Consolidation, the proposed Increase in Authorised Share Capital and the proposed Rights Issue (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) both dated 29 September 2017. Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

\* For identification purpose only

## POLL RESULTS OF THE EGM

The Board is pleased to announce that all the ordinary resolutions (the “**Resolutions**”) set out in the Notice were duly passed by the Shareholders and Independent Shareholders (as the case may be) by way of poll at the EGM held on 18 October 2017. The poll results in respect of the Resolutions as set out in the Notice are as follows:

Ordinary resolutions		Number of votes (approximate % to the number of Shares voted at the EGM)		Total number of votes cast
		For	Against	
1.	To approve the Share Consolidation.	2,292,254,698 Shares (99.94%)	1,400,000 Shares (0.06%)	2,293,654,698 Shares
2.	To approve the Increase in Authorised Share Capital.	2,292,254,698 Shares (99.94%)	1,400,000 Shares (0.06%)	2,293,654,698 Shares
3.	To approve the Rights Issue on the basis of three (3) Rights Shares for every two (2) Consolidated Shares held on the Record Date; and to approve, confirm and ratify the entering into of the Underwriting Agreement and the transactions contemplated under the Underwriting Agreement.	2,292,254,698 Shares (99.94%)	1,400,000 Shares (0.06%)	2,293,654,698 Shares
4.	a. To re-elect Dr. Lam Lee G. as a non-executive Director.	2,292,254,698 Shares (99.94%)	1,400,000 Shares (0.06%)	2,293,654,698 Shares
	b. To re-elect Ms. Li Tak Yin as an independent non-executive Director.	2,292,254,698 Shares (99.94%)	1,400,000 Shares (0.06%)	2,293,654,698 Shares

*Notes:*

- (1) The above table only provides a summary of the Resolutions. The full text of the Resolutions were set out in the Notice.
- (2) As at the date of the EGM, the Company has a total of 4,999,853,300 Shares in issue.

As more than 50% of the votes were cast in favour of each of the above Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company. Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, no Shareholder was required to abstain from voting in respect of the resolutions set out in the Notice at the EGM relating to the Share Consolidation, the Increase in Authorised Share Capital and the re-election of the retiring Directors, Dr. Lam Lee G. and Ms. Li Tak Yin and therefore the total number of Shares entitling the Shareholders to attend and vote for or against these resolutions was 4,999,853,300 Shares.

Under the GEM Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates are required to abstain from voting in favour of the ordinary resolution relating to the Rights Issue. As at the date of the EGM, the Company had no controlling Shareholder and therefore, Dr. Cheung Wai Bun, Charles, J.P., Ms. Chan Hong Nei, Connie, Mr. Yue Kwai Wa, Ken (being the executive Directors), Dr. Lam Lee G., Mr. Ng Man Kung, Mr. So Wing On and Mr. Yim Wai Ning (being the non-executive Directors) and their respective associates were required to abstain from voting in favour of the resolution in relation to the Rights Issue. None of Dr. Cheung Wai Bun, Charles, J.P., Ms. Chan Hong Nei, Connie, Mr. Yue Kwai Wa, Ken, Dr. Lam Lee G., Mr. Ng Man Kung, Mr. So Wing On and Mr. Yim Wai Ning held any shareholding interest in the Company as at the date of the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution relating to the Rights Issue was 4,999,853,300 Shares.

Save as disclosed and to the best of the Directors' knowledge, information and belief, having made all reasonable enquires, there were no restrictions on any Shareholders to cast votes on the resolutions proposed at the EGM, and there were no Shares entitling the holder to attend and vote only against the resolutions proposed at the EGM.

## **SHARE CONSOLIDATION**

All the conditions of the Share Consolidation have been fulfilled and the Share Consolidation will take effect on 19 October 2017. Dealings in the Consolidated Shares will commence at 9:00 a.m. (Hong Kong time) on 19 October 2017.

## **INCREASE IN AUTHORISED SHARE CAPITAL**

Upon the Share Consolidation becoming effective, the Increase in Authorised Share Capital will also take effect on 19 October 2017.

## **RIGHTS ISSUE**

The Rights Issue, which is conditional upon, among other things, the Share Consolidation and the Increase in Authorised Share Capital becoming effective, will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, (a) the last day of dealings in the Consolidated Shares on cum-rights basis will be 19 October 2017; (b) the Consolidated Shares will be dealt in on ex-rights basis from 20 October 2017; and (c) it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on 27 October 2017.

**Shareholders should note that the Rights Issue remains subject to the satisfaction of other conditions as disclosed under the sections headed “Conditions of the Rights Issue” and “The Underwriting Agreement” in the letter from the Board as set out in the Circular.**

**If the Underwriters terminate or rescind the Underwriting Agreement, or if any of the conditions of the Right Issue and the Underwriting Agreement are not fulfilled or waived (as applicable), the Rights Issue will not proceed.**

**Any Shareholders or other persons dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.**

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

Hong Kong, 18 October 2017

*As at the date of this announcement, the executive Directors are Dr. Cheung Wai Bun, Charles, J.P., Ms. Chan Hong Nei, Connie and Mr. Yue Kwai Wa, Ken, the non-executive Directors are Dr. Lam Lee G., Mr. Ng Man Kung, Mr. So Wing On and Mr. Yim Wai Ning, and the independent non-executive Directors are Mr. Choi Wai Tong, Winton, Mr. Ko Wai Lun, Warren, Ms. Li Tak Yin and Mr. Wong Tat Keung.*

*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 enquiries, 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 GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at [www.romagroup.com](http://www.romagroup.com).*