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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)**

### **PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE**

#### **Financial Adviser to the Company**



**英皇融資有限公司**  
Emperor Capital Limited

#### **Underwriter to the Rights Issue**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

#### **PROPOSED RIGHTS ISSUE**

The Board proposes 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, 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.

\* For identification purposes only

The Company will provisionally allot to the Qualifying Shareholders three (3) Rights Share in nil-paid form for every one (1) existing Share held on the Record Date. The Rights Issue will not be available to the Excluded Shareholders.

The estimated net proceeds of the Rights Issue will be not less than approximately HK\$62.9 million (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) and not more than approximately HK\$66.4 million (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). The Company intends to utilize the entire net proceeds from the Rights Issue in the following aspects: (i) enrichment of working capital for operation and expansion of existing business for not less than HK\$42 million; (ii) repayment of outstanding debts of the Group for not less than HK\$15.4 million; and (iii) acquisition of and/or investment in business(es) which leverage on the competitive advantage of the Group should suitable opportunities arise, including but not limited to the possible investment pursuant to announcement of the Company dated 12 January 2021, for not more than HK\$5.5 million.

### **UNDERWRITING AGREEMENT**

On 14 January 2021 (after trading hours of the Stock Exchange), the Company entered into the Underwriting Agreement with the Underwriter in relation to the underwriting and respective arrangements in respect of the Rights Issue.

The Rights Issue is fully underwritten by the Underwriter. Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite not less than 526,561,245 Rights Shares and not more than 554,915,532 Rights Shares, subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfilment of the conditions precedent contained therein. Details of the major terms and conditions of the Underwriting Agreement are set out in the section headed “THE UNDERWRITING AGREEMENT” in this announcement.

### **WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in this announcement). Accordingly, the Rights Issue may or may not proceed.**

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

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

## **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot of 10,000 Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 10,000 Shares to 20,000 Shares.

## **GEM LISTING RULES IMPLICATIONS**

In accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by the Shareholders by way of poll at the EGM by a resolution on which any controlling shareholders of the Company and their respective 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 shall abstain from voting in favour of the Rights Issue. As at the date of this announcement, the Company did not have any controlling shareholder and Mr. Chung Man Lai, is deemed to be interested in 1,250 Shares through the interests of his spouse pursuant to Part XV of the SFO as at the date of this announcement, will abstain from voting on the relevant resolutions at the EGM. Save for Mr. Chung Man Lai, none of the Directors has a material interest in the Rights Issue.

The Independent Board Committee will be established to give recommendations to the Independent Shareholders on the terms and conditions of the Rights Issue. An independent financial adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in these regards.

## **GENERAL**

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Rights Issue (including the Underwriting Agreement).

The circular containing, amongst other things, (i) details of the Rights Issue (including the Underwriting Agreement); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue and (iv) a notice convening the EGM and other information required under the GEM Listing Rules will be despatched to the Shareholders in due course. As additional time is required to prepare the aforesaid information to be included in the Circular, the Circular is expected to be despatched to the Shareholders on or before Monday, 22 February 2021.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 15 January 2021 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 January 2021.

## **PROPOSED RIGHTS ISSUE**

The Board proposes the Rights Issue with the terms set out as follows:

### **Issue statistics**

- Basis of the Rights Issue : Three (3) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders at 4:00 p.m. on the Record Date
- Subscription Price : HK\$0.125 per Rights Share
- Number of Shares in issue : 175,520,415 Shares  
as at the date of  
this announcement
- Number of Rights Shares : Not less than 526,561,245 Rights Shares, representing 300%  
to be issued pursuant to of the Company's issued number of shares as at the date of  
the Rights Issue this announcement and 75% of the enlarged issued share  
capital of the Company upon completion of the Rights Issue  
(assuming no further issue of new Shares or repurchase of  
Shares on or before the Record Date) and not more than  
554,915,532 Rights Shares, representing approximately  
316.2% of the Company's issued number of shares as at the  
date of this announcement and 75% of the enlarged issued  
share capital of the Company upon completion of the Rights  
Issue (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)
- Aggregate nominal value : Not less than approximately HK\$5,265,612.45 and not more  
of the Rights Shares to than approximately HK\$5,549,155.32  
be issued
- Right of excess : Qualifying Shareholders may apply for Rights Shares in  
applications excess of their provisional allotment

As at the date of this announcement, there are 9,451,429 outstanding Share Options, which are exercisable during the period from 19 June 2019 to 18 June 2022 entitling the holders thereof to subscribe for a total of 9,451,429 new Shares at the prevailing exercise price.

