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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF AUDIT COMMITTEE
AND
MEMBER OF NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE**

The Board announces that (1) Mr. Man has tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Company and members of the nomination committee and remuneration committee of the Company with effect from 1 March 2020; and (2) Mr. Chung has been appointed as an independent non-executive Director, the chairman of the audit committee of the Company and members of the nomination committee and remuneration committee of the Company with effect from 1 March 2020.

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Roma Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that (1) Mr. Man Wai Lun (“**Mr. Man**”) has tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and members of the nomination committee (the “**Nomination Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 1 March 2020; and (2) Mr. Chung Man Lai (“**Mr. Chung**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and members of the Nomination Committee and Remuneration Committee with effect from 1 March 2020.

* *For identification purpose only*

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEE MEMBER

Mr. Man has tendered his resignation as an independent non-executive Director, the chairman of the Audit Committee and members of the Nomination Committee and Remuneration Committee with effect from 1 March 2020 in order to focus his time and effort on other business.

Mr. Man confirms that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to take this opportunity to express its sincere gratitude to Mr. Man for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEE MEMBER

Mr. Chung has been appointed as an independent non-executive Director, the chairman of the Audit Committee and members of the Nomination Committee and Remuneration Committee with effect from 1 March 2020.

Mr. Chung, aged 43, has over 20 years of experience in auditing and accounting. He worked in Ernst & Young from 2004 to 2007 and was the chief financial officers of CMIC Ocean En-Tech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited) (Stock code: 206) and IDT International Limited (Stock code: 167), both are companies listed on the Main Board of the Stock Exchange, for the period from January 2008 to April 2016 and from April 2016 to December 2016 respectively. Since December 2019, he is an independent non-executive director of Century Group International Holdings Limited (Stock code: 2113), which is a company listed on the Main Board of the Stock Exchange. He is currently the chief financial officer and company secretary of a company with principal activities of provision of automated welding solutions.

Mr. Chung obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in November 1998 and a master of business administration degree with a major in international business from EU Business School in December 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Chung has not held (i) any other position in the Company and other members of the Group; (ii) any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the date of this announcement; and (iii) any other major appointments and professional qualifications.

As the date of this announcement, Mr. Chung has no relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company and does not have any interests in the shares, underlying shares or debentures of the Company, which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chung has entered into an appointment letter with the Company for an initial term of one year from 1 March 2020 and will continue thereafter unless terminated by either party giving to the other at least three month’s notice in writing. The appointment of Mr. Chung is subject to rotation and re-election at the general meetings of the Company pursuant to the articles of association of the Company. Pursuant to the terms of the appointment letter entered into by the Company with Mr. Chung, he is entitled to a director’s fee of HK\$120,000 per annum. The director’s fee of Mr. Chung is determined by the Board with reference to his experience, duties and responsibilities.

The Board is of the view that Mr. Chung has met the independence guidelines set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, the Board is not aware of any other matter relating to the appointment of Mr. Chung that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

The Board would like to welcome Mr. Chung for joining the Board.

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

Hong Kong, 28 February 2020

As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken (Chairman and Chief Executive Officer) and Mr. Li Sheung Him Michael; and the independent non-executive Directors are Mr. Chung Man Lai, Mr. Ko Wai Lun Warren and Ms. Li Tak Yin.

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 “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 website of the Company at www.romagroup.com.