Save as disclosed above, the Company has no other derivatives, outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into the Shares.

Assuming no exercise of Share Options on or before the Latest Lodging Date and no Shares are issued on or before the Record Date, the 526,561,245 Rights Shares to be issued pursuant to the terms of the Rights Issue represent 300% of the total number of issued Shares as at the date of this announcement and approximately 75% of the total number of issued Shares as enlarged by the issue of the Rights Shares. The Company has not conducted any rights issue, open offer and/or specific mandate placing within the 12-month period immediately preceding the date of this announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of such rights issue, open offers and/or specific mandate placings within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own.

### **The Subscription Price**

The Subscription Price of HK\$0.125 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, upon an application for excess Rights Shares, or when a transferee of the nil-paid Rights Shares subscribes for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 31.32% to the closing price of HK\$0.182 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 28.98% to the average closing price of approximately HK\$0.176 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 19.87% to the average closing price of approximately HK\$0.156 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 10.07% to the theoretical ex-rights price of approximately HK\$0.139 per Share based on the benchmarked price of approximately HK\$0.182 per Share;
- (v) a discount of approximately 94.13% to the net asset value of the Company of approximately HK\$2.129 per Share based on the unaudited net asset value attributable to owners of the Company of approximately HK\$373,710,000 as at 30 September 2020; and
- (vi) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 23.63%, represented by the theoretical diluted price of approximately HK\$0.139 per Share to the benchmarked price of approximately HK\$0.182 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.182 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Underwriting Agreement of approximately HK\$0.167 per Share).

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to, among others, the market price of the Shares under the prevailing market conditions, the financial condition of the Company and the reasons and benefits of Rights Issue as discussed in the section headed "Reasons for and Benefits of the Rights Issue and Use of Proceeds", in this announcement. The Directors consider that the terms of the Rights Issue (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Status of the Rights Shares**

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully paid Rights Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

### **Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at 4:00 p.m. on the Record Date and not be an Excluded Shareholder. In order to be registered as members of the Company prior to 4:00 p.m. on the Record Date, all transfers of the Shares (together with the relevant share certificate(s)) must be lodged with the Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 15 March 2021.

It is expected that the last day of dealings in the Shares on a cum-rights basis is Thursday, 11 March 2021, and the Shares will be dealt with on an ex-rights basis from Friday, 12 March 2021.

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will despatch the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date and will despatch the Prospectus only (without the PAL and the EAF) to the Excluded Shareholders for their information only.

### **Closure of register of members**

The register of members of the Company will be closed from Tuesday, 16 March 2021 to Monday, 22 March 2021 (both days inclusive) for determining the entitlements to the Rights Issue. No transfer of the Shares will be registered during the above book closure period.

## **Basis of provisional allotments**

The Rights Shares will be allotted on the basis of three (3) Rights Shares (in nil-paid form) for every one (1) existing Share held by the Qualifying Shareholders at 4:00 p.m. on the Record Date.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by completing a PAL and lodging the same with a remittance for the Rights Shares being accepted with the Registrar by the Latest Time for Acceptance.

## **Rights of Overseas Shareholders (if any)**

The Prospectus Documents to be issued in connection with the Rights Issue will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

The Board will comply with Rule 17.41(1) of the GEM Listing Rules and make necessary enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders (if any) under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, based on legal advice, the Board is of the opinion that it would be necessary or expedient not to offer the Rights Shares to any Overseas Shareholders on account either of the legal restrictions under the laws of relevant place(s) or the requirements of the relevant overseas regulatory body or stock exchange, no provisional allotment of the nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. In such circumstances, the Rights Issue will not be extended to the Excluded Shareholders. The basis for excluding the Excluded Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders to be sold in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be paid pro rata (but rounded down to the nearest cent) to the Excluded Shareholders in Hong Kong dollars, except that the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlements of the Excluded Shareholders will be made available for excess application by the Qualifying Shareholders.

**Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 17.41(1) of the GEM Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.**

## **Application for the excess Rights Shares**

Qualifying Shareholders shall be entitled to apply, by way of excess application, for (i) the Rights Shares representing the entitlement of the Excluded Shareholders which cannot be sold at a net premium; and (ii) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or transferees of nil-paid Rights Shares. Applications for the excess Rights Shares may be made by completing the EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by the Latest Time for Acceptance.

The Board will allocate the excess Rights Shares at its discretion, but on a fair and equitable basis as far as practicable on the following principles:

- (i) no preference will be given to applications for topping-up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and
- (ii) the excess Rights Shares will be allocated to the applicants on a pro rata basis based on the number of excess Rights Shares applied for by them. No reference will be made to Rights Shares subscribed through PALs, or the number of Shares held by the Qualifying Shareholders.

Any Rights Shares not accepted for by the Qualifying Shareholders or transferees of nil-paid Rights Shares and not taken by excess application will be taken up by the Underwriter pursuant to the terms and conditions of the Underwriting Agreement.

Beneficial owners of Shares whose Shares are held by a nominee company (including HKSCC Nominees Limited) should note that for the purpose of the Rights Issue, the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the beneficial owners of Shares whose Shares are registered in name of nominee companies should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually and are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

For those beneficial owners of Shares whose Shares are held by their nominee(s) (including HKSCC Nominees Limited) and who would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for completion of the relevant registration not later than 4:30 p.m. (Hong Kong time) on Monday, 15 March 2021.



## **Certificates of the Rights Shares and refund cheques for the Rights Issue**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on or before Monday, 19 April 2021 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. If the Underwriting Agreement is terminated or not becoming unconditional, refund cheques will be despatched on or before Monday, 19 April 2021 by ordinary post, at the respective Shareholders' own risk, to their registered addresses. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Monday, 19 April 2021 by ordinary post to the applicants, at their own risk, to their registered addresses.

## **Fractional entitlement to the Rights Shares**

The Company will not provisionally allot and will not accept applications for any fraction of Rights Shares. Fractional entitlements to any Rights Shares will be disregarded and will be aggregated (and rounded down to the nearest whole number) and allocated to satisfy excess applications (if any) and/or disposed of in such manner as the Directors in their absolute discretion deem appropriate and for the benefits and interests of the Company.

## **Taxation**

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares and, regarding the Excluded Shareholders, their receipt of the net proceeds, if any, from sale of the nil-paid Rights Shares on their behalf.

## **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges. Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 20,000 Rights Shares.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## THE UNDERWRITING ARRANGEMENT

The Rights Shares will be fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement as described below.

### Underwriting Agreement

Date : 14 January 2021 (after trading hours of the Stock Exchange)  
Issuer : the Company  
Underwriter : Emperor Securities

The Underwriter is a licensed corporation carrying out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO and its ordinary course of business includes underwriting of securities.

As at the date of this announcement, the Underwriter did not hold any Shares. The Underwriter and its ultimate beneficial owners are, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, third parties independent of and not connected with the Company and its connected persons.

The Underwriter confirmed that it has complied with Rule of the GEM Listing Rules that it is licensed under the SFO for Type 1 regulated activity and its ordinary course of business includes underwriting of securities, and it is not a connected person of the Company.

Number of Rights Shares : not less than 526,561,245 and not more than 554,915,532  
underwritten by the Rights Shares  
Underwriter

Underwriting Commission : 2.5% of the aggregate Subscription Price in respect of the Underwritten Shares

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter by reference to the financial position of the Group, the size of the Rights Issue, the current and expected market condition and the prevailing market rate. The Directors consider that the terms of the Underwriting Agreement including the commission rate are fair and reasonable so far as the Company and the Shareholders as a whole are concerned.

Subject to the fulfilment of the conditions (or any waiver, as the case may be, by the Underwriter) contained in the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the Latest Time for Termination in accordance with the terms thereof, the Underwriter has agreed to subscribe or procure the subscription for all Underwritten Shares that are not otherwise taken up.

## **Termination of the Underwriting Agreement**

If prior to the Latest Time for Termination, one or more of the following events or matters shall develop, occur, arise, exist or come into effect:

- (1) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of Underwriting Agreement;
- (2) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing, before and/or after the signing of the Underwriting Agreement and/or continuing after the signing of the Underwriting Agreement) of a social, political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets;
- (3) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group;
- (4) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, act of terrorism, strike or lock-out;
- (5) the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise;
- (6) any change or any development involving a prospective change or any event or circumstance likely to result in a change or development involving a prospective change, in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the People's Republic of China or other jurisdiction relevant to any member of the Group and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs;
- (7) the Circular and/or the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company in compliance with the GEM Listing Rules;
- (8) any order or petition for the winding up of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group;

- (9) any litigation, dispute, legal action, arbitration, proceeding or claim of any third party being threatened or instigated against any member of the Group; or
- (10) a creditor takes possession of all or a material part of the business or asset of any member of the Group or any execution or other legal process is enforced against all or a material part of the business or assets of any member of the Group and is not discharged within (7) days or such longer period as the Underwriter may approve,

which, individually or in aggregate, in the absolute opinion of the Underwriter:

- (a) has had or is/are likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole; or
- (b) is/are likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares “taken up”; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any Specified Event comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

**If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.**

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):

- (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;

- (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);
- (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;
- (4) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date;
- (5) the Underwriting Agreement not having been terminated by the Underwriter pursuant to the terms hereof on or before the Latest Time for Termination;
- (6) there being no breach of the undertakings and obligations of the Company under the terms of the Underwriting Agreement; and
- (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.

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.

The Company shall use all reasonable endeavours to procure the fulfillment of the conditions precedent in paragraph (1) to (4) by the Latest Time for Acceptance and in particular shall furnish such information, supply such documents, pay such fees, give such undertakings and do all such acts and things as may be necessary in connection with the fulfillment of all the conditions precedent. If the conditions precedents set out above are not satisfied (or, if applicable, waived by the Underwriter) by the Latest Time for Acceptance and/or the conditions precedent in paragraph (6) do not remain fulfilled (unless waived by the Underwriter under the terms of Underwriting Agreement) up to the Latest Time for Termination, the Underwriting Agreement shall terminate (save in respect of the surviving provisions in relation to fees and expenses, indemnity, notices and governing law) and no party hereto will have any claim against any other party for cost, damages, compensation or otherwise (save in respect of any rights or obligations which may have accrued under the Underwriting Agreement prior to such termination), and the Rights Issue will not proceed.

## **REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS**

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of valuation and technical advisory services, financing services and securities broking, placing and underwriting and investment advisory and asset management services in Hong Kong.

The Board had considered fund raising by issuing debt security or debt financing, however it is concerned that any further debt financing or borrowing may worsen the gearing ratio and incur further interest expenses of the Company. The Board intends to reduce the gearing ratio and interest expenses of the Company to a more benign level to improve the rate of return of the Company's investment portfolio. In view of this, the Board has averted debt financing as a source for raising funds in this occasion.

In comparison, the Rights Issue is pre-emptive in nature, allowing Qualifying Shareholders to maintain their respective pro-rata shareholding through their participation in the Rights Issue. The Rights Issue allows the Qualifying Shareholders to (a) increase their respective interests in the shareholding of the Company by acquiring additional rights entitlement in the open market (subject to the availability); or (b) reduce their respective interests in the shareholding of the Company by disposing of their rights entitlements in the open market (subject to the market demand). The Board considers that the Rights Issue effected on a pro-rata basis gives all the Qualifying Shareholders an equal opportunity to participate in the enlargement of the capital base of the Company, whereas open offer does not provide Shareholders with the flexibility to increase their shareholding interests in the Company by acquiring additional rights entitlements in the open market or reduce their shareholding interests in the Company by disposing their rights entitlements in the open market. As such, the Board did not pursue an open offer which is considered to be less favourable to the Shareholders.

Taking other alternative fund-raising methods in to consideration, the Board considers it is prudent to obtain the resources to facilitate the long-term growth of the Group preferably in the form of equity fund raising which will not increase the Group's financing costs. In addition, the Board believes that the Rights Issue will enable the Group to strengthen its capital base and enhance its financial position for future strategic investments as and when such opportunities arise.

The estimated net proceeds of the Rights Issue will be not less than approximately HK\$62.9 million (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) and not more than approximately HK\$66.4 million (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). The Company intends to utilize the entire net proceeds from the Rights Issue in the following aspects: (i) enrichment of working capital for operation and expansion of existing business for not less than HK\$42 million; (ii) repayment of outstanding debts of the Group for not less than HK\$15.4 million; and (iii) acquisition of and/or investment in business(es) which leverage on the competitive advantage of the Group should suitable opportunities arise, including but not limited to the possible investment pursuant to announcement of the Company dated 12 January 2021, for not more than HK\$5.5 million.

The Directors consider that it is appropriate to propose the Rights Issue as a means of fund raising for the Group's future expansion. The Directors also consider that the terms of the Rights Issue, including the Subscription Price and the rate of the underwriting commission, are fair and reasonable based on current market conditions. Accordingly, the Board considers that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there is no further issue or repurchase of Shares from the date of this announcement up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Rights Issue:

	As at the date of this announcement		Scenario I (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date)				Scenario II (assuming full exercise of the Share Option on or before the Latest Lodging Date and no other issue or repurchase of shares on or before the Record Date)			
			Immediately after completion of the Rights Issue (assuming all Shareholders have taken up the Rights Shares)		Immediately after completion of the Rights Issue (assuming no Shareholder has taken up the Rights Shares)		Immediately after completion of the Rights Issue (assuming all Shareholders have taken up the Rights Shares)		Immediately after completion of the Rights Issue (assuming no shareholder has taken up the Rights Shares)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr. Luk	39,956,000	22.76	159,824,000	22.76	39,956,000	5.69	159,824,000	21.60	39,956,000	5.40
Mr. Chung Man Lai (Note 1)	1,250	—	5,000	—	1,250	—	5,000	—	1,250	—
<b>Public Shareholders</b>										
Optionholders	—	—	—	—	—	—	37,805,716	5.11	9,451,429	1.28
Underwriter, sub-underwriter(s) and/or subscriber(s) procured by them (Note 2)	—	—	—	—	526,561,245	75.00	—	—	554,915,532	75.00
Other public Shareholders	135,563,165	77.24	542,252,660	77.24	135,563,165	19.31	542,252,660	73.29	135,563,165	18.32
	<u>175,520,415</u>	<u>100</u>	<u>702,081,660</u>	<u>100</u>	<u>702,081,660</u>	<u>100</u>	<u>739,887,376</u>	<u>100</u>	<u>739,887,376</u>	<u>100</u>

### Notes:

- Mr. Chung Man Lai, is deemed to be interested in 1,250 Shares through the interests of his spouse pursuant to Part XV of the SFO as at the date of this announcement, will abstain from voting on the relevant resolutions at the EGM.
- Pursuant to the Underwriting Agreement, the Underwriter undertakes to the Company that in the event of it being called upon to subscribe for or procure subscribers for the Untaken Shares. In circumstances where the Rights Issue were to become unconditional and the Underwriter was obliged to take up the Rights Shares in their entirety, the underwriting commitment would extend to a stake of approximately 75.00% in the share capital of the Company as enlarged by the issue of the Rights Shares. The Underwriter confirmed to the Company that it has sub-underwritten its underwriting obligations under the Underwriting Agreement to sub-underwriters such that each of the subscribers procured by the Underwriter and/or the sub-underwriters (i) will be a third party independent of, not acting in concert with and will not be connected with the Directors, chief executive or Substantial Shareholders of the Company or their respective associates; and (ii) will not, together with party(ies) acting in concert with each of them, hold in aggregate 30% or more of the voting rights of the Company upon completion of the Rights Issue. The Underwriter further confirms that (a) the Underwriter will not and will procure that each of the ultimate subscribers or purchasers procured by the sub-underwriters will not (together with each of the respective parties acting in concert) hold in aggregate 30% or more of the voting rights of the Company immediately after the Rights Issue; (b) the Underwriter will and will cause the sub-underwriters to procure independent placees to take up such number of Rights Shares as necessary to ensure that the public float requirements under Rule 11.23(7) of the GEM Listing Rules are complied with immediately after the Rights Issue; (c) each of the Underwriter and the sub-underwriters and their respective ultimate beneficial owner is not a party acting in concert with each other and (d) each of the Underwriter and the sub-underwriters and their respective ultimate beneficial owners are not connected persons of the Company.
- The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.
- The shareholding structure is presented without taking into account the adjustment (if any) to the conversion and exercise prices of the Share Options, respectively, as a result of the Rights Issue.

## FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

Apart from the fund raising activity mentioned below, the Company has not conducted any other fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

<b>Date of announcement</b>	<b>Fund raising activity</b>	<b>Net proceeds raised</b> <i>(approximately)</i>	<b>Proposed use of the net proceeds</b>	<b>Actual use of net proceeds</b>
27 April 2020	Placing of up to 27,000,000 new Shares at the placing price of HK\$0.21 per Share under general mandate, which was completed on 12 May 2020	HK\$5.48 million	General working capital of the Group	Used as intended

## POSSIBLE ADJUSTMENTS RELATING TO THE SHARE OPTIONS

Pursuant to the terms of the Share Option Scheme, the exercise prices and/or number of Shares to be issued upon exercise of the Share Options may be adjusted in accordance with the terms and conditions of the Share Option Scheme due to the Rights Issue. The Company will notify the holders of the Share Options the adjustments, if any, in compliance with the said terms and conditions and, if necessary, make further announcement in respect thereof.

## PROPOSED CHANGE IN BOARD LOT SIZE

The Board proposes that the board lot size of the Shares for trading on the Stock Exchange will be changed from 10,000 Shares to 20,000 Shares with effect from 9:00 a.m. on Thursday, 11 March 2021. Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by The Hong Kong Exchange and Clearing Limited on 28 November 2008 and updated on 30 August 2019, the expected value per board lot should be greater than HK\$2,000 taking into account the minimum transaction costs for a securities trade. Based on the theoretical ex-rights price of approximately HK\$0.139 per Share (calculated based on the closing price of HK\$0.182 per Share as quoted on the Stock Exchange on the Last Trading Day) and assuming that the Rights Issue having become effective and the dealings in the Shares on an ex-rights basis having commenced, if the Shares were continued to be trading in board lots of 10,000, the value of each board lot of Shares would be below HK\$2,000. The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. The Board is of the opinion that the Change in Board Lot Size is in the interests of the Company and its Shareholders as a whole.

Shareholders should take note that Shareholders’ approval is not required for the Change in Board Lot Size. However, the Change in Board Lot Size is conditional to the passing of relevant resolutions in relation to the Rights Issue at the EGM. Therefore, the Company will not proceed with the Change in Board Lot Size if the Rights Issue is voted down.



Based on the theoretical ex-rights price of approximately HK\$0.139 per Share (calculated based on the closing price of HK\$0.182 per Share as quoted on the Stock Exchange on the Last Trading Day), the market value of each existing board lot is HK\$1,390 and the estimated market value of each proposed new board lot is HK\$2,780. To alleviate the difficulties in trading odd lots of the Shares arising from the change in board lot size of the Shares, the Company will appoint an agent to provide matching services to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Thursday, 11 March 2021 to 4:10 p.m. on Wednesday, 31 March 2021 (both dates inclusive). Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above arrangement.

All existing share certificates in board lot of 10,000 shares will remain good evidence of the legal title to the Shares and continue to be valid for delivery, transfer, trading and settlement purposes. No new share certificates for existing Shareholders will be issued as a result of the change in the board lot size, and therefore no arrangement for free exchange of existing share certificates in board lot size 10,000 shares to new share certificate in board lot size of 20,000 shares is necessary.

#### **EXPECTED TIMETABLE OF THE RIGHTS ISSUE**

The expected timetable for the Rights Issue is set out below.

<b>Event</b>	<b>Date (2021)</b>
Expected date of despatch of the Circular in relation to the Rights Issue to the Shareholders together with notice of EGM and proxy form for EGM.....	Monday, 22 February
Latest time for lodging transfer of the Shares to qualify for attendance and voting at the EGM.....	4:30 p.m. on Wednesday, 3 March
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive).....	From Thursday, 4 March to Wednesday, 10 March
Latest time for lodging proxy forms for the EGM.....	2:30 p.m. on Monday, 8 March
Record date for attendance and voting at the EGM .....	Wednesday, 10 March
Expected date and time of the EGM to approve the Rights Issue .....	2:30 p.m. on Wednesday, 10 March
Announcement of the poll result of the EGM .....	Wednesday, 10 March

<b>Event</b>	<b>Date (2021)</b>
Register of members re-open .....	Thursday, 11 March
Effective date of the new board lots of 20,000 Shares .....	Thursday, 11 March
Last day of dealings in the Shares on cum-rights basis relating to the Rights Issue .....	Thursday, 11 March
Designated broker starts to stand in the market to provide matching services for odd lots of the Shares .....	9:00 a.m. on Thursday, 11 March
First day of dealings in the Shares on ex-rights basis relating to the Rights Issue .....	Friday, 12 March
Latest Lodging Date .....	4:30 p.m. on Monday, 15 March
Closure of register of members to determine the eligibility of the Rights Issue (both dates inclusive) .....	From Tuesday, 16 March to Monday, 22 March
Record Date for the Rights Issue .....	Monday, 22 March
Prospectus Documents expected to be despatched .....	Tuesday, 23 March
First day of dealings in nil-paid Rights Shares .....	Thursday, 25 March
Latest time for splitting of PALs .....	4:30 p.m. on Monday, 29 March
Designated broker ceases to provide matching services for odd lots of the Shares .....	4:10 p.m. on Wednesday, 31 March
Last day of dealings in nil-paid Rights Shares .....	Thursday, 1 April
Latest time for acceptance of and payment for the Rights Shares and application of excess Rights Shares .....	4:00 p.m. on Friday, 9 April
Latest time for terminating the Underwriting Agreement and for the Rights Issue to become unconditional .....	4:00 p.m. on Wednesday, 14 April
Announcement of results of the Rights Issue .....	Friday, 16 April

**Event****Date (2021)**

Despatch of share certificates for fully-paid Rights Shares and refund cheques in relation to wholly or partially unsuccessful applications for excess Rights Shares..... Monday, 19 April

Commencement of dealings in fully-paid Rights Shares..... Tuesday, 20 April

All times and dates stated above refer to Hong Kong local times and dates. The expected timetable for the Rights Issue set out above and all dates and deadlines specified in this announcement are indicative only and may be varied. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

**EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES**

The Latest Time for Acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if:

1. typhoon signal No. 8 (or above);
2. “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
3. a “black” rainstorm warning
  - (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
  - (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the “EXPECTED TIMETABLE OF THE RIGHTS ISSUE” above may be affected. Announcement will be made by the Company in such event.

**GEM LISTING RULES IMPLICATIONS**

In accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by the Shareholders at the EGM by a resolution on which any controlling shareholders of the Company and their respective 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 shall abstain from voting in favour of the Rights Issue. As at the date of this announcement, the Company did not have any controlling shareholder and Mr. Chung Man Lai, is deemed to be

interested in 1,250 Shares through the interests of his spouse pursuant to Part XV of the SFO as at the date of this announcement, will abstain from voting on the relevant resolutions at the EGM. Save for Mr. Chung Man Lai, none of the Directors has a material interest in the Rights Issue.

The Independent Board Committee will be established to give recommendations to the Independent Shareholders on the terms and conditions of the Rights Issue. An independent financial adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in these regards.

## **GENERAL**

A circular containing, among other things, (i) details of the Rights Issue (including the Underwriting Agreement); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice convening the EGM and other information required under the GEM Listing Rules, is expected to be despatched to the Shareholders on or before Monday, 22 February 2021.

Subject to the approval of the Rights Issue by the Independent Shareholders at the EGM, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL and EAF to the Excluded Shareholders.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in this announcement). Accordingly, the Rights Issue may or may not proceed.**

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

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

## RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 15 January 2021 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 January 2021.

## DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context requires otherwise:

“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“associate(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Shares to 20,000 Shares
“Circular”	the circular to be despatched to the Shareholders by the Company, relating to, among other things, the Rights Issue
“Company”	Roma Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the excess application form(s) for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, in such usual form as may be agreed between the Company and the Underwriter

“EGM”	an extraordinary general meeting of the Company to be convened and held at which resolutions will be proposed to consider, and, if thought fit, to approve, among other things, the Rights Issue
“Emperor Securities” or “Underwriter”	Emperor Securities Limited, a licensed corporation carrying out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that place
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors established for the purpose of giving recommendations to the Independent Shareholders in respect of the Rights Issue
“Independent Shareholders”	Shareholders who are not required by the GEM Listing Rules or the Stock Exchange to abstain from voting at the EGM in respect of the Rights Issue
“Last Trading Day”	Thursday, 14 January 2021, being the last trading day of the Shares
“Latest Lodging Date”	4:30 p.m. on Monday, 15 March 2021, being the latest time for lodging transfer of Shares and/or exercise the Share Options in order to be qualified for the Rights Issue
“Latest Time for Acceptance”	4:00 p.m. on Friday, 9 April 2021 or other time or date as may be agreed in writing between the Company and the Underwriter, being the latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares

“Latest Time for Termination”	4:00 p.m. on Wednesday, 14 April 2021, being the third Business Day after the Latest Time for Acceptance, or such other time or date as may be agreed between the Company and the Underwriter in writing
“Listing Committee”	has the meaning as defined in the GEM Listing Rules
“Mr. Luk”	Mr. Luk Kee Yan Kelvin who is interested in an aggregate of 39,956,000 issued Shares representing approximately 22.76% of the existing issued share capital as at the date of this announcement
“Optionholder(s)”	holder(s) of Share Option(s)
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at 4:00 p.m. on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Tuesday, 23 March 2021 or such other date as may be agreed in writing between the Underwriter and the Company, being the date for despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Qualifying Shareholder(s)”	Shareholder(s), other than the Excluded Shareholders, whose name(s) appear(s) on the register of members of the Company at 4:00 p.m. on the Record Date
“Record Date”	Monday, 22 March 2021 or such other date as may be agreed between the Company and the Underwriter in writing for the determination of the entitlements under the Rights Issue
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Boardroom Share Registrars (HK) Limited

“Rights Issue”	the proposed issue by way of rights on the basis of three (3) Rights Shares for every one (1) existing Share in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions in the Underwriting Agreement and to be set out in the Prospectus Documents
“Rights Share(s)”	new Share(s) to be allotted and issued pursuant to the Rights Issue
“SFO”	Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 26 September 2011
“Share Options”	the share options granted by the Company pursuant to the Share Option Scheme which give holders thereof the rights to subscribe for Shares at the exercise price determined in accordance with the rules of the Share Option Scheme
“Shareholder(s)”	holder(s) of issued Share(s)
“Specified Event”	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.125 per Rights Share
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriting Agreement”	the underwriting agreement dated 14 January 2021 entered into between the Company and the Underwriter in respect of the Rights Issue
“Underwritten Shares”	not less than 526,561,245 and not more than 554,915,532 Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“Untaken Share(s)”	any of the Underwritten Shares which have not been taken up by the Qualifying Shareholders or transferees of nil-paid Rights Shares or applicants under excess applications by the Latest Time for Acceptance



“%”

per cent.

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

Hong Kong, 20 January 2021

*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 Company Announcements” page of the website of GEM ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from its date of publication and on the website of the Company at <http://www.romagroup.com/>.*